

September 7, 2022

To

<b>BSE Limited</b> Department of Corporate Services Listing Department P J Towers Dalal Street Mumbai – 400001 <i>Scrip Code: 542367</i>	<b>National Stock Exchange of India Limited</b> 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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Dear Sir/Madam,

**Sub: Notice of the 7<sup>th</sup> Annual General Meeting ('AGM')**

This is to inform you that the 7<sup>th</sup> Annual General Meeting ('AGM') of the Company scheduled to be held on Friday, September 30, 2022 at 10.00 a.m. (IST) through Video Conference/Other Audio-Visual Means to transact the ordinary and special businesses set out in the Notice of the AGM, in compliance with the applicable provisions of the Companies Act, 2013 and Rules made thereunder ("Act"), the General Circular Nos. 2/2022 dated May 5, 2022, 19/2021 dated December 8, 2021, 2/2021 dated January 13, 2021, 20/2020 dated May 5, 2020, read with General Circular Nos. 17/2020 dated April 13, 2020 and 14/2020 dated April 8, 2020 and any updates thereto ("MCA Circulars") and applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and any updated thereto ("SEBI Circulars").

Pursuant to provision of section 101 of the Act and MCA Circulars and SEBI Circulars, the Notice of the AGM dated August 13, 2022 has been sent by e-mail to all those members whose names appear in the Register of Members and whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participants(s) as on Friday, September 2, 2022.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice convening the AGM of the Company.

The Notice of the AGM is also available on the website of the Company at <https://www.xelpmoc.in/regulationsub>

The details required under Regulation 30 of the SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR / CFD / CMD / 4 / 2015, dated September 09, 2015 is enclosed as an Annexure 1.

This is for your information and records.

Thanking you,

Yours faithfully,

**For Xelpmoc Design and Tech Limited**

**Vaishali Kondbhar**  
**Company Secretary and Compliance Officer**  
**Enc: as above**

**XELPMOC DESIGN AND TECH LIMITED**

Regd & Corp Address: #17, 4<sup>th</sup> Floor, Agies Building, 1<sup>st</sup> A Cross, 5<sup>th</sup> Block, Koramangala, Bengaluru – 560034  
Phone number: 080 4370 8360 | Website: [www.xelpmoc.in](http://www.xelpmoc.in) | Email: [vaishali.kondbhar@xelpmoc.in](mailto:vaishali.kondbhar@xelpmoc.in)  
CIN NO: L72200KA2015PLC082873 | GST NO: 29AAACX1880G1Z5

## Annexure 1

Brief details viz. agenda proposed to be taken up/resolution to be passed, manner of approval proposed etc.

Sr. No.	Resolution Description	Manner of approval proposed
<b>Ordinary Business</b>		
1	To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2022 together with the reports of the Board of Directors and Auditors thereon.	Ordinary Resolution
2	To appoint Mr. Jaison Jose (DIN:07719333), who retires by rotation as a Director.	Ordinary Resolution
<b>Special Business</b>		
3	To approve annual remuneration of Mr. Pranjal Sharma (DIN: 06788125), Non-Executive and Non-Independent Director.	Special Resolution
4	To approve payment of corporate strategy and advisory fees to Mr. Pranjal Sharma (DIN:06788125), Non-Executive & Non-Independent Director of the Company.	Special Resolution

### XELPMOC DESIGN AND TECH LIMITED

Regd & Corp Address: #17, 4<sup>th</sup> Floor, Agies Building, 1<sup>st</sup> A Cross, 5<sup>th</sup> Block, Koramangala, Bengaluru – 560034  
Phone number: 080 4370 8360 | Website: [www.xelpmoc.in](http://www.xelpmoc.in) | Email: [vaishali.kondbhar@xelpmoc.in](mailto:vaishali.kondbhar@xelpmoc.in)  
CIN NO: L72200KA2015PLC082873 | GST NO: 29AAACX1880G1Z5

# Notice

**NOTICE** is hereby given that the 7<sup>th</sup> Annual General Meeting (“**AGM**”) of the Members of **Xelpmoc Design and Tech Limited** (the “**Company**”) will be held on Friday, 30<sup>th</sup> September, 2022, at 10:00 a.m. through Video Conferencing / Other Audio-Visual Means (“**VC/OVAM**”) to transact the following businesses:

## ORDINARY BUSINESS:

- To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2022, together with the reports of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

- To appoint Mr. Jaison Jose (DIN:07719333), who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Jaison Jose (DIN: 07719333), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

## SPECIAL BUSINESS:

- To approve annual remuneration of Mr. Pranjal Sharma (DIN: 06788125), Non-Executive and Non-Independent Director and in this regard consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and upon recommendation and/or approval of the Nomination and Remuneration Committee and the Board of Directors of the Company in pursuance of the power conferred on the Committee and Board vide special resolution dated 19<sup>th</sup> February, 2020, approval of the Members of the Company be and is hereby accorded for payment of annual remuneration by way of corporate strategy and advisory fees to Mr. Pranjal Sharma (DIN: 06788125), Non-Executive and Non-Independent Director of the Company, in excess of fifty percent of the total annual remuneration payable to all Non-Executive Directors of the Company;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as may be considered necessary, relevant, usual, customary and/or expedient to give effect to this resolution.”

- To approve payment of corporate strategy and advisory fees to Mr. Pranjal Sharma (DIN:06788125), Non-Executive & Non-Independent Director of the Company and in this regard consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188, 197, 198 and any other applicable provisions, if any, read along with Schedule V of the Companies Act, 2013 (‘Act’) read with Companies (Meetings of Board and its powers) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force and Regulation 23 and other applicable Regulations, if any, 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 the 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” for a further period of 3 (three) years w.e.f. 20<sup>th</sup> February, 2023, of an amount of ₹ 40,000/- per month which may be enhanced upto ₹ 2,50,000/- per month, based on effective utilization of his expertise, time and skill for business growth, strategies, and expansion of the Company;

**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 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.”

By Order of the Board of Directors  
For **Xelpmoc Design and Tech Limited**

**Place:** Mumbai  
**Date:** 13<sup>th</sup> August, 2022

**Vaishali Kondbhar**  
Company Secretary

**Registered office:**  
**Xelpmoc Design and Tech Limited**  
#17, 4<sup>th</sup> Floor, Agies Building, 1<sup>st</sup> A Cross,  
5<sup>th</sup> Block, Koramangala, Bengaluru – 560034  
Tel.: 080 4370 8360 Website: [www.xelpmoc.in](http://www.xelpmoc.in)  
Email: [vaishali.kondbhar@xelpmoc.in](mailto:vaishali.kondbhar@xelpmoc.in)

# Notes:

- Explanatory statement pursuant to Section 102 of the Companies Act, 2013 (**“Act”**) read with Secretarial Standard on General Meetings (**“SS-2”**) and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (**“Listing Regulations”**) setting out the material facts concerning each item of Special Business to be transacted at the Annual General Meeting (**“AGM”**) is annexed hereto and forms part of the Notice. Information on the Director proposed to be appointed/re-appointed at the meeting as required under Regulation 36 (3) of the Listing Regulations and SS-2 are also provided in the **Annexure** to this Notice.
  - In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (**“MCA”**) vide its General Circular Nos. 2/2022 dated 5<sup>th</sup> May, 2022, 19/2021 dated 8<sup>th</sup> December, 2021, 2/2021 dated 13<sup>th</sup> January, 2021, 20/2020 dated 5<sup>th</sup> May, 2020, read with General Circular Nos. 17/2020 dated 13<sup>th</sup> April, 2020 and 14/2020 dated 8<sup>th</sup> April, 2020 (collectively referred to as ‘MCA Circulars’), permitted convening the Annual General Meeting (‘AGM’ / ‘Meeting’) through Video Conferencing (‘VC’) or Other Audio Visual Means (‘OAVM’), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (‘the Act’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company Further, the Securities and Exchange Board of India (‘SEBI’) also, vide Circular Nos. SEBI/ HO/ CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 and SEBI/HO/ CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 (‘SEBI Circulars’), has dispensed with the requirement of printing and dispatch of annual reports by the companies to their shareholders.
  - Pursuant to the provisions of Section 101 and Section 136 of the Companies Act, 2013 read with Rule 18 of Companies (Management and Administration) Rules, 2014 and Rule 11 of Companies (Accounts) Rules, 2014, Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail Id either with the Company or the registrar and share transfer agent of the Company (**“Registrar and Share Transfer Agent”**) or with the Depository Participants. Accordingly, in terms of aforesaid provision and MCA Circulars and SEBI Circular electronic copy of the Notice along with the Annual Report for the financial year ended 31<sup>st</sup> March, 2022, consisting of financial statements including Board’s Report, Auditors’ Report and other documents required to be attached therewith, is being sent by e-mail to all those members whose names appear in the Register of Members and whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participant(s) as on Friday, 2<sup>nd</sup> September, 2022 and no physical copy of the Notice and Annual Report is being sent by the Company to any members. The Notice and Annual Report will also be hosted on the website of the Company at [www.xelpmoc.in](http://www.xelpmoc.in) and will also be available on the website of KFin Technologies Limited (Formerly known as KFin Technologies Private Limited) (‘KFinTech’), its Registrar & Share Transfer Agent at <https://evoting.kfintech.com> and on the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed.
  - Members who have not registered their e-mail addresses are once again requested to register the same for receiving the notices, annual reports and other documents/communications through electronic mode, in respect of shares held in electronic form with the depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company’s Registrar and Share Transfer Agents, KFin Technologies Limited, Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana - 500 032.

Rule 18 of the Companies (Management and Administration) Rules, 2014 requires a Company to provide an advance opportunity at least once in a financial year to the Members to register his / her e-mail ids and any changes therein. In accordance with the said requirements, we request the Members who do not have their e-mail ids registered, get the same registered with the Company or changes therein by submitting a duly filled-in **“E-communication Registration Form”** annexed to the Annual Report as well as available on the Company’s website at <https://www.xelpmoc.in/investorrelations>.
- Further, in terms of MCA Circulars, the Company has made special arrangements with KFinTech for temporary registration of email addresses. Therefore, the members of the Company, who have not registered their email addresses are requested to get their email addresses registered temporarily by following the process given in instruction part of this Notice. Accordingly, the Company shall send the Notice of the AGM and Annual Report to such members whose e-mail ids get registered along with the User ID and the Password to enable e-voting. Members may further note that pursuant to MCA Circulars, the Company has enabled a process of temporary e-mail id registration for the limited purpose of receiving the Notice of the AGM and Annual Report (including remote e-voting instructions) electronically.
- The Company has enabled the Members to participate at the AGM through the VC/OAVM facility provided by KFin Technologies Limited, Registrar and Share Transfer Agents. The instructions for participation at the AGM through VC/OAVM by members are given in instruction part of this Notice.
  - As per the provisions under the MCA Circulars, Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  - In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and

- applicable provisions of the SEBI Listing Regulations, the Company has engaged the services of KFinTech, Registrar and Share Transfer Agents to provide the facility of voting through electronic means to the members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid Meeting.
8. The Company shall be providing the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting system (“Insta Poll”) during the AGM. The process of remote e-voting with necessary user id and password is given in the instruction part of this Notice. Such remote e-voting facility is in addition to voting that will take place at the AGM being held through VC/OAVM.
  9. In terms of MCA Circulars, the businesses set out in the Notice will be transacted by the members only through remote e-voting or through the e-voting system (“Insta Poll”) during the meeting while participating through VC/OAVM facility.
  10. Members joining the meeting through VC/OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting system (“Insta Poll”) at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC/OAVM but shall not be entitled to cast their vote again. If a Member casts votes by both modes i.e. e-voting system (“Insta Poll”) at AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
  11. Voting rights of the members (for voting through remote e-voting or e-voting system (“Insta Poll”) at the AGM) shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 23<sup>rd</sup> September, 2022. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories, as on the cut-off date, shall only be entitled to avail the facility of remote e-voting or e-voting system (“Insta Poll”) at the AGM.
  12. Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the AGM is being held through VC/OAVM as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
  13. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorized representative(s), to the Company at [vaishali.kondbhar@xelpmoc.in](mailto:vaishali.kondbhar@xelpmoc.in) with a copy to [evoting@kfintech.com](mailto:evoting@kfintech.com) and/ or access the link <https://evoting.kfintech.com> to upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name\_ EVENT NO”. Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM.
  14. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
  15. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and other requisite documents shall be made available only in electronic form for inspection during the AGM. All relevant documents referred to in the Notice and Explanatory Statement would be made available for inspection by the members through electronic mode up to the date of AGM and at the AGM. Members seeking to inspect such documents can send an e-mail to [vaishali.kondbhar@xelpmoc.in](mailto:vaishali.kondbhar@xelpmoc.in).
  16. Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which provides that from 1<sup>st</sup> April, 2019 transfer of securities would not be processed unless the securities are held in the dematerialized form with a depository. In view of the same, now the shares cannot be transferred in the physical mode. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions. Members can contact Company’s Registrar and Share Transfer Agent viz; KFinTech for assistance in this regard. However, members can continue to make request for transmission or transposition of securities held in physical form.
  17. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be:-
    - a. Change in their residential status on return to India for permanent settlement;
    - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code number, if not furnished earlier.
  18. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agent.
  19. Members holding shares in physical form are requested to send all the communications pertaining to shares of the Company including share transfer lodgments, intimation of changes pertaining to their bank account details, mandates, nominations, change of address, e-mail id etc., if any, immediately to the Company’s Registrar and Share Transfer Agent viz; KFinTech, Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana – 500032. Members holding shares in electronic form must intimate the changes, if any, to their respective Depository Participants (DPs) only.
  20. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
  21. Members holding shares in single name and physical form can avail the facility of nomination in respect of shares held



by them in physical form pursuant to the provision of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 duly filed in to the Company's Registrar and Share Transfer Agent viz KFinTech at Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana – 500032 or call on 040-6716 2222 or Toll Free no.: 1-800-309-4001 or Email on [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com). Members holding shares in electronic mode may contact their respective Depository Participants, with whom they are maintaining their demat accounts, for availing this facility.

22. In terms of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013, Mr. Jaison Jose (DIN: 07719333), is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Director has furnished the requisite declarations for his re-appointment. The Board of Directors of the Company recommends his re-appointment.
23. Voting through electronic means:  
In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is providing facility to exercise votes on resolutions proposed to be passed in the Meeting by electronic means, to members holding shares as on Friday, 23<sup>rd</sup> September, 2022 (as at the end of the business hours) being the cut-off date for the purpose of Rule 20(4)(vii) of the rules fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by

KFinTech from a place other than the venue of the Meeting (remote e-voting).

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9.00 a.m. (IST) on Monday, 26<sup>th</sup> September, 2022 and end of remote e-voting: Up to 5.00 p.m. (IST) on Thursday, 29<sup>th</sup> September, 2022.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFinTech upon expiry of aforesaid period.

24. The Board of Directors has appointed Mr. Manish Rajnarayan Gupta or falling him Mr. Vijay Babaji Kondalkar, partners of M/s VKMG & Associates LLP, Practicing Company Secretaries as the “**Scrutinizer**” for the purpose of scrutinizing the process of remote e-voting and e-voting system (“Insta Poll”) at the Meeting in a fair and transparent manner.
25. The Scrutinizer shall after the conclusion of voting at the general meeting, count the votes cast at the meeting through e-voting (“Insta Poll”) and votes cast through remote e-voting and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
26. The results declared along with the report of the scrutinizer shall be placed on the Company’s website at [www.xepmoc.in](http://www.xepmoc.in) and on the website of KFinTech immediately after the declaration of the results and simultaneously communicated to the Stock Exchanges, where the shares of the Company are listed. The result will be displayed on the notice board of the Company at its Registered Office.

27. The Company does not have any amount, which is required to be transferred, in terms of Section 124 of the Companies Act, 2013, to Investor Education and Protection Fund of the Central Government, during the financial year 2021-2022.
28. In case of any general queries or information regarding the Annual Report, the Members may write to [vaishali.kondbhar@xelpmoc.in](mailto:vaishali.kondbhar@xelpmoc.in) to receive an email response. However, queries on the accounts and operations of the Company or the businesses covered under the Notice may be sent to [vaishali.kondbhar@xelpmoc.in](mailto:vaishali.kondbhar@xelpmoc.in) at least seven days in advance of the meeting so that the answers of the same may be replied suitably by the Company or may be made readily available at the meeting.
29. After the conclusion of AGM, the recorded transcript of the AGM shall as soon as possible be made available on the website of the Company at [www.xelpmoc.in](http://www.xelpmoc.in).
30. As the AGM is being held through VC/OAVM, the route map is not annexed to this Notice.

### E-VOTING AND E-AGM INSTRUCTION:

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013 (“**Act**”), read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 in relation to e-Voting facility provided by listed entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech, on

all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

- ii. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 on “**e-Voting facility provided by Listed Companies**”, e-Voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences at 9.00 AM IST on Monday, 26<sup>th</sup> September, 2022 and ends at 5.00 PM IST on Thursday, 29<sup>th</sup> September, 2022. The remote e-voting module shall be disabled for voting thereafter.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 23<sup>rd</sup> September, 2022.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@Kfintech.com](mailto:evoting@Kfintech.com). However, if he / she is already registered with KFinTech for remote e-Voting then he / she can use his / her existing user ID and password for casting the vote.

vii. In case of individual shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode.”

viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

**Step 1:** Access to depositories e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access to KFinTech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

**Step 3:** Access to join virtual meetings(e-AGM) of the Company on KFin system to participate in e-AGM and vote at the AGM.

#### DETAILS ON STEP 1 ARE MENTIONED BELOW:

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><b>1. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol> <p><b>2. User not registered for IDeAS e-Services</b></p> <ol style="list-style-type: none"> <li>I. To register click on link : <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Proceed with completing the required fields.</li> <li>IV. Follow steps given in points 1</li> </ol>

Type of shareholders	Login Method
	<p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></li> <li>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFinTech.</li> <li>V. On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on New System Myeasi</li> <li>III. Login with your registered user id and password.</li> <li>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal.</li> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ol> <p><b>2. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>II. Proceed with completing the required fields.</li> <li>III. Follow the steps given in point 1</li> </ol>

Type of shareholders	Login Method
	<p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <p>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e <b>KFintech</b> where the e- Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – <b>Kfintech</b> and you will be redirected to e-Voting website of <b>KFintech</b> for casting your vote during the remote e-Voting period without any further authentication.</p>

**Important note:** Members who are unable to retrieve user ID / password are advised to use Forgot user ID and Forgot password option available at respective websites.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022-23058542-43</b>

#### DETAILS ON STEP 2 ARE MENTIONED BELOW:

- II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.**
- (A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:**
- Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
  - Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
  - After entering these details appropriately, click on "LOGIN".
  - You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - You need to login again with the new credentials.
  - On successful login, the system will prompt you to select the "EVEN" i.e., 'Xelpmoc Design and Tech Limited- AGM" and click on "Submit".
  - On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
  - Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - You may then cast your vote by selecting an appropriate option and click on "Submit".
  - A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).



xii. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. together with attested specimen signature(s) of the duly authorised representative(s), to the Company at email id [vaishali.kondbhar@xelpmoc.in](mailto:vaishali.kondbhar@xelpmoc.in) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "Corporate Name\_Even No."

**(B) Members whose email IDs are not registered with the Company/ Depository Participant(s), and consequently the Notice of AGM, Annual Report and e-voting instructions cannot be serviced, will have to follow the following process:**

- i. Members who have not registered / updated their e-mail address with the Company, are requested to register / update the same by writing to the Company with details of folio number and attaching a self- attested copy of PAN card at [vaishali.kondbhar@xelpmoc.in](mailto:vaishali.kondbhar@xelpmoc.in) or to KFinTech at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
- ii. Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic

folio and copy of share certificate in case of physical folio for sending the Notice of AGM Annual Report and the e-voting instructions.

- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

**DETAILS ON STEP 3 ARE MENTIONED BELOW:**

**III) Instructions for all the shareholders, including individual, other than individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.**

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the user ID and password for e-Voting or have forgotten the user ID and password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. facility for joining AGM though VC/ OAVM shall open at least 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox22.

iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / may send their queries/question if any pertaining to the accounts and operations of the Company in advance at least seven day before the meeting by mentioning their name, demat account number / folio number, email id, mobile number at [vaishali.kondbhar@xelpmoc.in](mailto:vaishali.kondbhar@xelpmoc.in) so that the answers of the same may be replied suitably by the Company or may be made readily available at the meeting.

vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system "insta poll" available during the AGM. E-voting "insta poll" during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.

vii. A Member can opt for only single mode of voting i.e. through Remote e-voting or e-voting "insta poll" at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

viii. facility of joining the AGM through VC / OAVM shall be available for at

least 2000 members on first come first served basis. This will not include large shareholders (holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the audit committee, nomination and remuneration committee and stakeholders relationship committee, auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.

- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

**OTHER INSTRUCTIONS**

**I. Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFintech. On successful login, select 'Speaker Registration' which will open during the remote e-voting period from Monday, 26<sup>th</sup> September, 2022 (9.00 AM IST) to Thursday, 29<sup>th</sup> September, 2022(5.00 PM IST). Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

**II. Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from KFintech. On successful login, select 'Post Your Question' option which will opened from during the remote e-voting period and shall be closed 24 hours before the time fixed for the AGM.

- III. Members holding shares in physical form or who have not registered their e-mail addresses and in case of any query and/or grievance, in respect of voting by electronic means through remote e-voting or e-voting system ("Insta Poll") during the meeting, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Mr. Raghunath Veedha, Manager (Unit: Xelpmoc Design and Tech Limited) of KFin Technologies Limited, Selenium, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad, Telangana - 500032 or at [raghu.veedha@kfintech.com](mailto:raghu.veedha@kfintech.com) or at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) and [evoting@kfintech.com](mailto:evoting@kfintech.com) or phone no. 040-6716 2222 or call KFintech toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 23<sup>rd</sup> September, 2022 being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again at the Annual General Meeting
- VI. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the user ID and password in the manner as mentioned below:
- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
1. Example for NSDL:
  2. MYEPWD <SPACE> IN12345612345678
  3. Example for CDSL:
  4. MYEPWD <SPACE> 1402345612345678
  5. Example for Physical:
  6. MYEPWD <SPACE> XXXX1234567890
- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).
- VII. The resolutions shall be deemed to be passed on the date of the general meeting, subject to receipt of sufficient votes.
- VIII. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

## EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### 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 31 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 World Economic Forum (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.

The Members of the Company, on the recommendation of Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company, vide special resolution dated 19<sup>th</sup> February, 2020, appointed Mr. Pranjal Sharma as a Non-Executive and Non-Independent Director of the Company w.e.f. 20<sup>th</sup> February, 2020, and approve the limit of Corporate Strategy and Advisory Fees to be paid to Mr. Pranjal Sharma.

The Company is benefiting the expertise of Mr. Pranjal Sharma as Core Strategist in business development. Currently, the Company is paying Corporate Strategy and Advisory Fees upto ₹ 40,000/- per month based on his performance, which is well within the limit as approved Nomination and Remuneration Committee, Audit Committee and Board of Directors and Shareholders of the Company. Further Corporate Strategy and Advisory fees payable to him may cross the limit specified Regulation 17(6) (ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

It is in the interest of the Company to take the approval by way of Special Resolution, which will empower Board to pay Corporate Strategy and Advisory fees which may exceeds fifty percent of the total annual remuneration payable to all Non-Executive Directors of the Company, hence pursuant to Regulation 17(6) (ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of Members of the Company is being sought.

All the relevant documents pertaining to aforesaid resolution will be made available for inspection by the Members through electronic mode upto the date of the AGM and at the AGM and any

Member may write to the Company at [vaishali.kondbhar@xelpmoc.in](mailto:vaishali.kondbhar@xelpmoc.in) requesting for the same and the said documents shall be open for inspection by the Members at the registered office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 1.00 p.m. upto the date of AGM and at the AGM.

Save and except Mr. Pranjal Sharma and his relatives, to the extent of their shareholding, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set forth in 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. 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 31 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 World Economic Forum (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.

The Company has obtained approval from shareholders for payment of Corporate Strategy and Advisory fees to Mr. Pranjal Sharma, Non-Executive & Non-Independent Director of the Company for a period of 3(three) years w.e.f. 20<sup>th</sup> February, 2020, which is going to be expired on 19<sup>th</sup> February, 2023. The Company is benefiting the expertise of Mr. Pranjal Sharma as Core Strategist in business development; hence Management is of view that the Company should continue to obtain Corporate Strategy and Advisory consultancy services for a further period of 3(three) years w.e.f. 20<sup>th</sup> February, 2023.

The payment of aforesaid Corporate Strategy and Advisory Fees falls under the definition of related party transaction, 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;	Non-Executive and Non-Independent Director
4.	Nature, material terms, monetary value and particulars of the contract or arrangements;	Shall be entitled for Corporate Strategy and Advisory Fees of ₹ 40,000/- per month which may be enhanced upto ₹ 2,50,000/- per month, for a period of 3 years w.e.f 20 <sup>th</sup> February, 2023, based on effective utilisation of his expertise, time and skill for business growth, strategies and expansion of the Company.
5.	Any other information relevant or important for the members to take a decision on the proposed resolution.	None

Due to Inadequate profit, the payment of remuneration shall also require shareholders' approval under section 197 read with Section II of Part II of Schedule V of the Companies Act, 2013.

**Disclosure as required under Schedule V of the Companies Act, 2013 in relation to the 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 commenced its business operations since incorporation.
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	Standalone Financial performance based on given Indicators			(Amount in ₹ 000)	
	<b>Particular</b>	<b>31-03-2022 (Audited)</b>	<b>31-03-2021 (Audited)</b>	<b>31-03-2020 (Audited)</b>	
	Operational Income	80,548.23	1,40,489.02	81,113.29	
	Total Income	92,615.89	1,51,875.37	93,978.82	
	Depreciation	893.15	5,000.56	5,626.3	
	Total Expenses	2,27,543.50	1,10,882.56	1,14,689.97	
	Net Profit/Loss	(1,28,580.48)	40,460.65	(21,308.74)	
	Equity Share Capital	1,44,784.13	1,37,052.98	1,37,052.98	
	Other Equity	7,75,809.31	4,54,779.6	3,11,886.85	
5	Foreign Investment or collaboration, if any	As on the date of this notice, the Company has made following ODI investments.			
		Snaphunt PTE Ltd. (Singapore)	Catalyst Pte Ltd., (USA)	Learning Hats Pte Ltd., (Singapore)	Xelpmoc Design and Tech UK Ltd (UK)
		Investment: SGD 12,230 to subscribe 12,088 Equity Shares	Investment: USD 3,750 to subscribe 3,75,000 Class B Common Stock (non-voting) convertible to Class A Common Stock (Voting )	Investment: USD 3,333 to Subscribe 3,333 equity shares	Investment: GBP 75,100 to Subscribe 75,100 Equity Shares
II Information about the appointee					
1	Background Details	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 & Senior Advisor to KPMG in India and Columnist, Business Standard, DNA newspaper and Business World magazine.			

II	Information about the appointee (continued)		<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>	4	Job Profile and his suitability	The Company is benefiting the expertise of Mr. Pranjal Sharma as Core Strategist in business development, therefore It would be in the interest of the Company to continue the utilize his expertise, time and skill for business growth, strategies and expansion of the Company.								
5	Remuneration proposed	Detailed of proposed remuneration is stated in 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 Mr. Pranjal Sharma and 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.												
2	Past Remuneration		<table border="1"> <thead> <tr> <th data-bbox="436 927 763 959">Year</th> <th data-bbox="775 927 1093 959">Remuneration</th> </tr> </thead> <tbody> <tr> <td data-bbox="436 967 763 999">20.02.2020 to 31.03.2020</td> <td data-bbox="775 967 1093 999">Nil</td> </tr> <tr> <td data-bbox="436 1007 763 1038">2020-21</td> <td data-bbox="775 1007 1093 1038">INR 4,80,000</td> </tr> <tr> <td data-bbox="436 1046 763 1078">2021-22</td> <td data-bbox="775 1046 1093 1078">INR 4,80,000</td> </tr> </tbody> </table>	Year	Remuneration	20.02.2020 to 31.03.2020	Nil	2020-21	INR 4,80,000	2021-22	INR 4,80,000	III	Other Information	
Year	Remuneration													
20.02.2020 to 31.03.2020	Nil													
2020-21	INR 4,80,000													
2021-22	INR 4,80,000													
1	Reasons of Loss or Inadequate Profits	Over the Last 7 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, very few corporates 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>												
3	<p>Recognition or awards He has achieved various professional milestone are as follows:</p> <p>Member Global Agenda Council on Transparency and Anti-Corruption, World Economic Forum (2008-16),</p> <p>Founder member, Broadcast Editor's Association,</p> <p>Member, Association of British Scholars,</p> <p>Fellow, Salzburg Global Seminar,</p> <p>Fellow, International Programme, Department of State, US,</p> <p>Speaker, The Outstanding Speakers' Bureau and</p> <p>News Television Award for best business show in 2007</p>													



III	Other Information (continued)	
	2. (continued)	<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 7 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 breakeven point and earn good profit in coming years.</p>
3	Expected Increase in productivity and profits in measurable terms.	<p>The Company is getting the fruit of its Strategy implemented, therefore the inadequate profit earned by the Company is expected to increase in coming Financial year. In the uncertain economic conditions, it is very difficult to project the exact business projection vis-à-vis the financial ratios, currently company having inadequate profit, however, the management projects 10-20% growth on y-o-y basis in terms of revenues.</p>
IV	Disclosures:	
	<p>The Following disclosures is being mentioned in the Board of Director's report under Corporate Governance section:</p> <p>(i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;</p> <p>(ii) details of fixed components and performance linked incentives along with the performance criteria;</p> <p>(iii) service contracts, notice periods, severance fees; and</p> <p>(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.</p>	

The company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

In terms of Section 188, 197, 198 and other applicable provisions of the Act read with Schedule V of the Act and the Rules made thereunder and in terms of the applicable provisions of the Listing Regulations, approval of the Members for is being sought by way of a special resolution as set out in item no. 4 of this AGM Notice.

All the relevant documents pertaining to aforesaid resolution will be made available for inspection by the Members through electronic mode upto the date of the AGM and at the AGM and any Member may write to the Company at [vaishali.kondbhar@xelpmoc.in](mailto:vaishali.kondbhar@xelpmoc.in) requesting for the same and the said documents shall be open for inspection by the Members at the registered office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 1.00 p.m. upto the date of AGM and at the AGM.

Save and except Mr. Pranjal Sharma and his relatives, to the extent of their shareholding, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set forth in 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.

By Order of the Board of Directors  
For **Xelpmoc Design and Tech Limited**

**Place:** Mumbai  
**Date:** 13<sup>th</sup> August, 2022

**Vaishali Kondbhar**  
Company Secretary

# Annexure to the Notice

## Details of the Directors seeking re-appointment as Director liable to retire by rotation in the forthcoming Annual General Meeting

[Pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting]

### ANNEXURE - A

Name of the Director	Mr. Jaison Jose
DIN	07719333
Date of Birth	01-03-1980
Age	42 Years
Date of First Appointment on the Board	09-03-2017
Qualification	Degree of Bachelor of Commerce from Mumbai University. and a degree of Master of Commerce (External) as well as a degree of Master of Marketing Management from Mumbai University
Brief Resume, Experience and Expertise in Functional Area	Mr. Jaison Jose brings 17 years industry experience in the field of human resource service with core strengths in operations, deep customer engagements and collaboration. He was a founding member & team member of Quess Corp. He was with Adecco India, he built the portfolio services offering focused on the start-up ecosystem. Over the last decade, he has partnered with entrepreneurs, family business owners, the investing community and large enterprises, to develop leadership augmentation strategies and stellar teams
Terms and Conditions of Re-appointment	In terms of Section 152 (6) of the Companies Act, 2013, Mr. Jaison Jose, who retires by rotation at ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
Number of Meetings of the Board attended during the year	Information pertaining to number of Board/Committee Meetings attended during the year is provided in the Corporate Governance Report which forms part of the Annual Report (2021-22), which is circulated along with this AGM Notice
Remuneration last drawn	Please refer remuneration clause of Corporate Governance report which forms part of the Annual Report (2021-22), which is circulated along with this AGM Notice.
Remuneration sought to be paid	Mr. Jaison Jose is entitled to receive remuneration upto such limit and on such terms and conditions as approved by the members of the Company vide special resolution dated 11 <sup>th</sup> August, 2021.
List of Listed Companies and/or Bodies Corporate in which Directorships Held	Mr. Jaison Jose does not hold any directorship in the Listed Company. Details of other companies and body corporates are as under: <ol style="list-style-type: none"> <li>1. Agronauts Technologies Private Limited</li> <li>2. Signal Analytics Private Limited</li> <li>3. Tijoree ECom Private Limited</li> <li>4. Mysticnacall Entertainment Private Limited</li> <li>5. Savio Hockey Foundation</li> <li>6. Soultrax Studios Private Limited</li> </ol>
Membership(s)/Chairmanship(s) of the committees of Directors of other Companies	NIL
Shareholding in the Company including as a beneficial owner	8,41,290 Equity Shares i.e. 5.82%
Relationship with other Directors and Key Managerial Personnel of the Company	There is no inter-se relationship between Mr. Jaison Jose & other members of the Board and Key Managerial Personnel of the Company.