

October 01, 2020

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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Kind Attn: Head - Listing Department / Dept of Corporate Communications

Sub: Compliance under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Proceedings of the 5th Annual General Meeting.

Dear Sir/Madam,

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the details of the proceedings of the 5th Annual General Meeting of Xelpmoc Design and Tech Limited held on Wednesday, September 30, 2020 at 4:00 p.m. through Video Conferencing.

Kindly take the above on record.

Thanking you,

Yours truly,

For Xelpmoc Design and Tech Limited

Vaishali Kondbhar
Company Secretary and Compliance Officer

XELPMOC DESIGN AND TECH LIMITED

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

GIST OF PROCEEDINGS OF THE FIFTH ANNUAL GENERAL MEETING OF XELPMOC DESIGN AND TECH LIMITED (THE “COMPANY”) HELD ON WEDNESDAY, SEPTEMBER 30, 2020 AT 4:00 P.M. THROUGH VIDEO CONFERENCING (“VC”)

As per the Notice dated August 14, 2020, the Fifth Annual General Meeting (AGM) of the Company was held on Wednesday, September 30, 2020 at 4:00 p.m. through Video Conferencing (“VC”) in compliance with the applicable provisions of the Companies Act, 2013 and various Circulars issued there under by the Ministry of Corporate Affairs (‘MCA’) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’).

As all the Shareholders of the Company aware that this is a unprecedented times of ongoing COVID-19 pandemic, all must be safe and keeping well during these tough times. Social distancing is a norm to be followed and therefore, the AGM was being convened through Video Conferencing in accordance with the circulars issued by the Ministry of Corporate Affairs (‘MCA’) and SEBI. After the commencement of the meeting, due to the some technical problem, voice of Mr. Tushar Trivedi, Chairman of the meeting, who was present in the meeting, was not audible, hence with his permission and other directors, had requested to the Company Secretary to start the proceeding of the AGM, on his behalf.

On behalf of the Chairman of Xelpmoc Design and Tech Limited, Mrs. Vaishali Kondbhar, welcomed all the Members and Directors of the Company at the 5thAGM of the Company at 4:00 p.m. and informed them that she was attending this meeting from Mumbai. She further stated that in these unprecedented times of ongoing COVID-19 pandemic to adhere the restrictions of social distancing the AGM was being convened through Video Conferencing in accordance with the circulars issued by the Ministry of Corporate Affairs (‘MCA’) and SEBI.

She, on behalf of Chairman, introduced all the Directors and Key Managerial Personnel present at the Meeting. The Directors and Key Managerial Personnel present at the AGM were as follows:

1. Mr. Tushar Trivedi, Chairman & Independent Director joined from Mumbai
2. Mr. Sandipan Chattopadhyay, Managing Director & CEO joined from Bengaluru
3. Mr. Srinivas Koora, Whole-time Director & CFO joined from Hyderabad
4. Mr. Jaison Jose, Whole-time Director joined from Mumbai
5. Mr. Premal Mehta, Independent Director joined from Mumbai
6. Mrs. Karishma Bhalla, Additional Independent Director joined from Mumbai
7. Mr. Soumyadri Bose, Non-Executive & Non-Independent Director joined from Gurgaon
8. Mr. Pranjal Sharma Non-Executive & Non-Independent Director joined from New Delhi

XELPMOC DESIGN AND TECH LIMITED

Regd & Corp Address: #17, 4th Floor, Agies Building, 1st A Cross, 5th Block, Koramangala, Bengaluru – 560034

Phone number: 080 4370 8360 | Website: www.xelpmoc.in | Email: vaishali.kondbhar@xelpmoc.in

CIN NO: L72200KA2015PLC082873 | GST NO: 29AAACX1880G1Z5

The Statutory Auditors and Secretarial Auditor of the Company and Scrutinizer for e-voting process were also present in the Meeting.

She, on behalf of the Chairma, further informed that Participations of members attending through Video Conferencing were reckoned for the purpose of quorum as per the circulars issued by MCA and Section 103 of the Companies Act, 2013. Since the AGM was being held through Video Conferencing, as per the MCA Circulars, physical attendance of members was dispensed with. Accordingly, the facility for appointment of proxies by the members was not made available for the AGM. 43 Members were present at the meeting through Video Conferencing, accordingly the requisite quorum was present, the Meeting was put to order, on behalf of the Chairman.

She, in the capacity of the Company Secretary of the Company, informed that the meeting was being held through video conferencing, in accordance with the circulars issued by MCA, applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In accordance with applicable provisions of the Companies Act, 2013 and Listing Regulation read with MCA and SEBI Circulars the Notice of AGM, procedure and instructions for e-voting and the Annual Report for the financial year 2019-2020 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 or the Registrar and Share Transfer Agents or the Depository Participants(s) as on Friday, September 4, 2020 and no physical copies of the Notice and Annual Report were sent by the Company to any members.

The Company enabled the Members to participate at the meeting through video conferencing facility provided by KFin Technologies Private Limited. The proceedings of the meeting were being recorded for compliance purposes.

The Members were provided the facility to exercise their right to vote by electronic means on the resolutions set out in the notice, both through remote e-voting and e-voting system ('Insta Poll') at the AGM. Remote e-voting facility was made available to all Members holding shares as on the cut-off date i.e. Wednesday, September 23, 2020 during the period commencing from 9.00 a.m. IST on Saturday, September 26, 2020 till 5.00 p.m. IST on Tuesday, September 29, 2020. Remote e-voting was blocked on Tuesday, September 29, 2020 at 5.00 p.m.

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

The Board of Directors has appointed Mr. Manish Gupta, partner of M/s VKMG & Associates LLP, Practicing Company Secretaries, as the Scrutinizer for this meeting.

Due to the ongoing COVID-19 pandemic, the Company has made the best possible efforts for providing the facility of joining the AGM by Video Conferencing and voting electronically.

In case of any issues during the meeting, members were provided details for contacting KFin Technologies Private Limited or technical support / assistance. The requisite statutory registers and documents were made available electronically for inspection during the AGM on website of KFin Technologies Private Limited.

Thereafter she continued with the proceedings of the meeting, on behalf of the Company.

She, on behalf of the members, informed that the annual report and the notice convening the 5th 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. She further informed that the Statutory Auditor's Report and Secretarial Auditors' Report 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. Since the said reports have already been sent to the members, the same were taken as read.

At the request of the Company Secretary, Mr. Sandipan Chattopadhyay, Managing Director & CEO briefed the members about the business of the Company with the members.

Thereafter, the Company Secretary briefed about the resolutions as per the notice of the AGM:

1. Adoption of the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2020 together with the reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)
2. Appointment of 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. Appointment of Mrs. Karishma Bhalla (DIN: 08729754) as an Independent Director of the Company. (Ordinary Resolution)
4. Variation in the objects of the issue as stated in the prospectus of the Company dated January 30, 2019. (Special Resolution with majority of more than 90% of the voting shareholders voted in the favour of the resolution)
5. Approval for Xelpmoc Design and Tech Limited Employees Stock Option Scheme – 2020 (“ESOP – 2020 / Scheme”) (Special Resolution)
6. Approve for Annual Remuneration of Mr. Soumyadri Bose (DIN 02795223), Non-Executive and Non-Independent Director. (Special Resolution)
7. Approve for Annual Remuneration of Pranjal Sharma (DIN 06788125), Non-Executive and Non-Independent Director. (Special Resolution)

Since the meeting was being held through Video Conferencing and the resolutions mentioned in the AGM Notice were already 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 was not mandatory as per 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.

She, in the capacity of the Company Secretary briefed the members and conducted the Q & A Session. Suitable, replies were provided to the queries raised by the Member.

Before concluding the meeting, the Company Secretary, on behalf Chairman, informed to the members that 'Insta Poll' e-voting will close after 15 minutes from the time of closure of this meeting, hence requested the members, who have not already cast their votes, to cast their votes through 'Insta Poll'.

All the the proceedings of the meeting were completed and meeting was concluded at 4:25 p.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 Annual General Meeting (AGM). As per the report submitted by the Scrutinizer, all the resolutions embodied in the Notice of 5th Annual General Meeting dated August 14, 2020 were passed with requisite majority. The voting result including Consolidated Scrutinizer's Report is attached as enclosure.

You are requested to take the same on record as the gist of proceedings of AGM and it should not be considered as Minutes of AGM.

For Xelpmoc Design and Tech Limited

**Vaishali Kondbhar
Company Secretary**

**Place: Mumbai
Date: October 01, 2020**

Enc: Voting Result including Consolidated Scrutinizer's Report

Company Name		XELPMOC DESIGN AND TECH LIMITED							
Date of the AGM/EGM		30-09-2020							
Total number of shareholders on record date		4598							
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									
Promoters and Promoter Group:		5							
Public:		38							
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, 2020 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 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	7,792,724	99.2865	7,792,724	0	100.0000	0.0000	0	0
	Insta Poll	56,000	0.7135	56,000	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000	0	0
	Total	7,848,724	100.0000	7,848,724	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,511,173	99.4080	1,511,173	0	100.0000	0.0000	0	0
	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	1,511,173	99.408	1,511,173	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	532,360	12.2765	532,360	0	100.0000	0.0000	0	10
	Insta Poll	184,875	4.2633	184,875	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000	0	0
	Total	717,235	16.5398	717,235	0	100.0000	0.0000	0	10
Total	Total	10,077,132	73.5273	10,077,132	0	100.0000	0.0000	0	10

Resolution No.	2								
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint 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.								
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes								
Category	Mode of Voting	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 Abstain ed
Promoter and Promoter Group	E-Voting	7,792,724	99.2865	7,792,724	0	100.0000	0.0000	0	0
	Insta Poll	56,000	0.7135	56,000	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000	0	0
	Total	7,848,724	100.0000	7,848,724	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,511,173	99.4080	1,511,173	0	100.0000	0.0000	0	0
	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	1,511,173	99.408	1,511,173	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	532,370	12.2768	230,771	301,599	43.3478	56.6521	0	0
	Insta Poll	184,875	4.2633	184,875	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000	0	0
	Total	717,245	16.5401	415,646	301,599	57.9504	42.0496	0	0
Total	10,077,142	73.5273	9,775,543	301,599	97.0071	2.9929	0	0	

Resolution No.	3								
Resolution required: (Ordinary/Special)	ORDINARY - To appoint Mrs. Karishma Bhalla DIN 08729754 as an Independent Director of the Company								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	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	7,792,724	99.2865	7,792,724	0	100.0000	0.0000	0	0
	Insta Poll	56,000	0.7135	56,000	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000	0	0
	Total	7,848,724	100.0000	7,848,724	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,511,173	99.4080	1,511,173	0	100.0000	0.0000	0	0
	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	1,511,173	99.408	1,511,173	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	532,370	12.2768	532,360	10	99.9981	0.0018	0	0
	Insta Poll	184,875	4.2633	184,875	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000	0	0
	Total	717,245	16.5401	717,235	10	99.9986	0.0014	0	0
Total	10,077,142	73.5273	10,077,132	10	99.9999	0.0001	0	0	

Resolution No.	4								
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 objects of the Public Issue as stated in the Prospectus of the Company dated January 30,								
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes								
Category	Mode of Voting	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	7,792,724	99.2865	7,792,724	0	100.0000	0.0000	0	0
	Insta Poll	56,000	0.7135	56,000	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000	0	0
	Total	7,848,724	100.0000	7,848,724	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,511,173	99.4080	1,511,173	0	100.0000	0.0000	0	0
	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	1,511,173	99.408	1,511,173	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	532,370	12.2768	532,370	0	100.0000	0.0000	0	0
	Insta Poll	184,875	4.2633	184,875	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000	0	0
	Total	717,245	16.5401	717,245	0	100.0000	0.0000	0	0
Total	10,077,142	73.5273	10,077,142	0	100.0000	0.0000	0	0	

Resolution No.	5								
Resolution required: (Ordinary/Special)	SPECIAL - To approve Xelpmoc Design and Tech Limited Employees Stock Option Scheme – 2020 "ESOP – 2020 Scheme".								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	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	7,792,724	99.2865	7,792,724	0	100.0000	0.0000	0	0
	Insta Poll	56,000	0.7135	56,000	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000	0	0
	Total	7,848,724	100.0000	7,848,724	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,511,173	99.4080	1,511,173	0	100.0000	0.0000	0	0
	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	1,511,173	99.408	1,511,173	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	532,105	12.2707	532,028	77	99.9855	0.0144	0	265
	Insta Poll	184,875	4.2633	184,388	487	99.7365	0.2634	0	0
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000	0	0
	Total	716,980	16.534	716,416	564	99.9213	0.0787	0	265
Total	10,076,877	73.5254	10,076,313	564	99.9944	0.0056	0	265	

Resolution No.	6								
Resolution required: (Ordinary/Special)	SPECIAL - To approve Annual Remuneration to Mr. Soumyadri Bose DIN 02795223, Non-Executive and Non-Independent Director								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	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	7,792,724	99.2865	7,792,724	0	100.0000	0.0000	0	0
	Insta Poll	56,000	0.7135	56,000	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000	0	0
	Total	7,848,724	100.0000	7,848,724	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,511,173	99.4080	1,511,173	0	100.0000	0.0000	0	0
	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	1,511,173	99.408	1,511,173	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	532,370	12.2768	527,869	4,501	99.1545	0.8454	0	0
	Insta Poll	184,875	4.2633	184,875	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000	0	0
	Total	717,245	16.5401	712,744	4,501	99.3725	0.6275	0	0
Total	10,077,142	73.5273	10,072,641	4,501	99.9553	0.0447	0	0	

Resolution No.	7								
Resolution required: (Ordinary/Special)	SPECIAL - To approve Annual Remuneration to Mr. Pranjal Sharma DIN 06788125, Non-Executive and Non-Independent Director								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	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	7,792,724	99.2865	7,792,724	0	100.0000	0.0000	0	0
	Insta Poll	56,000	0.7135	56,000	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000	0	0
	Total	7,848,724	100.0000	7,848,724	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,511,173	99.4080	1,511,173	0	100.0000	0.0000	0	0
	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	1,511,173	99.408	1,511,173	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	532,370	12.2768	532,330	40	99.9924	0.0075	0	0
	Insta Poll	184,875	4.2633	184,875	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000	0	0
	Total	717,245	16.5401	717,205	40	99.9944	0.0056	0	0
Total	10,077,142	73.5273	10,077,102	40	99.9996	0.0004	0	0	



& Associates LLP
Company Secretaries

Consolidated Report of Scrutinizer on remote e-voting and e-voting (Insta Poll) at the Annual General Meeting (AGM)

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.)

To,
The Whole-time Director & CFO,
XELPMOC DESIGN AND TECH LIMITED
#17, 4th Floor, Agies Building, 1st 'A' Cross,
5th Block, Koramangala, Bengaluru – 560 034

Sub: 5th Annual General Meeting ("AGM") of the members of **XELPMOC DESIGN AND TECH LIMITED** (the "Company") held on Wednesday, September 30, 2020, at 4.00 p.m. through Video Conferencing (VC).

Dear Sir,

Pursuant to the resolution passed by the Board of Directors of the Company on August 14, 2020, I, Manish Rajnarayan Gupta, Partner of VKMG & Associates LLP, Practicing Company Secretaries, have been appointed as a Scrutinizer to Scrutinize the process of remote e-voting and e-voting (Insta Poll) at the AGM in a fair and transparent manner and ascertaining the requisite majority on voting carried out as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20(4)(ix) of the Companies (Management and Administration) Rules, 2014 as amended, on the Resolutions contained in the notice of the 5th Annual General Meeting of the members of the Company, held on Wednesday, September 30, 2020, at 4.00 p.m. through Video Conferencing (VC).

The Management of the Company is responsible to ensure that AGM is conducted in Compliance with the applicable provisions of the Companies Act, 2013 ("Act") and rules made thereunder along with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars") and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 ("SEBI Circular") and also to ensure that compliance, with the requirements of the Companies Act, 2013 and rules made thereunder, in relation to voting through electronic means by the service provider KFin Technologies Private Limited ("KTPL"). My responsibility as a scrutinizer for the remote e-voting process and e-voting (Insta Poll) at the AGM is restricted to make a Scrutinizer's report of the votes cast in "favour" or "against" the resolutions and "invalid" and "abstained" votes, based on the reports generated from e-voting process system provided by KTPL.

In the light of pandemic scenario of Covid-19 in the Country, pursuant to provisions of section 101 and 136 of the Act and rules made thereunder, Regulation 36 of SEBI Listing Regulations and in terms of MCA Circulars and SEBI Circulars, the Notice of AGM, procedure and instructions for e-voting and the Annual Report for the financial year 2019-2020 ("Notice and Annual Report") have been sent by e-mail on September 7, 2020, 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 4, 2020 and no physical copy of the Notice and Annual Report was sent by the Company to any members.

The Company has uploaded the Notice and Annual Report on its website www.xelpmoc.in and on the relevant sections of the websites of the stock exchanges, on which the shares of the Company are listed and the same was also available on the website of KTPL at <https://evoting.kfintech.com>.

In terms of MCA Circular, the Company has also enabled members, whose email address are not registered, to temporarily update their email address by accessing the link https://ris.kfintech.com/email_registration/ for the limited purpose of receiving the Notice and Annual Report electronically along with User ID and the Password to enable e-voting. The detailed procedure of the same is provided in the instructions part of the Notice.

In compliance of MCA circular, the Company before sending the Notice of AGM has issued Public Advertisements on September 01, 2020, as being Notice to the Members of the Company in two Newspapers namely "The Times of India", Local circulating English Newspaper in English Language and "Hosadigantha", Local circulating Kannada Newspaper in Kannada Language as being the principal vernacular language of Bengaluru, Karnataka, with a intention to communicate the notice of AGM to those members whose e-mail address are not registered and updated with the Company or the Registrar and Share Transfer Agent or the Depository Participants(s).

Further, in compliance with provision of section 108 and rules made thereunder; the Company has, post sending the Notice of AGM, also issued Public Advertisements on September 08, 2020, as being Notice to the Members of the Company in two Newspapers namely "The Times of India", an English Newspaper having Nationwide Circulation in English Language and "Hosadigantha", Local circulating Kannada Newspaper in Kannada Language as being the principal vernacular language of Bengaluru, Karnataka, with intention to inform the manner of e-voting and other details its members.

I have issued this consolidated scrutinizers report in respect of remote e-voting and e-voting (Insta Poll) at the AGM. The result of the same is annexed with report as an **Annexure**.

I SUBMIT MY REPORT AS UNDER:

1. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories as on the cut-off date i.e. Wednesday, September 23, 2020 was entitled to vote on the resolutions stated in the Notice and avail the facility of remote e-voting as well as e-voting (Insta Poll) at the AGM.
2. The remote e-voting were commenced from Saturday, September 26, 2020 at 9.00 a.m. (IST) and ended on Tuesday, September 29, 2020 at 5.00 p.m. (IST). The remote e-voting module disabled on Tuesday, September 29, 2020 at 5.00 p.m (IST).
3. The facility for voting is also available at the AGM through e-voting (Insta Poll) for those members who attended the meeting but not voted through remote e-voting facility.
4. After, counting the votes cast at the AGM through e-voting (Insta Poll), immediately thereafter the Votes cast through remote e-voting were unblocked on Wednesday, September 30, 2020, in the presence of 2 witnesses, Mr. Kaushik Kantak and Mr. Sadashiv Jade, who are not in the employment of the Company.
5. 32 (Thirty Two) Equity Shareholders holding 98,36,267 Equity Shares of the Company, have participated in the voting through remote e-voting system.

6. 13 (Thirteen) Equity Shareholders holding 2,40,875 Equity Shares of the Company, have participated in the voting through e-voting (Insta Poll) at the AGM.
7. Thereafter considering remote e-voting and voting through e-voting (Insta Poll) at the AGM, the consolidated result of the voting is annexed. The detail containing inter alia, list of equity shareholders, who voted in "favour", "against", on each of the resolution that were put to vote, and whose votes invalid or who abstained from voting, were generated the e-voting website of KTPL i.e. <https://evoting.kfintech.com> and is based on such report generated.

All the Resolutions stands passed, under remote e-voting along with voting through e-voting-Insta Poll at the AGM, with the requisite majority.

I hereby confirm that I am maintaining register and record which is required by the rule 20 of the Companies (Management and Administration) Rules, 2014 received from the service provider, 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 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

MANISH R
GUPTA

Digitally signed by MANISH R GUPTA
Date: 2020.10.01 11:18:33 +05'30'

Manish Rajnarayan Gupta
Designated Partner
Membership No. 43802, CP No. 16067

Place: Mumbai
Date: 01-10-2020
UDIN: A043802B000831259

Kaushik
Laxman
Kantak

Digitally signed by
Kaushik Laxman
Kantak
Date: 2020.10.01
11:42:51 +05'30'

Witness 1: Mr. Kaushik Kantak

SADASHIV
MANOHAR
JADYE

Digitally signed by
SADASHIV MANOHAR
JADYE
Date: 2020.10.01
12:06:12 +05'30'

Witness 2: Mr. Sadashiv Jadye

Sriniva
s Koora

Digitally signed
by Srinivas
Koora
Date: 2020.10.01
12:15:52 +05'30'

Signature: _____
Mr. Srinivas Koora
Whole-Time Director and Chief Financial Officer
(DIN: 07227584)
(Authorised by Mr. Tushar Trivedi, Chairman of the meeting)

Xelpmoc Design and Tech Limited
(CIN - L72200KA2015PLC082873)

Annexure to Consolidated Scrutinizer Report in respect of remote e-voting along voting through e-voting (Insta Poll) at 5th Annual General Meeting of Xelpmoc Design and Tech Limited held on 30th September, 2020 through Video Conferencing (VC)

Res. No.	Particular of Resolution	Mode	Total No. of Members	Total Votes	Total Valid Votes	Favour			Against			Invalid*	
						No. of Members	No. of Votes	% of total Valid Votes	No. of Members	No. of Votes	% of total Valid Votes	No. of Members	No. of Votes
1	To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2020 together with the reports of the Board of Directors and Auditors thereon.	Remote e-voting	32	9836267	9836267	31	9836267	100.000	0	0	0.000	1	10
		E-voting (Insta Poll)	13	240875	240875	13	240875	100.000	0	0	0.000	0	0
		Total	45	10077142	10077132	44	10077132	100.000	0	0	0.000	1	10
2	To appoint 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-appointments.	Remote e-voting	32	9836267	9836267	30	9534668	96.934	2	301599	3.066	0	0
		E-voting (Insta Poll)	13	240875	240875	13	240875	100.000	0	0	0.000	0	0
		Total	45	10077142	10077142	43	9775543	97.907	2	301599	2.993	0	0
3	To appoint Mrs. Kanishma Bhalla (DIN: 08729754) as an Independent Director of the Company.	Remote e-voting	32	9836267	9836267	31	9836267	100.000	1	10	0.000	0	0
		E-voting (Insta Poll)	13	240875	240875	13	240875	100.000	0	0	0.000	0	0
		Total	45	10077142	10077142	44	10077132	100.000	1	10	0.000	0	0
4	Variation in the objects of the issue as stated in the prospectus of the Company dated January 30, 2019.	Remote e-voting	32	9836267	9836267	32	9836267	100.000	0	0	0.000	0	0
		E-voting (Insta Poll)	13	240875	240875	13	240875	100.000	0	0	0.000	0	0
		Total	45	10077142	10077142	45	10077142	100.000	0	0	0.000	0	0
5	To approve Xelpmoc Design and Tech Limited Employees Stock Option Scheme - 2020 ('ESOP - 2020' Scheme).	Remote e-voting	32	9836267	9836002	28	9835925	99.999	2	77	0.001	2	265
		E-voting (Insta Poll)	13	240875	240875	12	240388	99.798	1	487	0.202	0	0
		Total	45	10077142	10076877	40	10076313	99.994	3	564	0.006	2	265
6	To approve Annual Remuneration of Mr. Soumyadri Bose (DIN 02795223), Non-Executive and Non-Independent Director.	Remote e-voting	32	9836267	9836267	30	9831766	99.954	2	4501	0.046	0	0
		E-voting (Insta Poll)	13	240875	240875	13	240875	100.000	0	0	0.000	0	0
		Total	45	10077142	10077142	43	10072641	99.955	2	4501	0.045	0	0
7	To approve Annual Remuneration of Mr. Pranjali Sharma (DIN 06788125), Non-Executive and Non-Independent Director.	Remote e-voting	32	9836267	9836267	30	9836227	100.000	2	40	0.000	0	0
		E-voting (Insta Poll)	13	240875	240875	13	240875	100.000	0	0	0.000	0	0
		Total	45	10077142	10077142	43	10077102	100.000	2	40	0.000	0	0

Notes *

- In case of remote e-voting 1(One) Shareholder logged into to e-voting system and abstain from voting for resolution no.1 and 2(Two) Shareholder logged into to e-voting system and abstain from voting for the resolution no.5, their votes and numbers considered as Invalid for respective resolutions.

Place: Mumbai
Date: 01-10-2020
UDIN: A043802B000831259

Kaushik
Lawan Kantak

Witness 1: Mr. Kaushik Kantak

SADASHV
MANOHAR JADJE

Witness 2: Mr. Sadashv Jadje

For VKMG & Associates LLP
Company Secretaries
FRN: L2019MH005300

MANISH R GUPTA Digitally signed by
MANISH R GUPTA
Date: 2020.10.01
11:18:56 +05'30'

Manish Gupta
Designated Partner
ACS No. 43802, C. P. No. 16067