

September 07, 2023

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 8<sup>th</sup> Annual General Meeting ('AGM')**

This is to inform you that the 8<sup>th</sup> Annual General Meeting ("AGM") of the Company scheduled to be held on Saturday, September 30, 2023 at 11.00 a.m. (IST) through Video Conference/Other Audio-Visual Means to transact the ordinary and special businesses as set out in the Notice of the AGM, in compliance with the applicable provisions of the Companies Act, 2013 and Rules made thereunder ("Act"), and the General circular dated December 28, 2022, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, and December 14, 2021 and May 5, 2022 (collectively referred to as 'MCA Circulars') and applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and SEBI Circular dated January 05 2023 read together with circulars dated May 12, 2020, January 15, 2021 and May 13, 2022 (collectively referred to as 'SEBI Circulars')

Pursuant to provision of section 101 and 136 of the Act and MCA Circulars and SEBI Circular, the Annual Report for Financial Year 2022-23 including the Notice convening the AGM of the Company have been sent electronically, to the members of the Company, whose e-mail address is registered with the Company / Registrar and Share Transfer Agent, KFin Technologies Limited ("KFinTech") / Depository Participant(s).

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/agmegmnotice>.

The details such as manner of (i) registering / updating email address; (ii) casting vote through e-voting and (iii) attending the AGM through VC have been set out in the Notice of the AGM.

The Company has fixed Saturday, September 23, 2023 as the "Cut-off Date" for the purpose of members determining the Members eligible to vote on the resolutions set out in the Notice of the AGM or to attend the AGM.

**XELPMOC DESIGN AND TECH LIMITED**

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

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

**CIN NO:** L72200KA2015PLC082873 | **Website:** [www.xelpmoc.in](http://www.xelpmoc.in) | **Email:** [hello@xelpmoc.in](mailto:hello@xelpmoc.in) | **Ph No:** 080 4370 8160

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The details required under SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120, dated July 11, 2023, read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, is enclosed in **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**

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## 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, 2023, together with the reports of the Board of Directors and Auditors thereon.	Ordinary Resolution
2	To appoint Mr. Srinivas Koora (DIN: 07227584), who retires by rotation as a Director.	Ordinary Resolution
3	To re-appoint M/s. JHS & Associates LLP, Chartered Accountants, as a Statutory Auditors of the Company	Ordinary Resolution
<b>Special Business</b>		
4	To approve annual remuneration of Mr. Pranjal Sharma (DIN: 06788125), Non-Executive and Non-Independent Director.	Special Resolution
5	To re-appoint Mr. Tushar Trivedi (DIN: 08164751), as an Independent Director for the second term.	Special Resolution
6	To re-appoint Mr. Premal Mehta (DIN: 00090389), as an Independent Director of the Company.	Special Resolution
7	Variation in the terms of the contract or objects of the Issue.	Special Resolution with majority of more than 90% of the voting shareholders voted in the favour of the resolution

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# Notice

**NOTICE** is hereby given that the 8<sup>th</sup> Annual General Meeting (“**AGM**”) of the Members of **Xelpmoc Design and Tech Limited** (the “**Company**”) will be held on Saturday, September 30, 2023, at 11:00 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 March 31, 2023, 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, 2023, 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. Srinivas Koorra (DIN: 07227584), 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. Srinivas Koorra (DIN:07227584), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

- To re-appoint M/s. JHS & Associates LLP, Chartered Accountants, as a Statutory Auditors of the Company and in this regard to consider and if thought fit, to pass, the following resolution as an **ordinary resolution**:

**“RESOLVED THAT** pursuant to Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and Board of Directors of the Company, M/s. JHS & Associates LLP, Chartered Accountants (FRN: 1333288W/W100099) be and are hereby re-appointed as the Statutory Auditors of the Company for the second term of five consecutive years, from the conclusion of this 8<sup>th</sup> Annual General Meeting till the conclusion of the 13<sup>th</sup> Annual General Meeting to be held in the year 2028, to examine and audit the accounts of the Company at such remuneration as specified in explanatory statement of this resolution as approved by the Audit Committee and/or Board of

Directors in consultation with the Statutory Auditors of the Company;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution.”

## SPECIAL BUSINESS:

- To approve annual remuneration of Mr. Pranjal Sharma (DIN: 06788125), Non-Executive and Non-Independent Director and in this regard to 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 February 19, 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 re-appoint Mr. Tushar Trivedi (DIN: 08164751), as an Independent Director for the second term, and in this regard to consider and if thought fit, to pass, the following resolution as a **special resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV

to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, the Articles of Association of the Company and based on the recommendation/approval of the Nomination and Remuneration Committee and Board, Mr. Tushar Trivedi (DIN: 08164751), who was appointed as an Independent Director of the Company, for a period of five years, i.e., from July 02, 2018 up to July 01, 2023, and due to expiry of his term further appointed as an Additional Director and designated as Independent director, by the Board w.e.f July 02, 2023 in terms of Section 161(1) of the Act and Article 117 of the Articles of Association of the Company to hold the office up to the date of this Annual General Meeting and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second term of five consecutive years, i.e., from July 02, 2023 up to July 01, 2028 (both days inclusive);

**RESOLVED FURTHER THAT** the Board of Directors or any committee thereof be and is hereby authorized 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 this resolution.”

6. To re-appoint Mr. Premal Mehta (DIN: 00090389), as an Independent Director of the Company and in this regard to consider and if thought fit, to pass, the following resolution as a **special resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, the Articles of Association of the Company and based on the recommendation/approval of the Nomination and Remuneration Committee and Board, Mr. Premal Mehta (DIN: 00090389), who was appointed as an Independent Director of the Company, for a period of five years, i.e., from July 02, 2018 up to July 01, 2023, and due to expiry of his term further appointed as an Additional Director and designated as Independent director, by the Board w.e.f July 02, 2023 in terms of Section 161(1) of the Act and Article 117 of the Articles of Association of the Company to hold the office up to the date of this Annual General Meeting and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration

to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second term of five consecutive years, i.e., from July 02, 2023 up to July 01, 2028 (both days inclusive);

**RESOLVED FURTHER THAT** the Board of Directors or any committee thereof be and is hereby authorized 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 this resolution.”

7. Variation in the terms of the contract or objects of the Issue and in this regard to consider and if thought fit, to pass, the following resolution as a **special resolution with majority of more than 90% of the voting shareholders voted in the favour of the resolution**:

**“RESOLVED THAT** pursuant to Sections 13 and 27 of the Companies Act, 2013 (the “Act”) and other applicable provisions if any, of the Act read with Rule 32 of the Companies (Incorporation) Rules, 2014 and Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, if any, and such other approvals, permissions and sanctions, as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors of the Company, to vary the terms of the object referred to in the Initial Public Offering (“IPO”) prospectus of the Company dated January 30, 2019 (the “Prospectus”), filed by the Company with the Registrar of Companies, Bangalore and the Securities and Exchange Board of India, including variation in the object of the issue and utilization of the IPO proceeds duly approved by the Members vide their special resolution dated September 30, 2020, by way of deploying and/or utilise the unutilized amount/balance proceeds of ₹ 7332 thousand of the existing object “Purchase of IT hardware and network equipment’s for development centers in Kolkata and Bangalore” towards the other IPO object of “Funding working capital requirements of the Company”;

**RESOLVED FURTHER THAT** the aforesaid variation of the objects shall be undertaken by the Company only if such variation is approved by more than 90% of the present and voting shareholders and if 10% or more of the present and voting shareholders dissent to such variation, the Company will not act upon the corporate action authorized by this resolution and the existing object of the issue will not be varied and the promoters of the Company will not be required to provide any exit option to the dissenting shareholders;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval and ratification thereto expressly by the authority of this resolution.”

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

**Vaishali Kondbhar**  
Company Secretary & Compliance Officer

**Place:** Mumbai

**Date:** August 12, 2023

**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:

1. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning item no.3 of an Ordinary Business and each item of Special Business, to be transacted at the Annual General Meeting (“AGM”) is annexed hereto.
2. The Ministry of Corporate Affairs (‘MCA’) has, vide its circular dated December 28, 2022, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, and December 14, 2021 and May 5, 2022 (collectively referred to as ‘MCA Circulars’), 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 and applicable provisions of the Companies Act, 2013 (‘the Act’) read with Rules made thereunder 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.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form, Attendance Slip and the Route Map of the venue of the Meeting are not annexed hereto.
4. In terms of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013, Mr. Srinivas Koora (DIN:07227584), 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 declaration for his re-appointment. The Board of Directors of the Company recommends his re-appointment.  
  
Details of Directors retiring by rotation/seeking appointment/re-appointment at this Meeting are provided in the ‘Annexures’ to the Notice.
5. The Securities and Exchange Board of India (‘SEBI’) also, vide its 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, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05 2023 (‘SEBI Circulars’), has dispensed with the requirement of printing and dispatch of annual reports by the companies to their shareholders.
6. 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 Circulars electronic copy of the Notice along with the Annual Report for the financial year ended March 31, 2023, consisting of financial statements including Board’s Report, Auditors’ Report and other documents required to be attached therewith, is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/Registrar and Transfer Agent/Depository Participants/Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company’s website [www.xelpmoc.in](http://www.xelpmoc.in), websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, and on the website of Company’s Registrar and Transfer Agent, KFin Technologies Limited (‘KFinTech’) at <https://evoting.kfintech.com>.
7. (a) Members holding shares in physical mode, who have not registered/updated their e-mail address with the Company, are requested to register/update their e-mail address by submitting Form ISR-1 (available on the website of the Company [www.xelpmoc.in](http://www.xelpmoc.in)) duly filled and signed along with requisite supporting documents



to KFinTech at Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032.

- (b) Members holding shares in dematerialised mode, who have not registered/updated their e-mail address are requested to register/update the same with the Depository Participant(s) where they maintain their demat accounts.
- (c) Further, in terms of MCA Circulars, the Company has made arrangements with KFinTech for registration of email addresses for the limited purpose of receiving the Notice of the AGM and Annual Report (including remote e-voting instructions) electronically. Therefore, the members of the Company, who have not registered their email addresses are requested to get their email addresses registered by following the process given in clause B under point II of Step 2 under E-voting & E-AGM instruction 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.
8. The Company has enabled the Members to participate at the AGM through the VC/OAVM facility provided by KFinTech. The instructions for participation at the AGM through VC/OAVM by members are given in instruction part of this Notice.
9. 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.
10. 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, 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.
11. 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.
12. 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.
13. 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 cast 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.
14. 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. Saturday, September 23, 2023. 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.
15. 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.
16. 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.
17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and a Certificate from the Secretarial Auditors of the Company under Regulation 13 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and other



relevant documents shall be made available only in electronic form for inspection during the AGM.

18. 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).
19. As mandated by the Securities and Exchange Board of India ('SEBI'), securities of the Company can be transferred/traded only in dematerialised form. Members holding shares in physical form are advised to avail the facility of dematerialisation.
20. SEBI has vide Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 read with SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 ('SEBI Circulars') mandated furnishing of Permanent Account Number ('PAN'), KYC details viz. Contact Details (Postal Address, Mobile Number and e-mail), Bank Details, Nomination etc. by holders of physical securities. The Company had sent letters for furnishing the required details. Any service request shall be entertained by KFinTech only upon registration of the PAN, KYC details and the nomination. Further, in absence of the above information on or after October 1, 2023, the folio(s) shall be frozen by KFinTech in compliance with the aforesaid SEBI Circulars. If the folio(s) continue to remain frozen as on December 31, 2025, the frozen folios shall be referred by KFinTech/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.
21. Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc., as per instructions set out below:
  - For shares held in electronic form: to their Depository Participant and changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and KFinTech to provide efficient and better service to the Members. NSDL has provided a facility for registration/updation of e-mail address through the link: <https://eservices.nsd.com/kyc-attributes/#/loginandopt-in/opt-out> of nomination through the link: <https://eservices.nsd.com/instademat-kyc-nomination/#/login>.

- For shares held in physical form: Pursuant to SEBI circulars, members are requested to furnish PAN, postal address, e-mail address, mobile number, specimen signature, bank account details and nomination by submitting to KFinTech the forms given below along with requisite supporting documents:

Sr. No.	Particulars	Form
1.	Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes/updation thereof	ISR -1
2.	Confirmation of Signature of shareholder by the Banker	ISR-2
3.	Registration of Nomination	SH-13
4.	Cancellation or Variation of Nomination	SH-14
5.	Declaration to opt out of Nomination	ISR-3

The aforesaid forms can be downloaded from the Company's website at <https://www.xelpmoc.in/documents/INFO-SHARES-IN-PHYSICAL-FORM.pdf>.

22. 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.
23. Members may please note that the Listing Regulations mandates transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, members are requested to make service requests for issue of duplicate securities certificate; renewal/exchange of securities certificate etc., by submitting a duly filled and signed Form ISR-4 along with requisite supporting documents to KFinTech as per the requirement of the aforesaid circular.

The aforesaid form can be downloaded from the Company's website at <https://www.xelpmoc.in/documents/Form%20ISR-4%20-%20Request%20for%20issue%20of%20Duplicate%20Certificate%20and%20other%20Service%20Requests.pdf>

All aforesaid documents/requests should be submitted to KFinTech, at the address mentioned below:

Mr. Raghunath Veedha, Manager

KFin Technologies Limited

(Unit: Xelpmoc Design and Tech Limited)

Selenium Tower B, Plot 31-32,

Gachibowli, Financial District,

Nanakramguda, Hyderabad 500 032

Toll-free No.: 1800 309 4001 (from 9:00 a.m. (IST) to

6:00 p.m. (IST) on all working days).

E-mail: [evoting@kfintech.com](mailto:evoting@kfintech.com),

[inward.ris@kfintech.com](mailto:inward.ris@kfintech.com)

24. 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 Saturday, September 23, 2023 (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 Tuesday, September 26, 2023 and end of remote e-voting: Up to 5.00 p.m. (IST) on Friday, September 29, 2023.

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.

25. 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.

26. 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 Two Working Days 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.

27. 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.

28. 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 2022-2023.

29. 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.

30. 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).

### 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 December 9, 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 December 9, 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 accountholders 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. 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.
- iv. 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.”
- v. 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.

#### Procedure to login through websites of Depositories

National Securities Depository Limited (NSDL)	Central Depository Services (India) Limited (CDSL)
<p><b>1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>Type in the browser/Click on the following e-Services link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Click on the button ‘Beneficial Owner’ available for login under ‘IDeAS’ section.</li> <li>A new page will open. Enter your User ID and Password for accessing IDeAS.</li> <li>On successful authentication, you will enter your IDeAS service login. Click on ‘Access to e-Voting’ under Value Added Services on the panel available on the left hand side.</li> <li>You will be able to see Company Name: ‘Xelpmoc Design and Tech Limited’ on the next screen. Click on the e-Voting link available against ‘Xelpmoc Design and Tech Limited’ or select e-Voting service provider ‘KFinTech’ and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</li> </ol>	<p><b>1. Users already registered for Easi/Easiest facility of CDSL may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>Type in the browser/Click on any of the following links: <a href="https://web.cdslindia.com/myeasinew/home/login">https://web.cdslindia.com/myeasinew/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi/Login to My Easi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox)</li> <li>Enter your User ID and Password for accessing Easi/Easiest.</li> <li>You will see Company Name: ‘Xelpmoc Design and Tech Limited’ on the next screen. Click on the e-Voting link available against ‘Xelpmoc Design and Tech Limited’ or select e-Voting service provider ‘KFinTech’ and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</li> </ol>

### Procedure to login through websites of Depositories

National Securities Depository Limited (NSDL)	Central Depository Services (India) Limited (CDSL)
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|---|---|
| <p><b>2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>To register, type in the browser/Click on the following e-Services link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Select option 'Register Online for IDeAS' available on the left hand side of the page.</li> <li>Proceed to complete registration using your DP ID, Client ID, Mobile Number etc.</li> <li>After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</li> </ol> | <p><b>2. Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>To register, type in the browser/Click on the following link: <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a></li> <li>Proceed to complete registration using your DP ID Client ID (BO ID), etc.</li> <li>After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</li> </ol> |
| <p><b>3. Users may directly access the e-Voting module of NSDL as per the following procedure:</b></p> <ol style="list-style-type: none"> <li>Type in the browser/Click on the following link: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>Click on the button 'Login' available under 'Shareholder/Member' section.</li> </ol>  | <p><b>3. Users may directly access the e-Voting module of CDSL as per the following procedure:</b></p> <ol style="list-style-type: none"> <li>Type in the browser/Click on the following links: <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a></li> <li>Provide Demat Account Number and PAN.</li> </ol>   |

### Procedure to login through websites of Depositories

National Securities Depository Limited (NSDL)	Central Depository Services (India) Limited (CDSL)
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| <ol style="list-style-type: none"> <li>On the login page, enter User ID (i.e. 16-character demat account number held with NSDL, starting with IN), Login Type, i.e. through typing Password (in case you are registered on NSDL's e-voting platform)/through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen.</li> <li>You will be to see Company Name: 'Xelpmoc Design and Tech Limited' on the next screen. Click on the e-Voting link available against Xelpmoc Design and Tech Limited or select e-Voting service provider 'KFinTech' and you will be re- directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</li> </ol> | <ol style="list-style-type: none"> <li>System will authenticate user by sending OTP on registered Mobile &amp; e-mail as recorded in the Demat Account.</li> <li>On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against 'Xelpmoc Design and Tech Limited' or select e-Voting service provider 'KFinTech' and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</li> </ol> |
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#### 4. NSDL Mobile App – Speede

Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



## Procedure to login through their demat accounts/Website of Depository Participant

Individual shareholders holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts/websites of Depository Participants registered with NSDL/CDSL. An option for 'e-Voting' will be available once they have successfully logged-in through their respective logins. Click on the option 'e-Voting' and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). Click on the e-Voting link available against Xelpmoc Design and Tech Limited or select e-Voting service provider 'KFinTech' and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

Members who are unable to retrieve User ID/Password are advised to use 'Forgot User ID'/'Forgot Password' options available on the websites of Depositories/Depository Participants

### Contact details in case of any technical issue on NSDL Website

Members facing any technical issue during login can contact NSDL helpdesk by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at toll free no.: 1800 1020 990/ 1800 22 44 30

### Contact details in case of any technical issue on CDSL Website

Members facing any technical issue during login can contact CDSL helpdesk by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022 23058738 or 022 23058542-43

## 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:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. 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.

- iii. After entering these details appropriately, click on "LOGIN".
- iv. 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.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'Xelpmoc Design and Tech Limited- AGM' and click on "Submit".
- vii. 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.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. 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.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. 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 Participants(s), and consequently the Notice of AGM, Annual Report and e-voting instructions cannot be serviced, will have to follow the following process:**

- i. Member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with sign scanned 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.
- ii. 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. The 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 Tuesday, September 26, 2023 (9.00 AM IST) to Friday, September 29, 2023 (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 be opened 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. 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 only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll. 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: MYEPWD <SPACE> IN12345612345678
    2. Example for CDSL: MYEPWD <SPACE> 1402345612345678
    3. Example for Physical: MYEPWD <SPACE> 1234567890
  - 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) for all e-voting related matters.
- 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:

M/s. JHS & Associates LLP, Chartered Accountants (FRN: 1333288W/W100099), (hereinafter referred to as JHS) were appointed as the Statutory Auditors of the Company at the 3<sup>rd</sup> Annual General Meeting ('AGM') held on September 29, 2018, for a period of 5 years, commencing from the conclusion of the 3<sup>rd</sup> AGM until the conclusion of 8<sup>th</sup> AGM. Accordingly, JHS will be completing its first term of five years at the conclusion of this 8<sup>th</sup> AGM.

In accordance with the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Company can appoint or re-appoint an audit firm as Statutory Auditors for not more than 2 (Two) terms of 5 (Five) consecutive years. JHS is eligible for re-appointment for a further period of Five years.

M/s. JHS & Associates LLP, Chartered Accountants is an integrated professional service, multi-location firm that symbolizes aspirations of the true emergent India. JHS, a business enabler and trustworthy partner with presence in 13 cities and strength of 250+ people. JHS has integrated capabilities of niche firms present across Ahmedabad, Delhi, Kolkata, Mumbai, Vadodara. The Firm has a valid Peer Review certificate. The professional team of JHS has experience across various range of service domains including Assurance, Taxation, Governance, Risk

Consulting, Outsourced Accounting, Profit Improvement and Foreign Exchange Management.

JHS has consented to their re-appointment and confirmed that their appointment, if made, will be in accordance with Section 139 read with Section 141 of the Act. JHS has also confirmed that they have subjected themselves to the peer-review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board of ICAI'. JHS has also furnished a declaration confirming its independence in terms of section 141 of the Act.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc, as stated above and based on the recommendations of the audit committee, the Board of Directors, at its meeting held on May 30, 2023, approved the reappointment of JHS for a second term of five consecutive years, from the conclusion of the 8<sup>th</sup> AGM till the conclusion of the 13<sup>th</sup> AGM to be held in the year 2028, at a remuneration of not exceeding ₹ 12,71,500/- (Rupees Twelve Lakhs Seventy-One Thousand and Five Hundred Only) (excluding applicable taxes and out-of-pocket expenses) towards the statutory audit fees for financial year 2023-2024 including limited review of quarterly financial results and audit of internal financial controls over financial reporting.

The Board, on recommendation of the Audit Committee and in consultation with Statutory Auditors' shall decide and/or approve the Auditors' remuneration for the remaining part of the tenure.

Besides the audit services, the Company would also obtain certifications from the Statutory Auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board in consultation with the Audit Committee.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at item no. 3 of the accompanying Notice.

The Board recommends the resolution set forth in item no.3, as an ordinary resolution for the approval of the Members.

### ITEM NO.4:

Mr. Pranjal Sharma, currently a Non-Executive Non-Independent Director of the Company, is a B.A. (Hons.) Economics from University of Delhi. He has done a postgraduate programme in media, Times Centre for Media Studies and 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 32 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 February 19, 2020, appointed Mr. Pranjal Sharma as a Non-Executive and Non-Independent Director of the Company w.e.f. February 20, 2020, and approve the limit of Corporate Strategy and Advisory Fees to be paid to him, the limit of which, was subsequently approved vide Special Resolution dated September 30, 2022.

The Company is benefiting from the expertise of Mr. Pranjal Sharma as Core Strategist in business development. Currently, the Company is paying Corporate Strategy and Advisory Fees of ₹ 40,000/- per month which may be enhanced up to ₹ 2,50,000/- 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.

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.

#### **ITEM NO. 5 & 6:**

Mr. Tushar Trivedi (DIN: 08164751) and Mr. Premal Mehta (DIN: 00090389) were appointed as an Independent Directors of the Company at the Extra-Ordinary General Meeting held on July 02, 2018, for a period of 5 (Five) consecutive years commencing from July 02, 2018 and who are eligible for re-appointment for the second term of five consecutive years.

Mr. Tushar Trivedi and Mr. Premal Mehta have given their consent to act as a Director and declaration to the Board, inter alia, that (i) they meets the criteria of independence as provided under Section 149(6) read with Schedule IV of the Act and Regulation 16(1)(b) of the Listing Regulations and other declarations as required under Listing Regulations (ii) are

not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) are eligible to be appointed as a Director in terms of Section 164 of the Act (iv) are in compliance with Rules 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 in respect of their registration with the data bank of Independent Directors and online proficiency self-assessment test, as applicable.

In the opinion of the Board, Mr. Tushar Trivedi and Mr. Premal Mehta are person of integrity, possesses relevant expertise/ experience (including the proficiency, as applicable) and fulfills the conditions specified in the Act and the SEBI Listing Regulations for re-appointment as an Independent Director and both are independent of the management.

The brief profile and disclosures as required of Mr. Tushar Trivedi and Mr. Premal Mehta under Regulation 36 of the SEBI Listing Regulations, and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India are given in Annexure B and Annexure C.

Looking at the expertise/experience and performance evaluation report of Mr. Tushar Trivedi and Mr. Premal Mehta, as a member of the Board and/or committee on all the criteria as defined in SEBI Guidance Note on Board Evaluation and individual performance evaluation scores and considering that the continued association of Mr. Tushar Trivedi and Mr. Premal Mehta would be beneficial to the Company, the Board of Directors

of the Company ('the Board') at their meeting held on May 30, 2023 based on the recommendation of the Nomination & Remuneration Committee, had re-appointed them by way appointment as an Additional Director and designated as Independent director, w.e.f July 02, 2023.

Accordingly, In terms of Section 149, 152, 161 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable regulation of the Listing Regulations, as amended, the Board hereby recommend to the shareholders the re-appointment of Mr. Tushar Trivedi and Mr. Premal Mehta, as an Independent Directors of the Company, not liable to retire by rotation, to hold office for the second term of five consecutive years, i.e., from July 02, 2023 up to July 01, 2028 (both days inclusive), in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director. Further, the said directors shall be paid fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board and reimbursement of expenses for participating in the Board and other meetings.

The copy of terms and conditions of appointment of the Independent Directors is available for inspection. Please refer to note no.18 given in the Notice on inspection of documents.

Mr. Tushar Trivedi (DIN: 08164751) and Mr. Premal Mehta (DIN: 00090389) being appointees, and their relatives are interested in the resolutions set forth in item no.5 and 6, to the extent of their shareholding, if any, in the Company.

Save and except the above, 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 resolutions set forth in item no.5 & 6.

The Board recommends the resolutions set forth in item no. 5 & 6, as a special resolution for the approval of the Members.

## ITEM NO. 7

- Pursuant to the approval of the Board and the Shareholders, in the year 2019, the Company had undertaken an initial public offering of its equity shares of ₹ 10 each (the "IPO"). The net proceeds from the IPO, after deducting the issue-related expenses, were ₹ 201467.18 thousand (the "Net Proceeds"). The objects of the Issue in the Prospectus dated January 30, 2019 (the "Prospectus") included the following: (i) Purchase of IT hardware and network equipments for development centers in Kolkata and Hyderabad (ii) Purchase of fit outs for new development centers in Kolkata and Hyderabad (iii) Funding working capital requirements of the Company and (iv) General Corporate purposes.
- Further at AGM held on September 30, 2020, the Members of the Company had approved the alteration/variation in the objects of the issue as stated in the prospectus in the following manner:

(₹ in thousands)				
Original objects of the issue	Amount grouped for each objects	Amount utilized	Balance unutilized	Amount proposed to be altered and details thereto
Purchase of IT hardware and network equipments for development centers in Kolkata and Hyderabad	54,875.19	1,261.79	53,613.40	45,000.00 towards funding working capital requirements of the Company
Purchase of fit outs for new development centers in Kolkata and Hyderabad	40,862.50	719.79	40,142.71	40,142.71 towards funding working capital requirements of the Company
Funding working capital requirements of the Company	60,000	41,677.03	18,322.97	-
General Corporate purposes	45,729.49*	35,526.93	10,202.56	-
	<b>201,467.18*</b>	<b>79,185.54</b>	<b>122,281.64</b>	<b>93,756.11</b>

\* the amount allocated towards general corporate purposes underwent a change from ₹ 40,710.81 thousand to ₹ 45,729.49 thousand after the Prospectus was filed by the Company due to reduced offer related expenditure and accordingly the net proceeds underwent a change from ₹ 196,448.50 thousand to ₹ 201,467.18 thousand.

3. Whilst the Company has made its best efforts to utilise the proceeds of the Issue, the amount remained to be utilised is ₹ 7332 thousand as of June 30, 2023 (the “Unutilised Amount”) towards the Object is as under:

(₹ in thousands)

Particulars	Details of Planned utilisation of IPO proceeds in accordance with Prospectus dated January 30, 2019	Spent upto September 30, 2020	Balance available as on September 30, 2020	Amount available for utilization upon variation as stated above	Amount Utilised after variation of objects i.e., from October 01, 2020, till March June 30, 2023	Unutilised amount as on June 30, 2023
Purchase of IT hardware and network equipments for development centers in Kolkata and Hyderabad	54875.19	1,261.79	53,613.40	-	-	-
Purchase of IT hardware and network equipments for development centers in Kolkata and Bangalore	-	-	-	8,613.40	1281.40	7,332.00
Purchase of fit outs for new development centers in Kolkata and Hyderabad	40862.50	719.79	40,142.71	-	-	-
Funding working capital requirements of the Company	60,000.00	41,677.03	18,322.97	1,03,465.68	1,03,465.68	-
General Corporate purposes	45,729.49	35,526.93	10,202.56	10,202.56	10,202.56	-
<b>Total</b>	<b>201,467.18</b>	<b>79,185.54</b>	<b>122,281.64</b>	<b>122,281.64</b>	<b>1,14,949.64</b>	<b>7,332.00</b>

4. Further, the Management of the Company does not foresee spending the Unutilised Amount towards the object of “Purchase of IT hardware and network equipments for development centers in Kolkata and Bangalore” and, therefore, the Company intends to vary the terms of the aforesaid object, by way of deploying and/or utilise the unutilized amount/balance proceeds of ₹ 7332 thousand of the existing object “Purchase of IT hardware and network equipment’s for development centers in Kolkata and Bangalore” towards the other IPO object of “Funding working capital requirements of the Company”.
5. The Board of Directors of the Company at their meeting held on August 12, 2023, had approve the aforesaid proposal of vary the terms of the object, subject to approval of the present and voting shareholders at the AGM by Special Resolution with majority of more than 90% of the voting shareholders voted in the favour of the resolution.

6. The details required under the Rule 7(1) of the Companies (Prospectus and Allotment of Securities) Rules 2014 are as follows:

**A. The original purpose or object of the Issue and total money raised:**

The Company had, in terms of the Prospectus, raised an amount of ₹ 230,000 thousand (Gross Proceeds) after deducting issue related expenses amounting to ₹ 201,467.18 thousand (Net Proceeds) towards the Objects) in the following manners as set forth in the Prospectus:

(₹ in thousands)

Sr. No.	Original objects of the issue	Estimated Utilization			Total
		Fiscal 2019	Fiscal 2020	Fiscal 2021	
1.	Purchase of IT hardware and network equipments for development centers in Kolkata and Hyderabad	5,158.55	49,716.64	-	54,875.19
2.	Purchase of fit outs for new development centers in Kolkata and Hyderabad	-	40,862.50	-	40,862.50
3.	Funding working capital requirements of the Company	10,000.00	40,000.00	10,000.00	60,000.00
4.	General Corporate purposes	5,000.00	35,710.81	-	40,710.81*
	<b>Total</b>	<b>20,158.55</b>	<b>166,289.95</b>	<b>10,000.00</b>	<b>196,448.50*</b>

\*the amount allocated towards general corporate purposes underwent a change from ₹ 40,710.81 thousand to ₹ 45,729.49 thousand after the Prospectus was filed by the Company due to reduced issue related expenditure and accordingly the Net Proceeds underwent a change from ₹ 196,448.50 thousand to ₹ 201,467.18 thousand.

Further at AGM held on September 30, 2020, the Members of the Company had approved the alteration/variation in the objects of the issue as stated in the prospectus, the complete details of the same is given point no. 2 & 3 above

**B. Money utilized for the objects of the Company as stated in the Prospectus and the extent of achievement of such objects in percentage terms and the unutilised amount out of the money so raised through Prospectus:**

(a) Money utilized for the objects of the Company as stated in the Prospectus and the extent of achievement of such objects in percentage terms and the unutilised amount out of the money so raised through the Prospectus as on September 30, 2020 are as under:

(₹ in thousands)

Sr. No.	Original objects of the issue	Original Amount Allocated	Amount Utilized up to September 30, 2020	Extent of achievement of Objects in term of percentage	Balance Unutilized Amount as on September 30, 2020
1.	Purchase of IT hardware and network equipments for development centers in Kolkata and Hyderabad	54,875.19	1,261.79	2.30%	53,613.40
2.	Purchase of fit outs for new development centers in Kolkata and Hyderabad	40,862.50	719.79	1.76%	40,142.71
3.	Funding working capital requirements of the Company	60,000.00	41,677.03	69.46%	18323.07
4.	General corporate purposes	45,729.49*	35,526.93	77.69%	10,202.56
	<b>Total</b>	<b>201,467.18*</b>	<b>79,185.54</b>	<b>39.31%</b>	<b>122,281.64</b>

\* the amount allocated towards general corporate purposes underwent a change from ₹ 40,710.81 thousand to ₹ 45,729.49 thousand after the Prospectus was filed by the Company due to reduced offer related expenditure and accordingly the net proceeds underwent a change from ₹ 196,448.50 thousand to ₹ 201,467.18 thousand.

- (b) Money utilized pursuant to alteration/variation in the objects of the Issue as stated above and the extent of achievement of such objects in percentage terms and the unutilised amount out of the such money as on June 30, 2023 are as under:

(₹ in thousands)

Sr. No.	objects of the issue upon variation	Amount available for utilization upon variation	Amount Utilised after variation of objects i.e., from October 01, 2020, till March June 30, 2023	Extent of achievement of Objects in term of percentage	Balance Unutilized Amount as on June 30, 2023
1.	Purchase of IT hardware and network equipments for development centers in Kolkata and Bangalore	8,613.40	1,281.40	14.88%	7,332.00
2.	Funding working capital requirements of the Company	1,03,465.68	1,03,465.68	100.00%	-
3.	General corporate purposes	10,202.56	10,202.56	100.00%	-
	<b>Total</b>	<b>122,281.64</b>	<b>1,14,949.64</b>	<b>94.00%</b>	<b>7,332.00</b>

**C. The particulars of the proposed variation in the objects for which Prospectus was issued and alteration/variation in the objects of the Issue as stated above:**

The Company intends to vary the terms of the object, by way of deploying and/or utilise the unutilized amount/balance proceeds of ₹ 7332 thousand of existing object “Purchase of IT hardware and network equipments for development centers in Kolkata and Bangalore” towards the other IPO object of “Funding working capital requirements of the Company”

**D. The reason and justification for seeking variation:**

Post Covid-19 situation, the Company has expanded more in Hyderabad as compared to Bangalore, as a result of this change there has been a significant reduction in the capital expenditure (capex) requirements in the Bangalore and Kolkata regions. This change in operational emphasis has naturally led to a decreased demand for the financial resources that were previously allocated for capex in these areas. Meanwhile, the financial resources necessary for capex in Hyderabad were primarily sourced from preferential allotment funds. This well-considered allocation of funds has played a crucial role in supporting the Company’s expansion efforts in the Hyderabad region. Considering decreased need for capex funds in Bangalore and Kolkata due to the operational realignment, the Company’s board of directors is proposing to redirect these funds towards enhancing the company’s working capital, reflecting the Company’s adaptive approach to financial resource management. This strategic adjustment underscores the Company’s commitment to effective financial utilization as it navigates its evolving operational landscape.

**E. The proposed time limit within which the proposed varied objects would be achieved;**

The Company will utilise the unutilized amount/balance proceeds of ₹ 7332 thousand towards the object of “Funding working capital requirements of the Company” as per the working capital requirement of the Company by December, 2024.

**F. The clause-wise details as specified in sub-rule (3) of rule 3 as was required with respect to the originally proposed objects of the issue:**

Sub-clause	Requirement	Disclosure in the Prospectus
(a)	The objects of the offer	Please refer point No.6(A) above read with point no.2 & 3.
(b)	The purpose for which there is a requirement of funds	Please refer point No.6(A) above read with point no.2 & 3
(c)	The funding plan (means of finance)	The fund requirements are proposed to be entirely funded from the Net Proceeds. Accordingly, the Company had confirmed that there is no requirement to make firm arrangements of finance under Regulation 4(2) (g) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Issue and existing identifiable internal accruals
(d)	The summary of the project appraisal report, if any	No appraisal report was sought in this connection.
(e)	The schedule of implementation of the project	Please refer point No.6(A) above
(f)	The interim use of funds	Pending utilization for the purposes described above, the Company had undertaken to temporarily invest the Net Proceeds in deposits only in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as may be approved by the Board of Directors of the Company. Further, in accordance with Section 27 of the Companies Act 2013, the Company confirms that pending utilisation of the Net Proceeds , it shall not use the funds for any buying, trading or otherwise dealing in any equity or equity linked securities of any listed company or for any investment in the equity market

**G. The risk factors pertaining to the new objects and estimated financial impact of the proposed alteration on the earnings and cash flow of the company:**

The management proposes to use the unutilised proceeds for funding the working capital requirements which will ease the additional burden on finance plans and internal accruals of the Company. This strategic adjustment underscores the Company's commitment to effective financial utilization as it navigates its evolving operational landscape. Further, considering unforeseen economic, market, business or any other conditions beyond the control of the management, there is no assurance that deployment of funds toward working capital will be profitable and will help in business growth and expansion of the Company. The proposed variation will ease the additional burden on finance plans and internal accruals of the Company. This strategic adjustment underscores the Company's commitment to effective financial utilization as it navigates its evolving operational landscape.

**H. The other relevant information which is necessary for the members to take an informed decision on the proposed resolution:**

None. All details are mentioned in the explanatory statement

The Company shall undertake the corporate action in relation to the variation of Objects mentioned in item no.7 of this resolution, only if the aforesaid proposal of variation/deviation/alteration in the Objects is approved by more than 90% of the present and voting shareholders. Therefore, even if the special resolution is passed with the requisite majority but 10% or more of the present and voting shareholders dissent to the variation in the Objects, the Company will not act upon the corporate action authorized by item no. 7of the resolution and the Objects will not be varied. Accordingly, the promoters of the Company will not be required to provide an exit offer to the dissenting shareholders, even if the special resolution is validly passed.

In terms of provision of section 13 and 27 of the Companies Act, 2013 and rules made thereunder and applicable provision of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018, the aforesaid proposal of variation of Objects is being placed before the shareholders at the AGM for their consideration and approval.

All relevant documents including copy of notice, resolution and explanatory statement in relation to proposed variation of Objects would be made available for inspection. Please refer to Note No. 18given in the Notice on inspection of documents.



The Directors of the Company, who are Promoters and their relatives considered to be interested in this resolution to the extent of their shareholding in the Company, as they will not provide any exit offer to the dissenting shareholders.

Except above, none of the other Directors and/or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set forth in item no. 7.

The Board recommends the resolution set forth in item no.7 for approval of the members as a special resolution with majority of more than 90% of the voting shareholders voted in the favour of the resolution.

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

**Vaishali Kondbhar**  
Company Secretary & Compliance Officer

**Place:** Mumbai

**Date:** August 12, 2023

# Annexure to the Notice

Details of the Directors seeking re-appointment at the 8<sup>th</sup> 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. Srinivas Koora
DIN	07227584
Date of Birth	02-10-1975
Age	47 Years
Date of First Appointment on the Board	16-09-2015
Qualification	Degree of Bachelor of Commerce from Osmania University & Degree of Master of Business Administration from Swami Ramanand Teerth Marathwada University, Nanded
Brief Resume, Experience and Expertise in Functional Area	Mr. Srinivas Koora is a Whole-time Director & CFO of the Company. He is primarily responsible for all aspects of finance, investor relations, fund raising, controlling, accounting, financial reporting, tax compliance, financial systems implementation, and devising the strategy for our Company. He has more than 24 years of experience in the field of accounts and finance. Prior to joining our Company, he has served as the Deputy Chief Financial Officer at Just Dial Limited.
Terms and Conditions of Re-appointment	In terms of Section 152 (6) of the Companies Act, 2013, Mr. Srinivas Koora, 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 (2022-23), 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 (2022-23), which is circulated along with this AGM Notice.
Remuneration sought to be paid	Mr. Srinivas Koora 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 August 11, 2021.
List of Listed Companies and/or Bodies Corporate in which Directorships Held	Mr. Srinivas Koora does not hold any directorship in the other Listed Company. Details of other companies and body corporates are as under: <ol style="list-style-type: none"> <li>1. Signal Analytics Private Limited</li> <li>2. Soultrax Studios Private Limited</li> <li>3. Xelpmoc Design and Tech UK 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	24,18,698 Shares (16.65%)
Relationship with other Directors and Key Managerial Personnel of the Company	There is no inter-se relationship between Mr. Srinivas Koora & other members of the Board and Key Managerial Personnel

## ANNEXURE B

Name of the Director	Mr. Tushar Trivedi
DIN	08164751
Date of Birth	11-12-1963
Age	59 Years
Date of First Appointment on the Board	02-07-2018
Qualification	Master of Science from the University of Mumbai, and a degree of Master of Administrative Management from the Narsee Monjee Institute of Management Studies, University of Mumbai
Brief Resume, Experience and Expertise in Functional Area	Mr. Tushar Trivedi has more than 35 years of experience in the field of digital banking, transactional banking, relationship, management, business process transformation, business solutions and industrial manufacturing. He has also worked with Kotak Mahindra Bank Private Limited, and has served as the Vice President of Citibank N.A., U.A.E.
Terms and Conditions of Re-appointment	In terms of Section 149(10) of the Companies Act, 2013, Re-appointment of Mr. Tushar Trivedi for the second term of five consecutive years with effect from July 02, 2023.
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 (2022-23), 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 (2022-23), which is circulated along with this AGM Notice.
Remuneration sought to be paid	Mr. Tushar Trivedi is not entitled to receive any Remuneration except the Sitting Fees for attending the Board and Committee Meetings.
List of Listed Companies and/or Bodies Corporate in which Directorships Held	Mr. Tushar Trivedi does not hold any directorship in the other Listed Company or any other companies and body corporates.
Membership(s)/Chairmanship(s) of the committees of Directors of other Companies	NIL
Shareholding in the Company including as a beneficial owner	22,243 Shares (0.15%)
Relationship with other Directors and Key Managerial Personnel of the Company	There is no inter-se relationship between Mr. Tushar Trivedi & other members of the Board and Key Managerial Personnel

## ANNEXURE C

Name of the Director	Mr. Premal Vinod Mehta
DIN	00090389
Date of Birth	01-02-1964
Age	59 Years
Date of First Appointment on the Board	02-07-2018
Qualification	Master of Management Studies from the Narsee Monjee Institute of Management Studies, University of Mumbai
Brief Resume, Experience and Expertise in Functional Area	Mr. Premal Mehta has more than 36 years of experience in the field of financial advisory services. Presently, he is also a Founder Director on the Board of Wealth First Advisors Private Limited.
Terms and Conditions of Re-appointment	In terms of Section 149(10) of the Companies Act, 2013, Re-appointment of Mr. Premal Mehta for the second term of five consecutive years with effect from July 02, 2023.
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 (2022-23), 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 (2022-23), which is circulated along with this AGM Notice.
Remuneration sought to be paid	Mr. Premal Vinod Mehta is not entitled to receive any Remuneration except the Sitting Fees for attending the Board and Committee Meetings.
List of Listed Companies and/or Bodies Corporate in which Directorships Held	Mr. Premal Vinod Mehta does not hold any directorship in the other Listed Company. Details of other companies and body corporates are as under: <ol style="list-style-type: none"> <li>1. Wealth First Advisors Private Limited</li> <li>2. Avenues Corporate Advisors Private Limited</li> <li>3. Farm Biosys LLP</li> </ol>
Membership(s)/Chairmanship(s) of the committees of Directors of other Companies	NIL
Shareholding in the Company including as a beneficial owner	7,500 Shares (0.05%)
Relationship with other Directors and Key Managerial Personnel of the Company	There is no inter-se relationship between Mr. Premal Mehta & other members of the Board and Key Managerial Personnel