

Date: February 20, 2020

BSE Limited Department of Corporate Services Listing Department P J Towers, Dalal Street, Mumbai - 400001 <i>Scrip Code: 542367</i>	National Stock Exchange of India Limited Listing Department, Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400051 <i>Scrip Symbol: XELPMOC</i>
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Kind Attn: Head - Listing Department / Dept of Corporate Communications

Sub: Intimation of the Voting Results of Postal Ballot under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir,

We refer to the Notice of Postal Ballot dated December 13, 2019 circulated to all the Shareholders of the Company for seeking their approval for in respect of the Special Resolutions as circulated in the Postal Ballot Notice, by means of Postal Ballot including E-voting.

The Company had appointed Mr. Manish Rajnarayan Gupta, Partner of VKMG & Associates LLP, Practicing Company Secretary as a scrutinizer for conducting postal ballot process in a fair and transparent manner. The last date for receiving duly filled in and signed postal ballot forms was closed of working hours at 5.00 p.m. on February 19, 2020. The e-Voting was kept open from January 21, 2020 (09:00 a.m.) to February 19, 2020 (05:00 p.m.).

The scrutinizer has carried out the scrutiny of Postal Ballot Form and E-voting received upto 5.00 p.m. on February 19, 2020 and submitted his report on February 20, 2020.

The results were accordingly announced today. Please find attached the results as per regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the above on record.

Thanking you,

Yours faithfully,

For Xelpmoc Design and Tech Limited



Mr. Tushar Trivedi
Chairman



Encl: As above

XELPMOC DESIGN AND TECH LIMITED

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

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

CIN NO: L72200KA2015PLC082873 | GST NO: 29AACX1880G1Z5

Company Name		XELPMOC DESIGN AND TECH LIMITED							
Date of Declaration of Postal Ballot Result		Thursday, February 20, 2020							
Total number of shareholders on record date i.e.10-01-2020		1418							
No. of shareholders present in the meeting either in									
Promoters and Promoter Group:		NA							
Public:		NA							
No. of Shareholders attended the meeting through									
Promoters and Promoter Group:		NA							
Public:		NA							
Resolution required: (Ordinary/ Special)		SPECIAL - Approval to make Inter Corporate Loans and Investments or Guarantee or Security in excess of the prescribed limits under Section 186 of the Companies Act, 2013.							
Whether promoter/ promoter group are interested in the agenda/resolution?		No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Invalid Votes
Promoter and Promoter Group	E-Voting	7972224	7910224	99.2223	7910224	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		7972224	7910224	99.2223	7910224	0	100.0000	0.0000
Public- Institutions	E-Voting	2182006	1783762	81.7487	1783762	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		2182006	1783762	81.7487	1783762	0	100.0000	0.0000
Public- Non Institutions	E-Voting	3551068	3684	0.1037	3684	0	100.0000	0.0000	200
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		200	0.0056	00	200	0.0000	5.1493	0
	Total		3551068	3884	0.1093	3684	200	94.8507	5.1493
Total		13705298	9697870	70.7600	9697670	200	99.9979	0.0021	200



Resolution required: (Ordinary/ Special)	SPECIAL - Approval of the grant of options to the identified employees during any one year, equal to or exceeding one percent of the issued capital of the Company at the time of grant of option.								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Invalid Votes
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	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		7972224	7910224	99.2223	7910224	0.0000	100.0000	0.0000
Public- Institutions	E-Voting	2182006	1783762	81.7487	1783762	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		2182006	1783762	81.7487	1783762	0.0000	100.0000	0.0000
Public- Non Institutions	E-Voting	3551068	3684	0.1037	3684	0	100.0000	0.0000	200
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		200	0.0056	200	0	100.0000	0.0000	0
	Total		3551068	3884	0.1093	3884	0.0000	100.0000	0.0000
Total		13705298	9697870	70.7600	9697870	0.0000	100.0000	0.0000	200



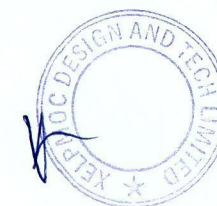
Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Mr. Pranjal Sharma (06788125) as a Non-Executive & Non Independent Director of the Company.								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100	Invalid Votes
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Total	Total	13705298	9697870	70.7600	9697870	0	100.0000	0.0000	200



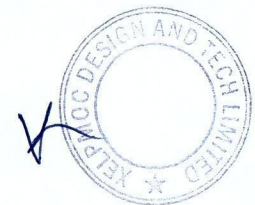
Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Mr. Soumyadri Bose (02795223) as a Non-Executive & Non Independent Director of the Company.								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100	Invalid Votes
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	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		200	0.0056	200	0	100.0000	0.0000	0
	Total		3551068	3884	0.1093	3884	0	100.0000	0.0000
Total		13705298	9697870	70.7600	9697870	0	100.0000	0.0000	200



Resolution required: (Ordinary/ Special)	SPECIAL - Payment of Corporate Strategy and Advisory Fees to Mr. Pranjal Sharma (06788125), Non-Executive & Non Independent Director of the Company.								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Invalid Votes
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Total	Total	13705298	9697870	70.7600	9697870	0	100.0000	0.0000	200



Resolution required: (Ordinary/ Special)	SPECIAL - Payment of Corporate Strategy and Advisory Fees to Mr. Soumyadri Bose (DIN: 02795223), Non-Executive & Non Independent Director of the Company.								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Invalid Votes
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Total		13705298	9697870	70.7600	9697870	0	100.0000	0.0000	200



COMBINED SCRUTINIZER'S REPORT

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended.)

To,
The Chairman
XELPMOC DESIGN AND TECH LIMITED
#17, 4th Floor, Agies Building, 1st 'A' cross, 5th Block,
Koramangala, Bengaluru - 560034

Sub: Passing of Special Resolutions thorough Postal Ballot

Dear Sir,

Pursuant to the resolution passed by the Board of Directors of **XELPMOC DESIGN AND TECH LIMITED** (hereinafter referred to as "the Company") on December 13, 2019, I Manish Rajnarayan Gupta, Partner of VKMG & Associates LLP, Practicing Company Secretary, have been appointed as a Scrutinizers to Scrutinize the process of e-voting for postal ballot and to receive, process and Scrutinize the postal ballot forms, in respect of the Special Resolutions as circulated in the Postal Ballot Notice dated December 13, 2019 together with explanatory statement (hereinafter referred to as "the Notice").

The Company has made arrangements with the system provider KFin Technologies Private Limited (hereinafter referred to as "KFPL") who is also a Registrar and Transfer Agents (RTA) of the Company for providing a system of recording votes of the shareholders casted electronically through e-voting and also to set up the e-voting facility for the shareholders on the KFPL's e-voting.

The Company has also uploaded the Notice on its website www.xelpmoc.in. KFPL had generated electronic voting event number for the votes to be casted through e-voting mode. All necessary formalities in compliance with the requirements specified by the Companies Act, 2013 and rules framed there under have been complied with by the service provider KFPL, as directed by Company. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Notice sent to all the members whose names appear in the Register of Members on Friday, January 10, 2020 as received from the depositories (a) through electronic mail to the members whose email IDs are registered in the records of depository participants and (b) through physical mode, along with a postage-prepaid self-addressed Business Reply Envelope to the other members (whose email IDs are not registered).

I have issue this combined scrutinizers reports in respect of e-voting for Postal ballot along with votes casted through Postal Ballot Forms. The result of e-voting along with Postal Ballot Forms is annexed with report as an **Annexure**.



I SUBMIT MY REPORT AS UNDER:

1. As confirmed by the Company, the Company has completed the dispatch of Notice on January 20, 2020 to the members whose name(s) appeared on the Register of Members as on cut-off date i.e. January 10, 2020.
2. The Company has issued a Public Advertisement for Notice to the Members of the Company in two Newspapers namely "Financial Express", an English Newspaper having Nationwide Circulation in English Language and "Hosadigantha", Local circulating Kannada Newspaper in Kannada Language as being the principal vernacular language of Bengaluru, Karnataka on January 21, 2020
3. As per the record provided to me by the Company as on Cut-off date there were total 1418 Shareholders of the Company, out of which the Company has sent Notice by email to 1273 Shareholders on January 20, 2020 and through the Blue Air Cargo & Courier Private Limited to 145 Shareholders on January 20, 2020 and among 1273 Shareholders to whom email were sent 66 Shareholder's email were bounced to them also Notices were sent through the Blue Air Cargo & Courier Private Limited on January 23, 2020.
4. The Company has offered E-voting facility to all the Equity Shareholders who are the Shareholders as on the cut-off date January 10, 2020.
5. The E-voting for Postal Ballot and voting through Postal Ballot Forms were commenced from January 21, 2020 at 9.00 a.m. and ended on February 19, 2020 at 5.00 p.m.
6. The Votes cast through E-voting were unblocked on February 19, 2020 in the presence of 2 witnesses, Mr. Kaushik Kantak and Ms. Shweta Thanekar, who are not in the employment of the Company.
7. There are 13(Thirteen) Equity Shareholders holding 96,97,870 Equity Shares of the Company, who have participated in the E-voting process carried out by the Company.
8. There is 1(One) Equity Shareholder holding 200 Equity Shares of the Company, who has participated in voting though Postal Ballot Form.
9. Thereafter considering e-voting for Postal Ballot and voting through Postal Ballot Forms, the combined result of the voting is annexed. The detail containing inter alia, list of equity shareholders, who voted "for", "against", on each of the resolution that were put to vote, and whose votes invalid or who abstained from voting, were generated the e-voting website of KFin Technologies Pvt. Ltd ("KFPL") i.e. <https://evoting.karvy.com> and is based on such report generated.

The Special Resolutions as mentioned in the Notice stands passed, under E-voting for Postal Ballot and voting through Postal Ballot Forms, with the requisite majority.



I hereby confirm that I am maintaining register and record which is required by the rule 22(10) of the Companies (Management and Administration) Rules, 2014 received from the service provider, in respect of the vote cast through e-voting and Postal Ballot Forms by the Equity Shareholders of the Company. According to my observations, the process of E-voting for Postal Ballot and voting through Postal Ballot Forms has been conducted in a fair and transparent manner.

Thanking you,

Yours faithfully,

For VKMG & Associates LLP
Company Secretaries
FRN: L2019MH005300





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

Place: Mumbai

Date: 20.02.2020


UDIN: A043802A000563057

Witness 1: Mr. Kaushik Kantak

: 

Witness 2: Ms. Shweta Thanekar

: 

Signature: 
By (Mr. Tushar Trivedi)
Chairman

XELPMOC DESIGN AND TECH LIMITED
(CIN - L72200KA2015PLC082873)

Annexure to Combined Scrutinizer's Report in respect of Resolutions as circulated in the Postal Ballot Notice dated December 13, 2019

Res. No.	Particular of Resolution	Mode	Ballots Received	Total Votes	Total Valid Votes	Favour			Against			Invalid*	
						Ballots	No. of Votes	% of total Valid Votes	Ballots	No. of Votes	% of total Valid Votes	Ballots	No. of Votes
1	Approval to make Inter Corporate Loans and Investments or Guarantee or Security in excess of the prescribed limits under Section 186 of the Companies Act, 2013.	E-Voting	13	9697870	9697670	12	9697670	100.000	0	0	0.000	1	200
		Postal Ballot	1	200	200	0	0	0.000	1	200	100.000	0	0
		Total	14	9698070	9697870	12	9697670	99.998	1	200	0.002	1	200
2	Approval of the grant of options to the identified employees during any one year, equal to or exceeding one percent of the issued capital of the Company at the time of grant of option.	E-Voting	13	9697870	9697670	12	9697670	100.000	0	0	0.000	1	200
		Postal Ballot	1	200	200	1	200	100.000	0	0	0.000	0	0
		Total	14	9698070	9697870	13	9697870	100.000	0	0	0.000	1	200
3	Appointment of Mr. Pranjal Sharma (DIN: 06788125) as a Non-Executive & Non-Independent Director of the Company.	E-Voting	13	9697870	9697670	12	9697670	100.000	0	0	0.000	1	200
		Postal Ballot	1	200	200	1	200	100.000	0	0	0.000	0	0
		Total	14	9698070	9697870	13	9697870	100.000	0	0	0.000	1	200
4	Appointment of Mr. Soumyadri Bose (DIN: 02795223) as a Non-Executive & Non-Independent Director of the Company.	E-Voting	13	9697870	9697670	12	9697670	100.000	0	0	0.000	1	200
		Postal Ballot	1	200	200	1	200	100.000	0	0	0.000	0	0
		Total	14	9698070	9697870	13	9697870	100.000	0	0	0.000	1	200
5	Payment of Corporate Strategy and Advisory Fees to Mr. Pranjal Sharma (DIN: 06788125), Non-Executive & Non-Independent Director of the Company.	E-Voting	13	9697870	9697670	12	9697670	100.000	0	0	0.000	1	200
		Postal Ballot	1	200	200	1	200	100.000	0	0	0.000	0	0
		Total	14	9698070	9697870	13	9697870	100.000	0	0	0.000	1	200
6	Payment of Corporate Strategy and Advisory Fees to Mr. Soumyadri Bose (DIN: 02795223), Non-Executive & Non-Independent Director of the Company.	E-Voting	13	9697870	9697670	12	9697670	100.000	0	0	0.000	1	200
		Postal Ballot	1	200	200	1	200	100.000	0	0	0.000	0	0
		Total	14	9698070	9697870	13	9697870	100.000	0	0	0.000	1	200

Note *

1. In case of e-voting, One Shareholder who has logged into to e-voting system and abstain from e-voting for all the Resolutions, hence his votes and Ballot considered as Invalid.

Place: Mumbai
Date: 20-02-2020

Witness 1: Mr. Kaushik Kantak

KKantak

Witness 2: Ms. Shweta Thanekar

Shanekar



For VKMG & Associates LLP
Company Secretaries
FRN: L2019MH005300

Manish

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