

Notice

NOTICE is hereby given that the 4th Annual General Meeting (“AGM”) of the Members of **Xelpmoc Design and Tech Limited** (the “**Company**”) will be held on Friday, 27th September, 2019 at 2:00 p.m. at Casa De Bengaluru, No. 873, 17th E Main Road, KHB Colony, 6th Block, Koramangala, Bengaluru - 560095, Karnataka, India to transact the following business:

Ordinary Business:

- To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended 31st March, 2019 together with the reports of the Board of Directors and Auditors thereon;
- To appoint a Director in place of Mr. Jaison Jose (DIN: 07719333), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Special Business:

- To ratify the appointment of Mr. Sandipan Chattopadhyay (DIN: 00794717), Managing Director & CEO of the Company and term & condition of remunerations thereon in line

with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in this regard consider and, if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, read along with Schedule V of the Companies Act, 2013 (‘**Act**’) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 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 and based on recommendations of the Nomination and Remuneration Committee & Board of Directors of the Company, the consent of the Members be and is hereby accorded to the ratify the appointment of Mr. Sandipan Chattopadhyay (DIN 00794717), Managing Director & CEO of the Company and term & condition of remunerations thereon as mentioned below in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

I	Details of Appointment: Approval of shareholders of the Company obtained by way of Special Resolution at Extra Ordinary General Meeting of members of the Company held on 2 nd July, 2018 and effective date of appointment is 2 nd July, 2018.
II	Period of Appointment: 2 nd July 2018 to 1 st July, 2021.
III	Remuneration:
A	Monthly Fixed Salary of ₹1,25,000 to ₹3,00,000 with the authority to the Board or any committee thereof to fix the salary within the said scale from time to time.
B	Perquisites: Perquisites in accordance with the rules of the Company and any additional perquisites as may be decided by the Board of Directors of the Company from time to time.
C	Medical Reimbursement: Reimbursement of expenses incurred for self and family as per the policy of the Company.
D	Leave Travel Concession: Leave Travel Concession for self and family, once in a year incurred in accordance with the rules of the Company. Explanation: Family means the spouse, the dependent children and dependent parents of the Managing Director.
E	Company’s contribution towards Provident Fund as per the rules of the Company.
F	Gratuity: As per rules of the Company.
G	Earned Leave: As per rules of the Company.
H	Car for use on company’s business and telephone at residence will not be considered as perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company.
IV	The Company shall reimburse to the Managing Director entertainment, travelling and all other expenses incurred by him for the business of the Company.
V	In the event of absence or inadequacy of net profits in any financial year, the remuneration payable to the Managing Director shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013 and/or Regulation 17(6) of Listing Regulation, any statutory modification thereof and the same shall be treated as the Minimum Remuneration payable to the said Managing Director.

VI	The Managing Director shall not, so long as he functions as such, be paid any sitting fees for attending meetings of the Board of Directors.
VII	During the tenure of his office as Managing Director, he shall not be liable to retire by rotation.
VIII	The Appointment may be terminated at any time by either party thereto by giving to the other party six months notice of such termination and neither party will have any claim against other for damages or compensation by reason of such termination. In any event, the Managing Director shall not be entitled for any compensation in cases mentioned in Section 202(2) of the Companies Act, 2013.
IX	The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act and Listing Regulations with regard to duties of directors.
X	Mr. Sandipan Chattopadhyay (DIN 00794717) satisfy all the conditions set out in Part-I of Schedule V of the Companies Act, 2013 and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.
XI	The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Sandipan Chattopadhyay (DIN 00794717) under Section 190 of the Act.

RESOLVED FURTHER THAT the Board 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 the aforesaid resolution.”

4. To ratify the appointment of Mr. Srinivas Koora (DIN: 07227584), Whole-time Director & CFO of the Company and term & condition of remunerations thereon in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in this regard consider and, if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, read along with Schedule V of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 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 and based on recommendations of the Nomination and Remuneration Committee & Board of Directors of the Company, the consent of the Members be and is hereby accorded to the ratify the appointment of Mr. Srinivas Koora (DIN 07227584), Wholetime Director & CFO of the Company and term & condition of remunerations thereon as mentioned below in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

I	Details of Appointment: Approval of shareholders of the Company obtained by way of Special Resolution at Extra Ordinary General Meeting of members of the Company held on 2nd July, 2018 and effective date of appointment is 2 nd July, 2018.
II	Period of Appointment: 2 nd July 2018 to 1 st July, 2021.
III	Remuneration:
A	Monthly Fixed Salary of ₹1,25,000 to ₹3,00,000 with the authority to the Board or any committee thereof to fix the salary within the said scale from time to time
B	Perquisites: Perquisites in accordance with the rules of the Company and any additional perquisites as may be decided by the Board of Directors of the Company from time to time.
C	Medical Reimbursement: Reimbursement of expenses incurred for self and family as per the policy of the Company.
D	Leave Travel Concession: Leave Travel Concession for self and family, once in a year incurred in accordance with the rules of the Company. Explanation: Family means the spouse, the dependent children and dependent parents of the Whole Time Director.
E	Company's contribution towards Provident Fund as per the rules of the Company.
F	Gratuity: As per rules of the Company.
G	Earned Leave: As per rules of the Company.
H	Car for use on company's business and telephone at residence will not be considered as perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company.

IV	The Company shall reimburse to the Whole-Time Director entertainment, travelling and all other expenses incurred by him for the business of the Company.
V	In the event of absence or inadequacy of net profits in any financial year, the remuneration payable to the Whole-Time Director shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013 and/or Regulation 17(6) of Listing Regulation, any statutory modification thereof and the same shall be treated as the Minimum Remuneration payable to the said Whole-Time Director.
VI	The Whole-Time Director shall not, so long as he functions as such, be paid any sitting fees for attending meetings of the Board of Directors.
VII	During the tenure of his office as Whole-Time Director, he shall be liable to retire by rotation.
VIII	The Appointment may be terminated at any time by either party thereto by giving to the other party six months notice of such termination and neither party will have any claim against other for damages or compensation by reason of such termination. In any event, the Whole-Time Director shall not be entitled for any compensation in cases mentioned in Section 202(2) of the Companies Act, 2013.
IX	The Whole-Time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act and Listing Regulations with regard to duties of directors.
X	Mr. Srinivas Koora (DIN 07227584) satisfy all the conditions set out in Part-I of Schedule V of the Companies Act, 2013 and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.
XI	The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Srinivas Koora (DIN 07227584) under Section 190 of the Act.

5. To ratify the appointment of Mr. Jaison Jose (DIN: 07719333), Whole-time Director of the Company and term & condition of remunerations thereon in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in this regard consider and if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, read along with Schedule V of the Companies Act, 2013 (**‘Act’**) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 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 and based on recommendations of the Nomination and Remuneration Committee & Board of Directors of the Company, the consent of the Members be and is hereby accorded to the ratify the appointment of Mr. Jaison Jose (DIN 07719333), Whole-time Director of the Company and term & condition of remunerations thereon as mentioned below in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

I	Details of Appointment: Approval of shareholders of the Company obtained by way of Special Resolution at Extra Ordinary General Meeting of members of the Company held on 2 nd July, 2018 and effective date of appointment is 2 nd July, 2018.
II	Period of Appointment: 2 nd July 2018 to 1 st July, 2021.
III	Remuneration:
A	Monthly Fixed Salary of ₹ 1,25,000 to ₹ 3,00,000 with the authority to the Board or any committee thereof to fix the salary within the said scale from time to time.
B	Perquisites: Perquisites in accordance with the rules of the Company and any additional perquisites as may be decided by the Board of Directors of the Company from time to time.
C	Medical Reimbursement: Reimbursement of expenses incurred for self and family as per the policy of the Company.
D	Leave Travel Concession: Leave Travel Concession for self and family, once in a year incurred in accordance with the rules of the Company. Explanation: Family means the spouse, the dependent children and dependent parents of the Whole Time Director.
E	Company’s contribution towards Provident Fund as per the rules of the Company.
F	Gratuity: As per rules of the Company.
G	Earned Leave: As per rules of the Company.
H	Car for use on company’s business and telephone at residence will not be considered as perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company.

IV	The Company shall reimburse to the Whole-Time Director entertainment, travelling and all other expenses incurred by him for the business of the Company.
V	In the event of absence or inadequacy of net profits in any financial year, the remuneration payable to the Whole-Time Director shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013 and/or Regulation 17(6) of Listing Regulation, any statutory modification thereof and the same shall be treated as the Minimum Remuneration payable to the said Whole-Time Director.
VI	The Whole-Time Director shall not, so long as he functions as such, be paid any sitting fees for attending meetings of the Board of Directors.
VII	During the tenure of his office as Whole-Time Director, he shall be liable to retire by rotation.
VIII	The Appointment may be terminated at any time by either party thereto by giving to the other party six months notice of such termination and neither party will have any claim against other for damages or compensation by reason of such termination. In any event, the Whole-Time Director shall not be entitled for any compensation in cases mentioned in Section 202(2) of the Companies Act, 2013.
IX	The Whole-Time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act and Listing Regulations with regard to duties of directors.
X	Mr. Jaison Jose (DIN 07719333) satisfy all the conditions set out in Part-I of Schedule V of the Companies Act, 2013 and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.
XI	The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Jaison Jose (DIN 07719333) under Section 190 of the Act.

RESOLVED FURTHER THAT the Board 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 the aforesaid resolution.”

6. To ratify the appointment of Mr. Vishal Chaddha (DIN: 05321782), Whole-time Director of the Company and term & condition of remunerations thereon in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in this regard consider and if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, read along with Schedule V of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 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 and based on recommendations of the Nomination and Remuneration Committee & Board of Directors of the Company, the consent of the Members be and is hereby accorded to the ratify the appointment of Mr. Vishal Chaddha (DIN 05321782), Whole-time Director of the Company and term & condition of remunerations thereon as mentioned below in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

I	Details of Appointment: Approval of shareholders of the Company obtained by way of Special Resolution at Extra Ordinary General Meeting of members of the Company held on 2 nd July, 2018 and effective date of appointment is 2 nd July, 2018.
II	Period of Appointment: 2 nd July 2018 to 1 st July, 2021.
III	Remuneration:
A	Monthly Fixed Salary of ₹1,25,000 to ₹3,00,000 with the authority to the Board or any committee thereof to fix the salary within the said scale from time to time.
B	Perquisites: Perquisites in accordance with the rules of the Company and any additional perquisites as may be decided by the Board of Directors of the Company from time to time.
C	Medical Reimbursement: Reimbursement of expenses incurred for self and family as per the policy of the Company.
D	Leave Travel Concession: Leave Travel Concession for self and family, once in a year incurred in accordance with the rules of the Company. Explanation: Family means the spouse, the dependent children and dependent parents of the Whole Time Director.

E	Company's contribution towards Provident Fund as per the rules of the Company.
F	Gratuity: As per rules of the Company.
G	Earned Leave: As per rules of the Company.
H	Car for use on company's business and telephone at residence will not be considered as perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company.
IV	The Company shall reimburse to the Whole-Time Director entertainment, travelling and all other expenses incurred by him for the business of the Company.
V	In the event of absence or inadequacy of net profits in any financial year, the remuneration payable to the Whole-Time Director shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013 and/or Regulation 17(6) of Listing Regulation, any statutory modification thereof and the same shall be treated as the Minimum Remuneration payable to the said Whole-Time Director.
VI	The Whole-Time Director shall not, so long as he functions as such, be paid any sitting fees for attending meetings of the Board of Directors.
VII	During the tenure of his office as Whole-Time Director, he shall be liable to retire by rotation.
VIII	The Appointment may be terminated at any time by either party thereto by giving to the other party six months notice of such termination and neither party will have any claim against other for damages or compensation by reason of such termination. In any event, the Whole-Time Director shall not be entitled for any compensation in cases mentioned in Section 202(2) of the Companies Act, 2013.
IX	The Whole-Time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act and Listing Regulations with regard to duties of directors.
X	Mr. Vishal Chaddha (DIN 05321782) satisfy all the conditions set out in Part-I of Schedule V of the Companies Act, 2013 and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.
XI	The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Vishal Chaddha (DIN 05321782) under Section 190 of the Act.

RESOLVED FURTHER THAT the Board 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 the aforesaid resolution."

7. To ratify the appointment of Mr. Tushar Trivedi (DIN: 08164751), Independent Director of the Company in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in this regard consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 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 and based on recommendations of the

Nomination and Remuneration Committee & Board of Directors of the Company, consent of the members be and is hereby accorded to ratify the appointment of Mr. Tushar Trivedi (DIN 08164751) Independent Director of the Company, in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, who was appointed by way of ordinary resolution passed at Extra-Ordinary General Meeting held on 2nd July, 2018 to hold office for 5 (Five) consecutive years with effect from 2nd July, 2018 to 1st July, 2023 and who shall not be liable to retire by rotation;

RESOLVED FURTHER THAT Mr. Tushar Trivedi shall be entitled to receive sitting fees of an amount of ₹ 7,500/- for attending each meeting of the Board or any committees thereof and reimbursement of expenses incurred thereto with the power to Board of Directors of the Company to revise the same subject to limit specified under Rule 4 of the Companies (Appointment and Remuneration) Rules, 2014 and/or listing regulations;

RESOLVED FURTHER THAT the Board 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 the aforesaid resolution.”

8. To ratify the appointment of Mr. Premal Mehta (DIN: 00090389), Independent Director of the Company in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in this regard consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 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 and based on recommendations of the Nomination and Remuneration Committee & Board of Directors of the Company, consent of the members be and is hereby accorded to ratify the appointment of Mr. Premal Mehta (DIN 00090389) Independent Director of the Company, in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, who was appointed by way of ordinary resolution passed at Extra-Ordinary General Meeting held on 2nd July, 2018 to hold office for 5 (Five) consecutive years with effect from 2nd July, 2018 to 1st July, 2023 and who shall not be liable to retire by rotation;

RESOLVED FURTHER THAT Mr. Premal Mehta shall be entitled to receive sitting fees of an amount of ₹ 7,500/- for attending each meeting of the Board or any committees thereof and reimbursement of expenses incurred thereto with the power to Board of Directors of the Company to revise the same subject to limit specified under Rule 4 of the Companies (Appointment and Remuneration) Rules, 2014 and/or listing regulations;

RESOLVED FURTHER THAT the Board 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 the aforesaid resolution.”

9. To ratify the appointment of Mrs. Pratiksha Pingle (DIN: 06878382), Independent Director of the Company in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

and in this regard consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 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 and based on recommendations of the Nomination and Remuneration Committee & Board of Directors of the Company, consent of the members be and is hereby accorded to ratify the appointment of Mrs. Pratiksha Pingle (DIN 06878382) Independent Director of the Company, in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, who was appointed by way of ordinary resolution passed at Extra-Ordinary General Meeting held on 2nd July, 2018 to hold office for 5 (Five) consecutive years with effect from 2nd July, 2018 to 1st July, 2023 and who shall not be liable to retire by rotation;

RESOLVED FURTHER THAT Mrs. Pratiksha Pingle shall be entitled to receive sitting fees of an amount of ₹ 7,500/- for attending each meeting of the Board or any committees thereof and reimbursement of expenses incurred thereto with the power to Board of Directors of the Company to revise the same subject to limit specified under Rule 4 of the Companies (Appointment and Remuneration) Rules, 2014 and/or listing regulations;

RESOLVED FURTHER THAT the Board 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 the aforesaid resolution.”

10. To ratify the appointment of Mrs. Bhavna Chattopadhyay (DIN: 08164750), Non-Executive and Non-Independent Woman Director of the Company in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in this regard consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 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 and based on recommendations of the Nomination and Remuneration Committee & Board of Directors of the Company, consent of the members be and is hereby accorded to ratify the appointment of Mrs. Bhavna Chattopadhyay (DIN 08164750), Non-Executive and Non-Independent Woman Director of the Company, in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, who was appointed by way of ordinary resolution passed at Extra-Ordinary General Meeting held on 2nd July, 2018 and who shall be liable to retire by rotation;

RESOLVED FURTHER THAT Mrs. Bhavna Chattopadhyay shall be entitled to receive sitting fees of an amount of ₹ 7,500/- for attending each meeting of the Board or any committees thereof and reimbursement of expenses incurred thereto with the power to Board of Directors of the Company to revise the same subject to limit specified under Rule 4 of the Companies (Appointment and Remuneration) Rules, 2014 and/or listing regulations;

RESOLVED FURTHER THAT the Board 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 the aforesaid resolution."

11. To approve Xelpmoc Design and Tech Limited Employees Stock Option Scheme - 2019 ("ESOP - 2019 / Scheme") and in this regard consider and if thought fit, to pass, with or without modification(s), the following resolution as an **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and in accordance with the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015 ("SEBI LODR Regulations"), Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"), and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the member(s) of the Company be and is hereby accorded to the formulation and implementation of 'Xelpmoc Design and Tech Limited Employees Stock Option Scheme - 2019' (hereinafter referred to as "ESOP - 2019" or the "Scheme") and the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination & Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) authorized to create, grant, offer, issue and allot from time to time, in one or more tranches, options not exceeding 8,22,300 (Eight Lakhs Twenty Two Thousand Three Hundred Only) representing nearly 6% of the paid up equity share capital of the Company as on 6th August, 2019, exercisable into 8,22,300 (Eight Lakhs Twenty Two Thousand Three Hundred) Equity Shares of ₹ 10/- each of the Company, to or for the benefit of permanent employees of the Company (present & future) whether working in India or outside India; Directors of the Company, whether a Whole-time Director or not (other than promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) and such other employees and persons as may be permitted under the applicable laws and as may be approved by the Committee, from time to time, on such terms and conditions, as contained in the Scheme and summarized in the Explanatory Statement and to provide for grant and subsequent vesting and exercise of options by eligible employees as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme;

RESOLVED FURTHER THAT the equity shares to be issued and allotted, as mentioned herein before, shall rank pari - passu with the existing equity shares of the Company for all purposes;

RESOLVED FURTHER THAT in case of any corporate action(s) such as right issues, bonus issues, change in capital structure due to spit or

consolidation of shares, the ceiling as aforesaid of 8,22,300 (Eight Lakhs Twenty Two Thousand Three Hundred Only) options exercisable into 8,22,300 (Eight Lakhs Twenty Two Thousand Three Hundred) Equity Shares shall be deemed to be increased/decreased, as may be determined by the Board, to facilitate making a fair and reasonable adjustment to the entitlements of Employees under the Scheme;

RESOLVED FURTHER THAT the Board be and is hereby authorised to take requisite steps for listing of the Equity Shares allotted under the Scheme, from time to time, on the Stock Exchanges where the Equity Shares of the Company are listed;

RESOLVED FURTHER THAT the Company shall confirm to the applicable Accounting Policies, Guidelines or Accounting Standards prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme;

RESOLVED FURTHER THAT the Board be and is hereby authorised to modify, change, vary, alter, amend, suspend or terminate the Scheme at any time subject to compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such

documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of Scheme and do all other things incidental to and ancillary thereof;

RESOLVED FURTHER THAT the Board, be and is hereby authorised to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including authorizing the Board to appoint Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of Scheme and also to make applications to the appropriate Authorities, for their requisite approvals and also to initiate all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard."

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

Place: Mumbai
Date: 6th August, 2019

Vaishali Kondbhar
Company Secretary

Registered office:
Xelpmoc Design and Tech Limited
#17, 4th Floor, Agies Building, 1st A Cross,
5th Block, Koramangala, Bengaluru - 560034
Tel.: 080 4370 8360 Website: www.xelpmoc.in
Email: vaishali.kondbhar@xelpmoc.in

NOTES:

1. In terms of Section 102 of the Companies Act, 2013 and Secretarial Standard on General Meetings, an explanatory statement setting out the material facts concerning Special Business to be transacted at the AGM is annexed hereto and forms part of this Notice.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. DULY COMPLETED AND SIGNED INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM. THE PROXY FORM FOR AGM IS ANNEXED TO THIS NOTICE.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. The Proxy holder shall prove his/her identity at the time of attending the AGM.

3. Corporate members intending to send their authorized representative to attend the AGM are requested to send the Company's certified true copy of the Board Resolution together with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote at the AGM on their behalf.

4. In case of joint holder attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

5. In terms of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013, Mr. Jaison Jose (DIN:07719333), is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Director has furnished the requisite declarations for his re-appointment. The Board of Directors of the Company recommends his re-appointment.

6. Information of Director proposed to be appointed/re-appointed at the forthcoming Annual General Meeting as required by Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and

Secretarial Standard on General Meetings is provided in the Annexure A to H to the Notice.

7. For convenience of the Members and for proper conduct of the Meeting, entry to the place of the AGM will be regulated by way of attendance slip, which is annexed to this Notice. The members/proxies should bring attendance slip duly filled in and signed for attending the meeting and handover the same at the entrance of the premises. Members who hold shares in dematerialized form are requested to write their DP ID and Client ID number(s) and those who hold shares in physical form are requested to write their folio number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent.

9. Members holding shares in physical form are requested to send all the communications pertaining to shares of the Company including share transfer lodgments, intimation of changes pertaining to their bank account details, mandates, nominations, change of address, e-mail id etc., if any, immediately to the Company's Registrar and Share Transfer Agent viz; Karvy Fintech Private Limited ("Karvy") at Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500032. Members holding shares in electronic form must intimate the changes, if any, to their respective Depository Participants (DPs) only.

10. The Securities and Exchange Board of India ('SEBI') and the Ministry of Corporate Affairs ('MCA') has mandated that existing Members of the Company who hold securities in physical form and intend to transfer their securities after 1st April, 2019, can do so only in dematerialized form. Therefore Members holding shares in physical certificate form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management as well as for ease of transfer, if required. Members can contact Company's Registrar and Share Transfer Agent viz; Karvy Fintech Private Limited for assistance in this regard.

11. Members are requested to quote folio numbers in all their correspondence and consolidate holding into one folio in case of multiplicity of folios with names in identical order.
12. Non-resident members are requested to inform the Company at its Registered Office immediately in relation to the change in the residential status on return to India for permanent settlement.
13. 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 current Financial Year.
14. 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 & 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 with the Depository.

Accordingly, the Company will send the Annual Report for the Financial Year 2018-19 by electronic mode to all those Members at their registered e-mail ids provided to the Company by the respective Depositories and RTA. Members who have not registered their e-mail Id, physical copies of the Annual Report 2018-19 are being sent by the modes permitted under Companies Act, 2013. The physical copies of the Annual Report will also be available at the Registered Office of the Company for inspection during business hours on all working days except Saturdays, Sundays and National Holidays up to the date of the 4th AGM. The Annual Report is also available on the Company's website at <https://www.xelpmoc.in/investorrelations>. In case any Member(s) requested for physical copy of the aforementioned documents, the same shall be sent to the respective Member(s) free of cost.

Rule 18 of the Companies (Management and Administration) Rules, 2014 requires a company to provide advance opportunity at least once in a Financial Year to the Members to register his/her e-mail Ids and any changes therein. In accordance with the said requirements, we request the Members who do not have their e-mail Ids registered, get the same registered with the Company or changes therein by submitting a duly filled-in 'E-communication Registration Form' annexed to the Annual Report as well as available on the Company's website at <https://www.xelpmoc.in/investorrelations>.

15. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provision of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 duly filed in to the Company's Registrar and Share Transfer Agent viz; Karvy Fintech Pvt. Ltd. at Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda Hyderabad - 500032 or call on +91-40-6716 1500, 33211000 or Toll Free no.: 1800-345-4001 or Email on einward.ris@karvy.com. Members holding shares in electronic mode may contact their respective Depository Participants, with whom they are maintaining their demat accounts, for availing this facility.
16. Members desirous of getting any information about accounts of the Company are requested to send their queries at the Registered Office of the Company or email at vaishali.kondbhar@xelpmoc.in in at least seven working days prior to the date of the Meeting so that the requisite information can be readily made available at the meeting.
17. The requisite Statutory Registers as per the provision of Companies Act, 2013 will be available for inspection at Annual General Meeting of the Company.
18. Voting through electronic means:
In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is providing facility to exercise votes on resolutions proposed to be passed in the Meeting by electronic means, to members holding shares as on Friday, 20th September, 2019 (end of day) 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 Karvy Fintech Private Limited or vote at the Annual General Meeting.

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

Commencement of remote e-voting: From 9.00 a.m. (IST) on Monday, 23rd September, 2019 and end of remote e-voting: Up to 5.00 p.m. (IST) on Thursday, 26th September, 2019.

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

The instructions for E-voting are as under:

A. For members who receive notice of annual general meeting through e-mail:

Notes for Individual Shareholders (Individuals, HUF, NRI etc)

- a. Open your web browser during the voting period and navigate to <https://evoting.karvy.com>.
- b. Enter the login credentials [i.e., user id and password mentioned overleaf]. Your Folio No. / DP ID Client ID will be your user ID. However, if you are already registered with Karvy for e-voting, you can use your existing user id and password for casting your vote.
- c. After entering the details appropriately, click on LOGIN.
- d. You will reach the 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 one special character. Kindly note that this password can be used by the Demat holders for voting of resolutions of any other Company on which they are eligible to vote, provided that the other Company opts for E-Voting through Karvy E-Voting platform. System will prompt you to change your password and update any contact details like mobile no., email ID etc., on 1st Login. You may also enter the 'Secret Question' and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- e. You need to login again with the new credentials.
- f. On successful login, the system will prompt you to select the EVENT i.e., Xelpmoc Design and Tech Limited.
- g. On the voting page, enter the number of shares as on the cut-off date under FOR / AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number

in FOR / AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN and the shares held will not be counted under either head.

- h. Voting has to be done for each item of the Notice separately. In case you do not cast your vote on any specific item, it will be treated as abstained.
- i. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, 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.

Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://evoting.karvy.com> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@karvy.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed to evoting@karvy.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.karvy.com, under help section or write an email to evoting@karvy.com.

B. For members who receive the notice of annual general meeting in physical form:

Members may opt for remote e-voting, for which the user id and initial password is provided on the attendance slip. Please follow steps under heading A above to vote through e-voting platform.

C. Voting facility at Annual General Meeting:

At the Annual General Meeting, at the end of the discussion of the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, allow voting for all those Members who are present but have not cast their vote electronically using the remote e-voting facility.

The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at Annual General Meeting.

D. Other Instructions:

- a. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on cut-off date, Friday 20th September, 2019.
- b. Mr. Manish Rajnarayan Gupta (Membership No. ACS 43802 and CP No.16067) or falling him Mr. Vijay Babaji Kondalkar (Membership No. ACS 15697 and CP No.4597) partners of M/s VKMG & Associates LLP, Practicing Company Secretaries), has been appointed as the Scrutinizer to scrutinize the e-voting process and voting at the venue of the Annual General Meeting in a fair and transparent manner.
- c. The Scrutinizer shall immediately after the conclusion of voting at the ensuing Annual General Meeting first count the vote cast at the meeting, thereafter unblock the votes through remote e-voting in the presence of at least two (2) witness, not in the employment of the Company and make not later than 48 hours from the conclusion of the meeting, a consolidated scrutinizers report of the total votes cast in favour or against,

if any, to the chairman of the Company or a person authorised by him in writing who shall countersign the same.

- d. Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat account.
- e. A Member can opt for only one mode of voting i.e. either voting through remote e-voting or by Ballot Paper at AGM. If a member cast votes by both modes, then voting done through remote e-voting shall prevail and Ballot Paper shall be treated as Invalid.
- f. The resolutions shall be deemed to be passed on the date of the general meeting, subject to receipt of sufficient votes.
- g. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.xepmoc.in and on the website of Karvy and communicated to the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) where the shares of the Company are listed.
- h. In case a person has become Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. Friday, 20th September, 2019, the member may approach Karvy for issuance of User ID and Password for exercising the right to vote by electronic means:
- i. If e-mail or mobile number of the member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- ii. Member may call Karvy's toll free number 1-800-3454-001.
- iii. Member may send an e-mail request to evoting@karvy.com

If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.

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

ITEM 3, 4, 5 & 6:

The existing terms and conditions of appointment and remuneration of Mr. Sandipan Chattopadhyay (DIN 00794717), Managing Director & CEO, Mr. Srinivas Koora (DIN 07227584), Whole-time Director & CFO, Mr. Jaison Jose (DIN 07719333), Whole-time Director and Mr. Vishal Chaddha (DIN 05321782), Whole-time Director of the Company are as per the provision of the Companies Act, 2013, as Company was a Private Limited Company at the time of their appointment. The Company got listed on 4th February, 2019 and being a Listed Company a provision of Listing Regulations is applicable to the Company, hence Board of Directors are of view that in order to good corporate governance practices the Company should ratify the aforesaid appointments & terms and condition of remunerations thereon in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, the Board of Directors of the Company at their meeting held on 24th May, 2019, on the recommendation of the Nomination and Remuneration Committee proposed to ratify the same by the shareholders of the Company at ensuing AGM.

In terms of applicable provision of the Act and/or Listing Regulations, the aforesaid ratification of appointment & terms and condition of remunerations thereon in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are being placed before the Shareholders at AGM for their approval by way of Special resolutions.

The details and disclosures as required of Mr. Sandipan Chattopadhyay, Mr. Srinivas Koora, Mr. Jaison Jose and Mr. Vishal Chaddha, under Regulation 36 of SEBI, and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India is given in "Annexure A to Annexure D".

The terms of appointment/remuneration between the Company and aforesaid Directors will be available for inspection in physical or electronic form at the registered office of the company on all working days, except Saturdays, Sundays and holidays, between 11.00 a.m. to 1.00 p.m. up to the date of Annual General Meeting of the Company.

Mr. Sandipan Chattopadhyay, Mr. Srinivas Koora, Mr. Jaison Jose and Mr. Vishal Chaddha being appointees and their relatives are interested in the resolutions set forth in Item Nos. 3, 4, 5 & 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 this resolutions set forth in Item Nos.3, 4, 5 & 6.

The Board recommends the resolutions set forth in Item Nos.3, 4, 5 & 6 as Special Resolution for the approval of the Members.

ITEM 7, 8, 9, & 10:

The existing terms and condition of appointment of Mr. Tushar Trivedi (DIN 08164751), Independent Director, Mrs. Pratiksha Pingle (DIN 06878382), Independent Director, Mr. Premal Mehta (DIN 00090389), Independent Director and Mrs. Bhavna Chattopadhyay (DIN 08164750), Non-Executive and Non-Independent Woman Director of the Company are as per the provision of the Companies Act, 2013, as Company was a Private Limited Company at the time of their appointment. The Company got listed on 4th February, 2019 and being a Listed Company a provision of Listing Regulations is applicable to the Company, hence Board of Directors are of view that in order to good corporate governance practices the Company should ratify the aforesaid appointments in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, the Board of Directors of the Company at their meeting held on 24th May, 2019, on the recommendation of the Nomination and Remuneration Committee proposed to ratify the same by the shareholders of the Company at ensuing AGM.

In terms of applicable provision of the Act and/or Listing Regulations, the aforesaid ratification of appointment in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are being placed before the Shareholders at AGM for their approval by way of Ordinary resolutions.

The details and disclosures as required of Mr. Tushar Trivedi, Mrs. Pratiksha Pingle, Mr. Premal Mehta & Mrs. Bhavna Chattopadhyay under Regulation 36 of SEBI, and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India is given in "Annexure E to Annexure H".

Copy of the draft letter for appointment of aforesaid Directors setting out the terms and conditions of appointment is available for inspection in physical or electronic form at the registered office of the company on all working days, except Saturdays, Sundays and holidays, between 11.00 a.m. to 1.00 p.m. up to the date of Annual General Meeting of the Company.

Mr. Tushar Trivedi, Mrs. Pratiksha Pingle, Mr. Premal Mehta & Mrs. Bhavna Chattopadhyay being appointees and Mr. Srinivas Koora & Mr. Sandipan Chattopadhyay being a relatives and other relatives of aforesaid

appointees are interested in the resolutions set forth in Item Nos. 7, 8, 9 & 10, 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 Nos. 7,8,9 and 10

The Board recommends the resolutions set forth in Item Nos. 7, 8, 9 and 10, as Ordinary Resolutions for the approval of the Members.

ITEM 11:

The purpose of the Scheme is to attract, reward and retain the following categories of eligible employees of the Company-

- (i) such permanent employees of the Company (present & future) whether working in India or outside India;
- (ii) Directors of the Company, whether a Whole-time Director or not (other than promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company);
- (iii) such other persons as may from time to time be allowed under applicable laws and as may be decided by Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination & Remuneration Committee which the Board has constituted to, inter alia, exercise certain powers with respect to share based benefits schemes formulated by the Company).

The Company views employee stock options as instruments that would enable the employees to share the value they create for the Company and contribute to the Company's growth in the years to come.

In accordance with the terms of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations") and the Scheme, the options would be granted in one or more tranches as may be decided by the Board, from time to time.

Pursuant to Regulation 6 of the SEBI SBEB Regulations, the Company is seeking members' approval to offer the scheme to eligible employees of the Company as decided in this behalf from time to time.

The main features of the Scheme are as under:

a) Brief description of the Scheme:

The Scheme shall be called as Xelpmoc Design and Tech Limited Employees Stock Option Scheme - 2019 ("Scheme"). Company proposes to introduce

the Scheme for the benefit of the Employees of the Company and Options granted under the Scheme shall vest on satisfaction of vesting conditions which can thereafter be exercised resulting in allotment of fresh equity shares of the Company. All questions of interpretation of the Scheme shall be determined by the Nomination and Remuneration Committee and such determination shall be final and binding.

b) Total number of Options to be granted:

The total number of options to be granted under the Scheme shall not exceed 8,22,300 (Eight Lakhs Twenty Two Thousand Three Hundred) options,. Each option when exercised shall be converted into 1 Equity Share of ₹ 10/- (Rupees Ten) each fully paid-up. The number of options shall stand adjusted on account of any corporate actions taking place in the Company.

c) Identification of classes of employees entitled to participate in Scheme:

- i) Permanent employees of the Company (present & future), whether working in India or outside India;
- ii) Director of the Company, whether a whole-time director or not;
- iii) Such other persons, as may from time to time be allowed under Applicable Laws and as may be decided by the Committee.

Following persons are not eligible to be granted options under the Scheme:

- i) an employee who is a Promoter or belongs to the Promoter Group;
- ii) a Director who either by himself or through his/her relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
- iii) an Independent Director within the meaning of the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

d) Requirements of vesting and period of vesting:

Options Granted under this Scheme would Vest over a maximum period of 7 years subject to a minimum gap of 1 year between grant & first vesting, which may be based upon the performance of the Individual, Team including Company overall performance as well. The specific vesting schedule and vesting conditions subject to which vesting would take place would be outlined in the document given to the Option Grantee at the time of Grant of Options.

e) Maximum period within which the options shall be vested:

All the options granted on any date shall vest over a period of upto 7 (Seven) years from the date of grant of such options. Vesting of Options would be subject to continued employment with the Company as detailed in the Scheme.

f) Exercise price or pricing formula:

The Exercise price of the shares will be based upon the Market Price of the shares which shall mean the latest closing price on a recognised stock exchange on which the shares of the Company are listed on the date immediately prior to the date of meeting of Nomination and Remuneration Committee ("Committee") in which the grant of options is approved.

Since the equity shares of the Company are listed on more than one stock exchange, then the closing price on the stock exchange having higher trading volume shall be considered as the market price.

Committee can provide suitable discount or charge premium upon the price arrived as per above formula.

g) Exercise period and the process of Exercise:

Eligible Employee will be permitted to exercise vested options during the exercise period which shall be 7 years starting from the date of respective vesting of the options. The options not exercised during the respective exercise period shall lapse.

The vested options shall be exercisable by the employees by a written application to the Company expressing his/her desire to exercise such vested options in such manner and on such form as may be prescribed by the Committee. The vested options shall lapse if not exercised within the specified exercise period.

h) Appraisal process for determining the eligibility of employees under the Scheme:

The appraisal process for determining the eligibility shall be decided from time to time by the Committee.

The employees would be granted options under the Plan based on various parameters including but not limited to:

1. Loyalty: It will be determined on the basis of tenure of employment of an Employee in the Company,
2. Performance: Employee's performance during the financial year on the basis of the parameters decided by the management,

3. Designation: Employee's designation as per the HR Policy of the company,
4. The present and potential contribution of the Employee to the success of the Company,
5. High market value/difficulty in replacing the Employee,
6. High risk of losing the Employee to competition,
7. Value addition by the new entrant, if any, and
8. Employment Terms.

i) Maximum number of Options to be issued per employee and in aggregate:

The maximum number of Options that can be granted to any eligible employee during any one-year shall not equal or exceed 1% of the issued capital of the Company at the time of grant of options unless otherwise approved by the shareholders. However the aggregate number of options to be issued shall at no time exceed 8,22,300 options .

j) Maximum quantum of benefits to be provided per employee under the Scheme:

The maximum quantum of benefits underlying the options issued to an eligible employee shall be equal to the difference between the option exercise price of the option and the market price of the shares as on the exercise date.

k) Implementation and administration of the scheme

The Scheme shall be implemented by Direct Route and shall be administered by the Nomination and Remuneration Committee of the Company which for the purpose of this Scheme is designated as "Compensation Committee" as required under SEBI (Share Based Employee Benefit) Regulations, 2014.

l) Whether the scheme involves new issue of shares by the Company or secondary acquisition by the Trust or both

New issue of shares by the Company

m) Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:

Not Applicable

n) Maximum percentage of secondary acquisition that can be made by the Trust for the purposes of the Scheme:

Not Applicable

o) Accounting and Disclosure Policies:

The Company will confirm to the disclosures and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB) Regulation, 2014, or as may be prescribed by regulatory authorities from time to time.

p) Method of option valuation:

The Company shall adopt the 'fair value method' of valuation of options.

q) Declaration:

As the company is adopting fair value method, presently there is no requirement for disclosure in director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' Report.'

Consent of the members is being sought by way of Special Resolution item no. 11 pursuant to Section 62(1) (b) and all other applicable provisions, if any, of the Act and as per Regulation 6 of the SEBI SBEB Regulations.

All the material documents referred to in the Explanatory Statement such as the Scheme, relevant Board resolution are available for inspection at the registered office of the Company on all working days, except Saturdays, Sundays and holidays, between 11.00 a.m. to 1.00 p.m. upto the date of Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution(s) mentioned at Item No.11, except to the extent of the stock options that have been or may be granted to them & their relatives under the Scheme.

The Board recommends the resolutions mentioned at Item No.11 for your approval by way of Special Resolution.

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

Place: Mumbai
Date: 6th August, 2019

Vaishali Kondbhar
Company Secretary

Registered office:**Xelpmoc Design and Tech Limited**

#17, 4th Floor, Agies Building, 1st A Cross,
5th Block, Koramangala, Bengaluru - 560034
Tel.: 080 4370 8360, Website: www.xelpmoc.in
Email: vaishali.kondbhar@xelpmoc.in

Annexures to the Notice

Details of the Directors seeking appointment/re-appointment/Ratification of appointment in the forthcoming Annual General Meeting

[Pursuant to Regulations 26(4) and 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. Sandipan Chattopadhyay
DIN	00794717
Date of Birth	24-03-1973
Age	46 Years
Date of First Appointment on the Board	16-09-2015
Qualification	Degree of Bachelor of Statistics (Honors) from the Indian Statistical Institute, Calcutta & Post Graduate Diploma in Computer Aided Management from the Indian Institute of Management, Kolkata
Brief Resume, Experience and Expertise in Functional Area	Mr. Sandipan Chattopadhyay is primarily responsible for the performance and supervision of technical, administrative and day-to-day operations of our Company, including but not limited to developing strategic plans, promotion of revenue, profitability and growth of our Company. He has more than 21 years of experience in the field of technology. Prior to joining our Company, he has served as the Chief Technical Officer at Just Dial Limited.
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.
Remuneration last drawn	Please refer Form No. MGT-9, forming part of the Annual Report 2018-19
Remuneration sought to be paid	Please refer the resolution set forth in item no.3 of the notice.
List of Other Bodies Corporate in which Directorships Held	1. Mihup Communications Private Limited 2. Tijoree ECom Private Limited 3. Folk Products and Design Private Limited 4. Agronauts Technologies Private Limited 5. Xap Technologies Private Limited
Membership(s)/Chairmanship(s) of the committees of Boards other than Xelpmoc Design and Tech Limited	Nil
Shareholding in the Company	40,79,102 Equity Shares
Relationship with other Directors and Key Managerial Personnel of the Company	Mrs. Bhavna Chattopadhyay is a wife of Mr. Sandipan Chattopadhyay.

Annexure B

Name of the Director	Mr. Srinivas Koora
DIN	07227584
Date of Birth	02-10-1975
Age	43 Years
Date of First Appointment on the Board	16-09-2015
Qualification	Degree of Bachelor of Commerce from the 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 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 17 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.
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.
Remuneration last drawn	Please refer Form No. MGT-9, forming part of the Annual Report 2018-19
Remuneration sought to be paid	Please refer the resolution set forth in item no.4 of the notice.
List of Other Bodies Corporate in which Directorships Held	1. Tijoree ECom Private Limited 2. Agronauts Technologies Private Limited 3. Xap Technologies Private Limited 4. Saka Tech Labs Private Limited
Membership(s)/Chairmanship(s) of the committees of Boards other than Xelpmoc Design and Tech Limited	Nil
Shareholding in the Company	25,36,598 Equity Shares
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 of the Company.

Annexure C

Name of the Director	Mr. Jaison Jose
DIN	07719333
Date of Birth	01-03-1980
Age	39 Years
Date of First Appointment on the Board	09-03-2017
Qualification	Degree of Bachelor of Commerce from Mumbai University, Degree of Master of Commerce (External) and Degree of Master of Marketing Management from Mumbai University
Brief Resume, Experience and Expertise in Functional Area	Mr. Jaison Jose is primarily responsible for the implementation of operational plans, operation strategies, budgets and forecasts at the corporate, regional and business unit level. He has more than 14 years of experience in the field of human resource services. Prior to joining our Company, he has been an Associate Partner of Qness Corp and has served as the Engagement Manager at Adecco Peopleone India.
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.
Remuneration last drawn	Please refer Form No. MGT-9, forming part of the Annual Report 2018-19
Remuneration sought to be paid	Please refer the resolution set forth in item no.5 of the notice.
List of Other Bodies Corporate in which Directorships Held	1. Saka Tech Labs Private Limited
Membership(s)/Chairmanship(s) of the committees of Boards other than Xelpmoc Design and Tech Limited	Nil
Shareholding in the Company	8,41,290 Equity Shares
Relationship with other Directors and Key Managerial Personnel of the Company	There is no inter-se relationship between Mr. Jaison Jose & other members of the Board and Key Managerial Personnel of the Company.

Annexure D

Name of the Director	Mr. Vishal Chaddha
DIN	05321782
Date of Birth	03-07-1973
Age	46 Years
Date of First Appointment on the Board	13-09-2017
Qualification	Degree of Bachelor of Science (Honors Course) from the University of Delhi & Post-Graduate Diploma in Management from the Indian Institute of Management, Calcutta.
Brief Resume, Experience and Expertise in Functional Area	Mr. Vishal Chaddha is primarily responsible for sales and business development, alliances, client relations, marketing and government relations for our Company. He has more than 23 years of experience in the field of general management, sales & marketing and brand management across the digital, financial services, fast moving consumer goods and media entertainment sectors. Prior to joining our Company, he was the Chief Executive Officer of the Internet Business at HT Media Limited, and has served as the Vice President and Head - NRI Business, Consumer Banking at ABN Amro Bank N.V., and as the General Manager - Marketing at Coca-Cola India Inc.
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.
Remuneration last drawn	Please refer Form No. MGT-9, forming part of the Annual Report 2018-19
Remuneration sought to be paid	Please refer the resolution set forth in item no.6 of the notice.
List of Other Bodies Corporate in which Directorships Held	1. Redmat Fitness Private Limited
Membership(s)/Chairmanship(s) of the committees of Boards other than Xelpmoc Design and Tech Limited	Nil
Shareholding in the Company	Nil
Relationship with other Directors and Key Managerial Personnel of the Company	There is no inter-se relationship between Mr. Vishal Chaddha & other members of the Board and Key Managerial Personnel of the Company

Annexure E

Name of the Director	Mr. Tushar Trivedi
DIN	08164751
Date of Birth	11-12-1963
Age	55 years
Date of First Appointment on the Board	02-07-2018
Qualification	Degree of Master of Science from the University of Mumbai & 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 31 years of experience in the field of digital banking, transactional banking, relationship management, business process transformation, business solutions and industrial manufacturing. Prior to joining our Company, he has worked with Kotak Mahindra Bank Private Limited, and has served as the Vice President of Citibank N.A., U.A.E.
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.
Remuneration last drawn	Please refer Form No. MGT-9, forming part of the Annual Report 2018-19
Remuneration sought to be paid	Please refer the resolution set forth in item no.7 of the notice.

List of Other Bodies Corporate in which Directorships Held	Nil
Membership(s)/Chairmanship(s) of the committees of Boards other than Xelpmoc Design and Tech Limited	Nil
Shareholding in the Company	22,243 Equity Shares
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 of the Company.

Annexure F

Name of the Director	Mr. Premal Mehta
DIN	00090389
Date of Birth	01-02-1964
Age	55 years
Date of First Appointment on the Board	02-07-2018
Qualification	Degree of 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 32 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.
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.
Remuneration last drawn	Please refer Form No. MGT-9, forming part of the Annual Report 2018-19
Remuneration sought to be paid	Please refer the resolution set forth in item no.8 of the notice.
List of Other Bodies Corporate in which Directorships Held	1. Wealth First Advisors Private Limited 2. Avenues Corporate Advisors Private Limited
Membership(s)/Chairmanship(s) of the committees of Boards other than Xelpmoc Design and Tech Limited	Nil
Shareholding in the Company	8,913 Equity Shares
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 of the Company.

Annexure G

Name of the Director	Mrs. Pratiksha Pingle
DIN	06878382
Date of Birth	09-07-1977
Age	42 years
Date of First Appointment on the Board	02-07-2018
Qualification	Chartered Accountant with additional credentials of General Management Program from IIM Lucknow, Accelerated Management Program from ISB Hyderabad, Diploma in IFRS, ACCA (UK).
Brief Resume, Experience and Expertise in Functional Area	Mrs. Pratiksha Pingle has more than 16 years of experience in the field of finance and accounts. Prior to joining our Company, she has worked with Accenture Services Private Limited, CBay Systems (India) Private Limited, Indica Research Private Limited and Lokhandwala Infrastructure Private Limited. Presently, she is also serving as Accounting head at HERE Solutions India Private Limited.
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.

Remuneration last drawn	Please refer Form No. MGT-9, forming part of the Annual Report 2018-19
Remuneration sought to be paid	Please refer the resolution set forth in item no.9 of the notice.
List of Other Bodies Corporate in which Directorships Held	Nil
Membership(s)/Chairmanship(s) of the committees of Boards other than Xelpmoc Design and Tech Limited	Chairman of Corporate Social Responsibility (CSR) Committee of Here Solutions India Private Limited
Shareholding in the Company	Nil
Relationship with other Directors and Key Managerial Personnel of the Company	There is no inter-se relationship between Mrs. Pratiksha Pingle & other members of the Board and Key Managerial Personnel of the Company.

Annexure H

Name of the Director	Mrs. Bhavna Chattopadhyay
DIN	08164750
Date of Birth	21-08-1972
Age	46 years
Date of First Appointment on the Board	02-07-2018
Qualification	Double Gold Medallist in B.Ed. and M.A – Orgpsychology from Delhi University
Brief Resume, Experience and Expertise in Functional Area	Mrs. Bhavna Chattopadhyay has been in the field of education for the last 23 years. she has been engaged in all facets of education ranging from teacher to teacher trainer and from content writer to organisational L&D functions. Spending the first 10 years in academic education, she switched tracks post a Harvard course in Education Policy and went into organisational and teacher training. Be it training corporates at RBS or mentoring teachers for CIDTT or being on the curriculum panel for XSEED books, what has remained singular is her focus on teaching and learning how to learn.
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.
Remuneration last drawn	Please refer Form No. MGT-9, forming part of the Annual Report 2018-19
Remuneration sought to be paid	Please refer the resolution set forth in item no. 10 of the notice.
List of Other Bodies Corporate in which Directorships Held	1. Redmat Fitness Private Limited
Membership(s)/Chairmanship(s) of the committees of Boards other than Xelpmoc Design and Tech Limited	Nil
Shareholding in the Company	4,53,234 Equity Shares
Relationship with other Directors and Key Managerial Personnel of the Company	Mr. Sandipan Chattopadhyay is a husband of Mrs. Bhavna Chattopadhyay.



XELPMOC DESIGN AND TECH LIMITED

CIN: L72200KA2015PLC082873

Registered Office: #17, 4th Floor, Agies Building, 1st A Cross, 5th Block,
Koramangala, Bengaluru - 560034. Tel.: 080 4370 8360

Website: www.xelpmoc.in Email: vaishali.kondbhar@xelpmoc.in

E-COMMUNICATION REGISTRATION FORM

Dear Shareholder,

Pursuant to provisions of Regulation 18 of the Companies (Management and Administration) Rules, 2014 and Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, Companies can send Annual Report in electronic mode to shareholders who have registered their email addresses for the purpose. Further, according to provisions of Regulation 18 of the Companies (Management and Administration) Rules, 2014, the Company required to provide an advance opportunity at least once in a financial year, to the member to register his/her e-mail address and changes therein and such request may be made by only those members who have not got their email id recorded or to update a fresh email id and not from the members whose e-mail ids are already registered.

We therefore request to all our shareholders to intimate by sending the duly filled form given below to receive communication from the Company in electronic mode to our Investor Service Department at the Registered Office of the Company. You can also download the attached registration form from our website at <https://www.xelpmoc.in/investorrelations>

Let's be part of this 'Green Initiative'!

Please note that as a member of the Company you will be entitled to receive all such communications in physical form, upon request.

Best Regards,

Vaishali Kondbhar
Company Secretary



E-COMMUNICATION REGISTRATION FORM

To,
Karvy Fintech Private Limited
Unit: Xelpmoc Design and Tech Limited
Karvy Selenium Tower B, Plot 31-32,
Gachibowli Financial District,
Nanakramguda, Hyderabad - 500 032
Phone No.: +91 40 6716 2222
E-mail: einward.ris@karvy.com

Dear Sir / Madam,

I hereby register / update my email address provided below for receiving all communication from the Company through electronic mode:

Folio No. / DP ID & Client ID
Name of the First Registered Holder
Name of the Joint Holder(s), (if any)
.....
Registered Address
.....
.....
Email ID (to be Registered)
Signature of the First Registered Holder
Date

Notes:

1. On registration / updation, all the communications will be sent to the registered e-mail Id.
2. The form is also available on the website of the Company www.xelpmoc.in under the heading "Investor relations" by the name "E-Communication Registration Form".
3. Members holding shares in electronic mode are requested to ensure to keep their e-mail Id updated with the Depository Participants with whom they are holding their Demat Account.
4. Members are requested to keep their depository participants / Company's Registrar - Karvy Fintech Private Limited informed as and when there is any change in the e-mail Id. Unless, the email Id given hereunder is changed by you by sending another communication in writing, the Company will continue to send all the communication to you on the above mentioned email Id.



XELPMOC DESIGN AND TECH LIMITED

CIN: L72200KA2015PLC082873

**Registered Office: #17, 4th Floor, Agies Building, 1st A Cross, 5th Block,
Koramangala, Bengaluru - 560034. Tel.: 080 4370 8360**

Website: www.xelpmoc.in Email: vaishali.kondbhar@xelpmoc.in

Attendance Slip

4th Annual General Meeting - 27th September, 2019

D.P. Id*	
Client Id *	

Folio No.	
No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER:

.....

I hereby record my presence at the **4th Annual General Meeting** of the Company held on **Friday, 27th September, 2019 at 2:00 p.m. at Casa De Bengaluru, No. 873, 17th E Main Road, KHB Colony, 6th Block, Koramangala, Bengaluru - 560095, Karnataka, India.**

.....
Signature of Shareholder/Proxy

* Applicable for investors holding shares in electronic form.

Note: Please fill attendance slip and hand it over at the entrance of the meeting premises. Joint shareholders may obtain additional Slip at the venue of the Meeting.





XELPMOC DESIGN AND TECH LIMITED

CIN: L72200KA2015PLC082873

Registered Office: #17, 4th Floor, Agies Building, 1st A Cross, 5th Block,
Koramangala, Bengaluru - 560034. Tel.: 080 4370 8360

Website: www.xelpmoc.in Email: vaishali.kondbhar@xelpmoc.in

**Form No. MGT-11
Proxy Form**

Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN : L72200KA2015PLC082873
Name of the Company : XELPMOC DESIGN AND TECH LIMITED
Registered Office : #17, 4th Floor, Agies Building, 1st A Cross, 5th Block, Koramangala, Bengaluru - 560034
Name of the member(s) :
Registered Address :
Email ID :
Folio No/Client ID :
DP ID :

I/We, being the member(s) of:Equity Shares
of the above named Company, hereby appoint

- 1) Name :Address :
Email ID :Signature :, or failing him
- 2) Name :Address :
Email ID :Signature :, or failing him
- 3) Name :Address :
Email ID :Signature :, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **4th Annual General Meeting** of the Company to be held on **Friday, 27th September, 2019 at 2:00 p.m., at Casa De Bengaluru, No. 873, 17th E Main Road, KHB Colony, 6th Block, Koramangala, Bengaluru - 560095, Karnataka, India** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	Assent/Dissent	
		For (Assent)	Against (Dissent)
ORDINARY BUSINESS			
1.	To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended 31 st March, 2019 together with the reports of the Board of Directors and Auditors thereon;		
2.	To appoint a Director in place of Mr. Jaison Jose (DIN: 07719333), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.		



SPECIAL BUSINESS			
3.	Ratification of appointment of Mr. Sandipan Chattopadhyay (DIN 00794717), Managing Director & CEO of the Company and term & condition of remunerations thereon in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015		
4.	Ratification of appointment of Mr. Srinivas Koora (DIN 07227584), Whole-time Director & CFO of the Company and term & condition of remunerations thereon in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015		
5.	Ratification of appointment of Mr. Jaison Jose (DIN 07719333), Whole-time Director of the Company and term & condition of remunerations thereon in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015		
6.	Ratification of appointment of Mr. Vishal Chaddha (DIN 05321782), Whole-time Director of the Company and term & condition of remunerations thereon in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015		
7.	Ratification of appointment of Mr. Tushar Trivedi (DIN 08164751), Independent Director of the Company in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015		
8.	Ratification of appointment of Mr. Premal Mehta (DIN 00090389), Independent Director of the Company in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015		
9.	Ratification of appointment of Mrs. Pratiksha Pingle (DIN 06878382), Independent Director of the Company in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015		
10.	Ratification of appointment of Mrs. Bhavna Chattopadhyay (DIN 08164750), Non-Executive and Non-Independent Woman Director of the Company in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015		
11.	Approval of Xelpmoc Design and Tech Limited Employees Stock Option Scheme - 2019 ("ESOP - 2019 / Scheme")		

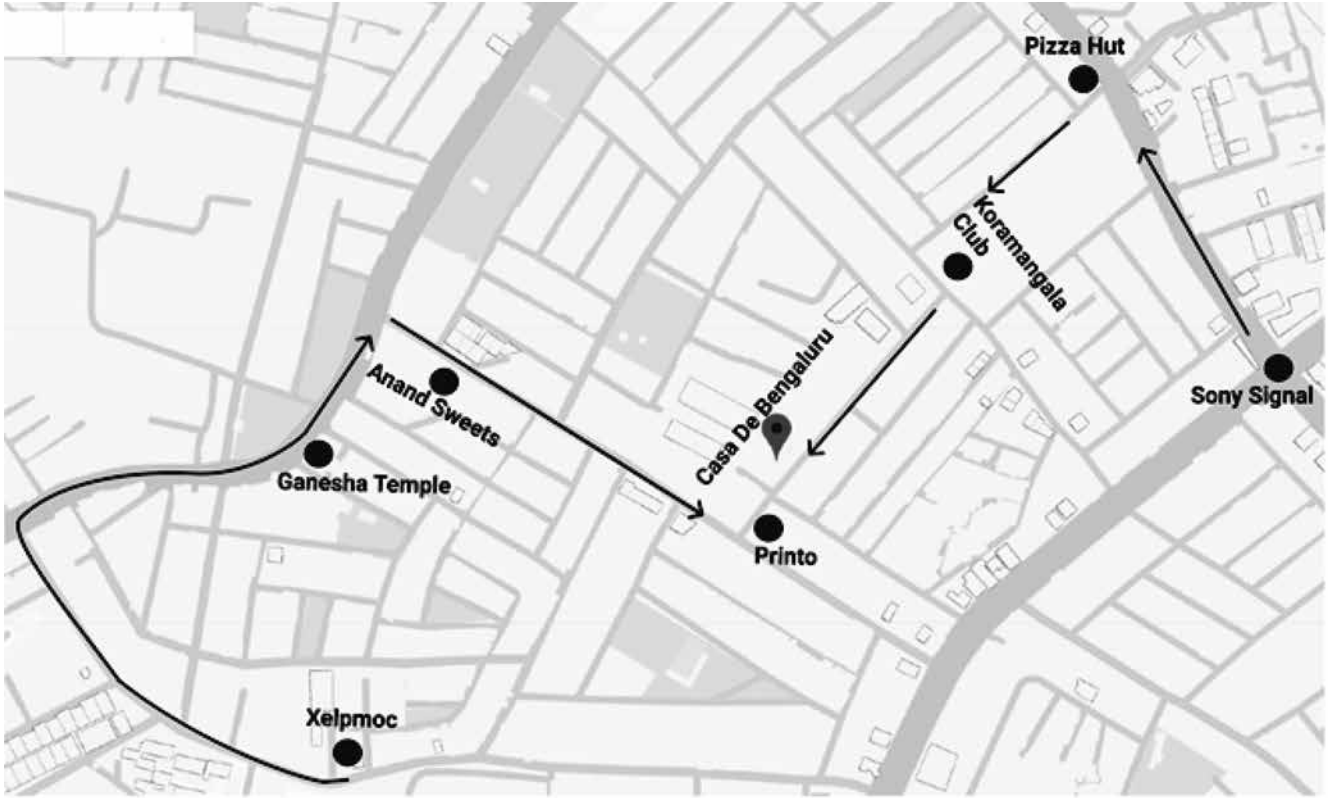
Signed this..... day of 2019.

.....
Signature of shareholder

Affix Revenue Stamp

.....
Signature of the proxy holder (s)

Note: This form of proxy in order to be effective, should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.



Route Map of AGM Venue: Casa De Bengaluru, No. 873, 17th E Main Road, KHB Colony, 6th Block, Koramangala, Bengaluru - 560095, Karnataka, India.