

Terms and conditions of appointment of the Independent Directors of the Company

1. Mr. Tushar Trivedi has been appointed as Independent Director of the Company for a term of 5 (Five) consecutive years by the members at an Extraordinary General Meeting held on July 2, 2018.
2. Mr. Premal Mehta has been appointed as an Independent Director of the Company for a term of 5 (Five) consecutive years by the members at an Extraordinary General Meeting held on July 2, 2018.
3. Mrs. Karishma Bhalla has been appointed as an Independent Director of the Company for a term of 5 (five) consecutive years by the members at an Annual General Meeting held on September 30, 2020.

Terms and conditions of appointment of Independent Directors:

I. Term:

A. Mr. Tushar Trivedi

The appointment is for a term commencing from July 2, 2018 upto July 1, 2023 (the "Termination Date"). Unless the Appointment is renewed on or prior to the Termination Date, he will cease to hold office as an Independent Director of the Company immediately after the Termination Date.

B. Mr. Premal Mehta

The appointment is for a term commencing from July 2, 2018 upto July 1, 2023 (the "Termination Date"). Unless the Appointment is renewed on or prior to the Termination Date, he will cease to hold office as an Independent Director of the Company immediately after the Termination Date.

C. Mrs. Karishma Bhalla

The appointment is for a term commencing from August 14, 2020 to August 13, 2025 (the "Termination Date"). Unless the Appointment is renewed on or prior to the Termination Date, she will cease to hold office as an Independent Director of the Company immediately after the Termination Date.

II. Other Terms and Conditions:

1. Committees:

During the Appointment, the Independent Director may be required to serve on one or more committees of the Board including Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and other Committees as the Board may decide.

The Independent Director is an Independent non-executive director and will be identified as such in the annual report and other documentation of the Company. If circumstances change and he/she believes that his/her independence will be in doubt, he/she should discuss the same with the Chairman of the Company as soon as practicable.

XELPMOC DESIGN AND TECH LIMITED

Regd & Corp Address: #17, 4thFloor, Agies Building, 1stA Cross, 5thBlock, Koramangala, Bengaluru - 560034
Phone number: 080 4370 8360 | Website: www.xelpmoc.in | Email: vaishali.kondbhar@xelpmoc.in

CIN NO: L72200KA2015PLC082873 | GST NO: 29AAACX1880G1Z5

2. Duties and Liabilities:

The Independent Director will perform his/her fiduciary duties in a responsible manner and his/her duties and responsibilities to the Company will at par with other Non-Executive Directors.

The Independent Director shall act in accordance with the Articles of Association of the Company and while discharging his duties, comply with the requirements of Section 166, Schedule IV and other applicable provisions of the Companies Act 2013 ("the Act") and regulation 25 of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 SEBI (Listing Regulations).

The Independent Director will be held liable only in respect of such acts of omission or commission by the Company which have occurred with his knowledge, attributable through Board processes and with his consent or where he has not acted diligently.

3. Code for Independent Director:

The Company has relied on the declaration of the Independent Director that he meets the criteria of independence as provided in Section 149 of the Act and SEBI (Listing Regulations).

The Independent Director shall be required to abide by the guidelines as to professional conduct for Independent Directors as set out in Section 149 read with Schedule IV to the Act and SEBI (Listing Regulations).

The Independent Director shall also require to comply with the provisions of rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 as applicable to them.

The Independent Director will be required to comply with applicable provisions of any code of conduct framed by the Board of Directors of the Company.

4. Time Commitment:

By accepting the appointment the Independent Director confirm that he will be able to allocate sufficient time to perform his duties as a director and attend meetings of the Board or any committee thereof. In addition to such attendances, he will be expected to devote appropriate preparation time ahead of each meeting.

5. Training and Development:

The Independent Director will be invited to attend ongoing training and familiarization sessions for Directors.

The Board members are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices.

Periodic presentations are made at the Board and Board Committee meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved.

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Quarterly updates on relevant statutory changes and landmark judicial pronouncements encompassing important laws are regularly circulated to Directors.

6. Evaluation Process:

The performance evaluation of individual Directors shall be done by the entire Board, excluding the director being evaluated, on an annual basis.

7. Remuneration:

In consideration of Independent Directors' services, Independent Directors shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof, as may be determined by the Board from time to time.

8. Expenses:

In addition to the remuneration stated in the preceding paragraph, the Company will reimburse Independent Director or bear and pay, all travel, accommodation or other expenses incurred as a result of him/her carrying out his duties as a Director. The Independent Director may, at the Company's expense, seek independent legal or other professional advice where necessary to perform his/her duties and will be entitled to reimbursement of costs incurred in seeking such advice.

9. Confidentiality:

The Independent Director agree that both during and after the term of appointment, he will not use for his own, or for another's benefit, or disclose or permit the disclosure of any confidential information relating to the Company, subsidiary or any group or associate companies of the Company, which he/she may acquire by virtue of his position as an Independent Director, including without limitation, any information about the deliberations of the Board. The restriction shall cease to apply to any confidential information which may (other than by reason of the director's breach of his term), become available to the public generally.

10. Insurance:

The Company has Directors' and Officers' ("D&O") liability insurance and it is intended to maintain such cover for the full term of the Appointment.

The Independent Director may obtain details of such insurance from the Company Secretary.

11. Indemnity:

The directors are granted an indemnity from the Company in respect of liabilities incurred as a result of their office, to the extent permitted by law.

12. Publication of Letter:

In line with the provisions of Schedule IV to the Act, the letter of appointment will be open for inspection by any member of the Company and the Company will also post the terms and conditions of the appointment on the Company's website.

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13. Governing Law:

The appointment and the terms hereunder are governed by the laws of India.

14. Relationship:

This appointment letter constitutes neither a contract for services nor a service contract.

There will be no relationship of employer and employee as a consequence of appointment as an Independent Director of the Company.

15. Authority

This term and condition of appointment of Independent Directors is issued under the authority of the Board.

For Xelpmoc Design and Tech Limited

Srinivas Koora

Whole-time Director and CFO

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