

September 06, 2024

To

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

Sub: Notice of the 9th Annual General Meeting ('AGM')

This is to inform you that the 9th Annual General Meeting ("AGM") of the Company scheduled to be held on Monday, September 30, 2024 at 3:00 p.m. (IST) through Video Conference/Other Audio-Visual Means to transact the ordinary and special businesses as set out in the Notice of the AGM, in compliance with the applicable provisions of the Companies Act, 2013 and Rules made thereunder ("Act"), and the General circular dated September 25, 2023, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, and December 14, 2021 May 5, 2022 and December 28, 2022 (collectively referred to as 'MCA Circulars') and applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and SEBI Circular dated October 07 2023 read together with circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05 2023 (collectively referred to as 'SEBI Circulars').

Pursuant to provision of section 101 and 136 of the Act and MCA Circulars and SEBI Circular, the Annual Report for Financial Year 2023-24 including the Notice convening the AGM of the Company have been sent electronically, to the members of the Company, whose e-mail address is registered with the Company / Registrar and Share Transfer Agent, KFin Technologies Limited ("KFinTech") / Depository Participant(s).

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice convening the AGM of the Company.

The Notice of the AGM is also available on the website of the Company at <https://www.xelpmoc.in/agmegmnotice>

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

The Company has fixed Monday, September 23, 2024 as the "Cut-off Date" for the purpose of members determining the Members eligible to vote on the resolutions set out in the Notice of the AGM or to attend the AGM.

XELPMOC DESIGN AND TECH LIMITED

Registered Office: No.57, 13th Cross, Novel Business Park, Hosur Road, Anepalya, Adugodi, Bengaluru - 560030

Corporate Office: 8th Floor, Raheja Mindspace, Building No. 4, Hyderabad-500081

CIN NO: L72200KA2015PLC082873 | **Website:** www.xelpmoc.in | **Email:** hello@xelpmoc.in | **Mob. No:** (+91) 6364316889

Bengaluru | Hyderabad | Mumbai

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

This is for your information and records.

Thanking you,

Yours faithfully,

For Xelpmoc Design and Tech Limited

Vaishali Kondbhar
Company Secretary and Compliance Officer
Enc: as above

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Annexure 1

Brief details viz. agenda proposed to be taken up/resolutions to be passed, manner of approval proposed etc.

Sr. No.	Resolution Description	Manner of approval proposed
Ordinary Business		
1	To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2024, together with the reports of the Board of Directors and Auditors thereon.	Ordinary Resolution
2	To appoint Pranjal Sharma (DIN: 06788125), who retires by rotation as a Director.	Ordinary Resolution
Special Business		
3	Approval of Material Related Party Transaction with Mihup Communications Private Limited, Related Party.	Ordinary Resolution
4	To re-appoint Mr. Sandipan Chattopadhyay (DIN:00794717), as a Managing Director and Chief Executive Officer (CEO) and fix remuneration thereon	Special Resolution
5	To re-appoint Mr. Srinivas Koora, as a Whole-Time Director and Chief Financial Officer (CFO) and fix remuneration thereon	Special Resolution
6	To re-appoint Mr. Jaison Jose, as a Whole-Time Director and fix remuneration thereon	Special Resolution

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Notice

NOTICE is hereby given that the 9th Annual General Meeting (“**AGM**”) of the Members of **Xelpmoc Design and Tech Limited** (the “**Company**”) will be held on Monday, September 30, 2024, at 3:00 p.m. (IST) through Video Conferencing/Other Audio-Visual Means (“**VC/OVAM**”) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2024, together with the reports of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolution as an **ordinary resolution**:

“**RESOLVED THAT** the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2024, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. To appoint Mr. Pranjal Sharma (DIN: 06788125), who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **ordinary resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Pranjal Sharma (DIN: 06788125), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

SPECIAL BUSINESS:

3. Approval of Material Related Party Transaction with Mihup Communications Private Limited, Related Party and in this regard to consider and if thought fit, to pass, the following resolution as an **ordinary resolution**:

“**RESOLVED THAT** pursuant to the provisions of the Section 188 and other applicable provision of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the consent of the Members of the

Company be and is hereby accorded to the Board of Directors of the Company (“Board”), for entering into and/or carrying out and/or continuing with existing contracts/arrangements/transactions or modification(s) of earlier/arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Mihup Communications Private Limited, a related party of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/arrangement(s)/transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/arrangements/transactions, settle all questions, difficulties or doubts that may arise in this regard.”

4. To re-appoint Mr. Sandipan Chattopadhyay, as a Managing Director and Chief Executive Officer (CEO) and fix remuneration thereon and in this regard to consider and if thought fit, to pass, the following resolution as a **special resolution**:

“**RESOLVED THAT** pursuant provisions of Sections 152, 196, 197, 198 and 203 of the Companies Act, 2013 (“Act”) read with relevant rules made thereunder and Schedule V, and other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Articles of Association of the Company, Mr. Sandipan Chattopadhyay (DIN: 00794717) who was appointed as a Managing Director and Chief Executive Officer at the Extra-Ordinary General Meeting held on July 02, 2021 and whose term of office expired at July 01, 2024 and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as a Managing Director and Chief Executive Officer (CEO) of the Company, based on the recommendations of the Nomination and Remuneration Committee, Audit Committee and Board of Directors, for a period of 3 (Three) years with effect from

July 02, 2024 to July 01, 2027, on the following terms and conditions along with the remuneration payable to him as per the provisions of aforesaid Sections read with Schedule V of the Act, w.e.f. July 02, 2024:

<p>I Remuneration:</p> <p>A. Monthly Fixed Salary in the scale of ₹ 2,50,000/- to ₹ 3,50,000/- per month with the authority to the Board or any Committee thereof to fix the salary within the said scale from time to time.</p> <p>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 or any Committee thereof from time to time.</p> <p>C. Medical Reimbursement: Reimbursement of expenses incurred for self and family as per the policy of the Company.</p> <p>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.</p> <p>E. Company's contribution towards Provident Fund as per the rules of the Company.</p> <p>F. Gratuity: As per rules of the Company.</p> <p>G. Earned Leave: As per rules of the Company.</p> <p>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.</p>	<p>V 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 or any Committees thereof.</p>
<p>II The Company shall reimburse to the Managing Director entertainment, travelling and all other expenses incurred by him for the business of the Company.</p>	<p>VI The Managing Director shall not, so long as he functions as such, become interested or otherwise concerned directly or through his relatives in any contract or arrangement or related party transactions of the Company without the requisite prior approvals.</p>
<p>III The Managing Director will also be entitled to such other privileges, facilities and amenities in accordance with the rules and regulations of the Company for its employees, as amended from time to time by Board of Directors or any Committee, within the overall limits prescribed under Section 197 and 198 of the Act read with Schedule V of the Companies Act, 2013 or any statutory modification thereof. Any terms and conditions set out for appointment and payment of remuneration herein may be altered and revised from time to time by the Board of Directors of the Company or any committee thereof.</p>	<p>VII During the tenure of his office as Managing Director, he shall not be liable to retire by rotation.</p>
<p>IV 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 or any statutory modification thereof and/or applicable regulation of listing regulations and the same shall be treated as the Minimum Remuneration payable to the said Managing Director.</p>	<p>VIII The appointment may be terminated at any time by either party thereto by giving to the other party three months notice of such termination and neither party will have any claim against each other for damages or compensation by any reason of such termination.</p>
	<p>IX The Managing Director will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and functions of the Managing Director will be under the overall authority of the Board of Directors.</p>
	<p>X 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.</p>
	<p>XI The Managing Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.</p>
	<p>XII Mr. Sandipan Chattopadhyay 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.</p>
	<p>XIII The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Sandipan Chattopadhyay under Section 190 of the Act.</p>
	<p>RESOLVED FURTHER THAT the Board of Directors or any committee thereof be and is hereby authorized to vary, alter and modify the terms and conditions mentioned hereinabove including remuneration up to the permissible limit as provided under Section 197 and 198 read with Schedule V of the Act and other applicable laws and further 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.”</p>

5. To re-appoint Mr. Srinivas Koorra, as a Whole-Time Director and Chief Financial Officer (CFO) and fix remuneration thereon and in this regard to consider and if thought fit, to pass, the following resolution as a **special resolution**:

“RESOLVED THAT pursuant provisions of Sections 152, 196, 197, 198 and 203 of the Companies Act, 2013 (“Act”) read with relevant rules made thereunder and Schedule V, and other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Articles of Association of the Company, Mr. Srinivas Koorra (DIN: 07227584) who was appointed as a Whole-Time Director and Chief Financial Officer (CFO) at the Extra-Ordinary General Meeting held on July 02, 2021 and whose term of office expired at July 01, 2024 and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as a Whole-Time Director and Chief Financial Officer (CFO) of the Company, based on the recommendations of the Nomination and Remuneration Committee, Audit Committee and Board of Directors, for a period of 3 (Three) years with effect from July 02, 2024 to July 01, 2027, on the following terms and conditions along with the remuneration payable to him as per the provisions of aforesaid Sections read with Schedule V of the Act, w.e.f. July 2, 2024:

I Remuneration:

- A. Monthly Fixed Salary in the scale of ₹ 2,50,000/- to ₹ 3,50,000/- per month 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 or any Committee thereof 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.

- II** The Company shall reimburse to the Whole-Time Director entertainment, travelling and all other expenses incurred by him for the business of the Company.

- III** The Whole-Time Director will also be entitled to such other privileges, facilities and amenities in accordance with the rules and regulations of the Company for its employees, as amended from time to time by Board of Directors or any Committee, within the overall limits prescribed under Section 197 and 198 of the Act read with Schedule V of the Companies Act, 2013 or any statutory modification thereof. Any terms and conditions set out for appointment and payment of remuneration herein may be altered and revised from time to time by the Board of Directors of the Company or any Committee thereof.

- IV** 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 or any statutory modification thereof and/ or applicable regulation of listing regulations and the same shall be treated as the Minimum Remuneration payable to the said Whole-Time Director.

- V** The Whole-Time Director shall not, so long as he functions as such, become interested or otherwise concerned directly or through his relatives in any contract or arrangement or related party transactions of the Company without the requisite prior approvals.

- 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 or any Committees thereof.

- 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 three months notice of such termination and neither party will have any claim against each other for damages or compensation by any reason of such termination.

- IX** The Whole-Time Director will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and the functions of the Whole-Time Director will be under the overall authority of Board and/or the Managing Director.

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- X** 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.
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- XI** The Whole-Time Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.
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- XII** Mr. Srinivas Koora 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.
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- XIII** The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Srinivas Koora under Section 190 of the Act.
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RESOLVED FURTHER THAT the Board of Directors or any committee thereof be and is hereby authorized to vary, alter and modify the terms and conditions mentioned hereinabove including remuneration up to the permissible limit as provided under Section 197 and 198 read with Schedule V of the Act and other applicable laws and further 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 re-appoint Mr. Jaison Jose, as a Whole-Time Director and fix remuneration thereon and in this regard to consider and if thought fit, to pass, the following resolution as a **special resolution**:

“RESOLVED THAT pursuant provisions of Sections 152 196, 197, 198 and 203 of the Companies Act, 2013 (“Act”) read with relevant rules made thereunder and Schedule V, and other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Articles of Association of the Company, Mr. Jaison Jose (DIN: 07719333) who was appointed as a Whole-Time Director at the Extra-Ordinary General Meeting held on July 02, 2021 and whose term of office expired at July 01, 2024 and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as a Whole-Time Director of the Company, based on the recommendations of the Nomination and Remuneration Committee, Audit Committee and Board of Directors, for a period of 3 (Three) years with effect from July 02, 2024 to July 01, 2027, on the following terms and conditions

along with the remuneration payable to him as per the provisions of aforesaid Sections read with Schedule V of the Act, w.e.f. July 2, 2024:

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- I Remuneration:**
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- A. Monthly Fixed Salary in the scale of ₹ 2,50,000/- to ₹ 3,50,000/- per month with the authority to the Board or any committee thereof to fix the salary within the said scale from time to time.
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- 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 or any committee thereof from time to time.
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- C. Medical Reimbursement: Reimbursement of expenses incurred for self and family as per the policy of the Company.
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- 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.
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- E. Company's contribution towards Provident Fund as per the rules of the Company.
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- F. Gratuity: As per rules of the Company.
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- G. Earned Leave: As per rules of the Company.
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- 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.
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- II** The Company shall reimburse to the Whole-Time Director entertainment, travelling and all other expenses incurred by him for the business of the Company.
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- III** The Whole-Time Director will also be entitled to such other privileges, facilities and amenities in accordance with the rules and regulations of the Company for its employees, as amended from time to time by Board of Directors or any Committee, within the overall limits prescribed under Section 197 and 198 of the Act read with Schedule V of the Companies Act, 2013 or any statutory modification thereof. Any terms and conditions set out for appointment and payment of remuneration herein may be altered and revised from time to time by the Board of Directors of the Company or any Committee thereof.
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- IV** 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 or any statutory modification thereof and/or applicable regulation of listing regulations and the same shall be treated as the Minimum Remuneration payable to the said Whole-Time Director.
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- V** The Whole-Time Director shall not, so long as he functions as such, become interested or otherwise concerned directly or through his relatives in any contract or arrangement or related party transactions of the Company without the requisite prior approvals.
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- 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 or any Committees thereof.
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- VII** During the tenure of his office as Whole-Time Director, he shall be liable to retire by rotation.
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- VIII** The appointment may be terminated at any time by either party thereto by giving to the other party three months notice of such termination and neither party will have any claim against each other for damages or compensation by any reason of such termination
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- IX** The Whole-Time Director will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and the functions of the Whole-Time Director will be under the overall authority of the Board/or the Managing Director.
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- X** 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.
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- XI** The Whole-Time Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.
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- XII** Mr. Jaison Jose 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.
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- XIII** The above may be treated as a written memorandum setting out the terms of re-appointment of Jaison Jose under Section 190 of the Act.
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RESOLVED FURTHER THAT the Board of Directors or any committee thereof be and is hereby authorized to vary, alter and modify the terms and conditions mentioned hereinabove including remuneration up to the permissible limit as provided under Section 197 and 198 read with Schedule V of the Act and other applicable laws and further 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.”

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

Vaishali Kondbhar
Company Secretary & Compliance Officer

Place: Mumbai

Date: August 12, 2024

Registered office:

Xelpmoc Design and Tech Limited

No. 57, 13th Cross, Novel Business Park,

Hosur Road, Anepalya, Adegodi, Bangalore - 560030

Mob. No: (+91) 6364316889 Website: www.xelpmoc.in

Email: vaishali.kondbhar@xelpmoc.in

Notes

1. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of Special Business, to be transacted at the Annual General Meeting (“AGM”) is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
 2. The Ministry of Corporate Affairs (“MCA”) has, vide its circular dated September 25, 2023, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, and December 14, 2021 May 5, 2022 and December 28, 2022 (collectively referred to as ‘MCA Circulars’), permitted convening the Annual General Meeting (‘AGM’/‘Meeting’) through Video Conferencing (‘VC’) or Other Audio Visual Means (‘OAVM’), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (‘the Act’) read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
 3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form, Attendance Slip and the Route Map of the venue of the Meeting are not annexed hereto.
 4. In terms of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013, Mr. Pranjal Sharma (DIN: 06788125), is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Director has furnished the requisite declaration for his re-appointment. The Board of Directors of the Company recommends his re-appointment.

Mr. Pranjal Sharma, Director of the Company, is interested in the Ordinary Resolution set out at Item No. 2, of the Notice with regard to his re-appointment. The relatives of Mr. Pranjal Sharma may be deemed to be interested in the resolution set out at Item No. 2 of the Notice, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No. 2 of the Notice.
- Details of Directors retiring by rotation/seeking appointment/re-appointment at this Meeting are provided in the ‘Annexures A to D’ to the Notice.
5. The Securities and Exchange Board of India (‘SEBI’) also, vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05 2023 and SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated October 07 2023 (‘SEBI Circulars’), has dispensed with the requirement of printing and dispatch of annual reports by the companies to their shareholders.
 6. Pursuant to the provisions of Section 101 and Section 136 of the Companies Act, 2013 read with Rule 18 of Companies (Management and Administration) Rules, 2014 and Rule 11 of Companies (Accounts) Rules, 2014, Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail Id either with the Company or the Registrar and Share Transfer Agent of the Company (“**Registrar and Share Transfer Agent**”) or with the Depository Participants. Accordingly, in terms of aforesaid provision and MCA Circulars and SEBI Circulars electronic copy of the Notice along with the Annual Report for the financial year ended March 31, 2024, consisting of financial statements including Board’s Report, Auditors’ Report and other documents required to be attached therewith, is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/Registrar and Transfer Agent/ Depository Participants/Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company’s website www.xelpmoc.in, websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of Company’s Registrar and Transfer Agent, KFin Technologies Limited (‘KFinTech’) at <https://evoting.kfintech.com>
 7. (a) Members holding shares in physical mode, who have not registered/updated their e-mail address with the Company, are requested to register/update their e-mail address by submitting Form ISR-1 (available on the website of the Company www.xelpmoc.in) duly filled and signed along with requisite supporting documents to KFinTech at Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032.
 - (b) Members holding shares in dematerialised mode, who have not registered/ updated their e-mail address are requested to register/update the same with the Depository Participant(s) where they maintain their demat accounts.

- (c) Further, in terms of MCA Circulars, the Company has made arrangements with KFinTech for registration of email addresses for the limited purpose of receiving the Notice of the AGM and Annual Report (including remote e-voting instructions) electronically. Therefore, the members of the Company, who have not registered their email addresses are requested to get their email addresses registered by following the process given in clause B under point II of Step 2 under E-voting & E-AGM instruction of this Notice. Accordingly, the Company shall send the Notice of the AGM and Annual Report to such members whose e-mail ids get registered along with the User ID and the Password to enable e-voting.
8. The Company has enabled the Members to participate at the AGM through the VC/OAVM facility provided by KFinTech. The instructions for participation at the AGM through VC/OAVM by members are given in the instruction part of this Notice.
 9. As per the provisions under the MCA Circulars, Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 10. In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and applicable provisions of the SEBI Listing Regulations, the Company has engaged the services of KFinTech, to provide the facility of voting through electronic means to the members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid Meeting.
 11. The Company shall be providing the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting system ("Insta Poll") during the AGM. The process of remote e-voting with necessary user id and password is given in the instruction part of this Notice. Such remote e-voting facility is in addition to voting that will take place at the AGM being held through VC/OAVM.
 12. In terms of MCA Circulars, the businesses set out in the Notice will be transacted by the members only through remote e-voting or through the e-voting system ("Insta Poll") during the meeting while participating through VC/OAVM facility.
 13. Members joining the meeting through VC/OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting system ("Insta Poll") at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC/OAVM but shall not be entitled to cast their vote again. If a Member cast votes by both modes i.e., e-voting system ("Insta Poll") at AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
 14. Voting rights of the members (for voting through remote e-voting or e-voting system ("Insta Poll") at the AGM) shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Monday, September 23, 2024. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories, as on the cut-off date, shall only be entitled to avail the facility of remote e-voting or e-voting system ("Insta Poll") at the AGM.
 15. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorized representative(s), to the Company at vaishali.kondbhar@xelpmoc.in with a copy to evoting@kfintech.com and/or access the link <https://evoting.kfintech.com> to upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_ EVENT NO". Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM.
 16. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and a Certificate from the Secretarial Auditors of the Company under Regulation 13 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and other relevant documents shall be made available only in electronic form for inspection during the AGM.
 18. All relevant documents referred to in the Notice and Explanatory Statement would be made available for inspection by the members through electronic mode up to the date of AGM and at the AGM. Members seeking to inspect such documents can send an e-mail to vaishali.kondbhar@xelpmoc.in.
 19. As mandated by the Securities and Exchange Board of India ('SEBI'), securities of the Company can be transferred/traded only in dematerialised form. Members holding shares in physical form are advised to avail the facility of dematerialisation.

SEBI through relevant circulars issued in this regards, has mandated furnishing of PAN, KYC and nomination details by all shareholders holding shares in physical form.

20. Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc., as per instructions set out below:

- For shares held in electronic form: to their Depository Participant and changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and KFinTech to provide efficient and better service to the Members. NSDL has provided a facility for registration/updation of e-mail address through the link: <https://eservices.nsdl.com/kyc-attributes/#/loginandopt-in/opt-out> of nomination through the link: <https://eservices.nsdl.com/instademmat-kyc-nomination/#/login>.
- For shares held in physical form: Pursuant to SEBI circulars, members are requested to furnish PAN, postal address, e-mail address, mobile number, specimen signature, bank account details and nomination by submitting to KFinTech the forms given below along with requisite supporting documents:

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

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

21. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be:
- Change in their residential status on return to India for permanent settlement;
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code number, if not furnished earlier.

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

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

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

Mr. Raghunath Veedha, Manager
KFin Technologies Limited
(Unit: Xelpmoc Design and Tech Limited)
Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad 500 032
Toll-free No.: 1800 309 4001 (from 9:00 a.m. (IST) to
6:00 p.m. (IST) on all working days).
E-mail: evoting@kfintech.com,
einward.ris@kfintech.com

23. 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 Monday, September 23, 2024 (as at the end of the business hours) being the cut-off date for the purpose of Rule 20(4)(vii) of the rules fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by KFinTech from a place other than the venue of the Meeting (remote e-voting).

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

Commencement of remote e-voting: From 9.00 a.m. (IST) on Thursday, September 26, 2024 and end of remote e-voting: Up to 5.00 p.m. (IST) on Sunday, September 29, 2024.

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

24. The Board of Directors has appointed Mr. Manish Rajnarayan Gupta or falling him Mr. Vijay Babaji Kondalkar, partners of M/s. VKMG & Associates LLP, Practicing Company Secretaries as the **“Scrutinizer”** for the purpose of scrutinizing the process of remote e-voting and e-voting system (“Insta Poll”) at the Meeting in a fair and transparent manner.
25. The Scrutinizer shall after the conclusion of voting at the general meeting, count the votes cast at the meeting through e-voting (“Insta Poll”) and votes cast through remote e-voting and shall make, not later than two working days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
26. The results declared along with the report of the scrutinizer shall be placed on the Company’s website at www.xelpmoc.in and on the website of KFinTech immediately after the declaration of the results and simultaneously communicated to the Stock Exchanges, where the shares of the Company are listed. The result will be displayed on the notice board of the Company at its Registered Office.
27. The Company does not have any amount, which is required to be transferred, in terms of Section 124 of the Companies Act, 2013, to Investor Education and Protection Fund of the Central Government, during the financial year 2023-2024.
28. In case of any general queries or information regarding the Annual Report, the Members may write to vaishali.kondbhar@xelpmoc.in to receive an email response. However, queries on the accounts and operations of the Company or the businesses covered under the Notice may be sent to vaishali.kondbhar@xelpmoc.in at least seven days in advance of the meeting so that the answers of the same may be replied suitably by the Company or may be made readily available at the meeting.
29. After the conclusion of AGM, the recorded transcript of the AGM shall as soon as possible be made available on the website of the Company at www.xelpmoc.in.
30. The resolutions shall be deemed to be passed on the date of the general meeting, subject to receipt of sufficient votes.

E-VOTING AND E-AGM INSTRUCTION:

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013 (**“Act”**), read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by listed entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on **“e-Voting facility provided by Listed Companies”**, e-Voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts/websites of Depositories/Dps in order to increase the efficiency of the voting process.
- iii. Individual demat accountholders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he/she is already registered with KFinTech for remote e-Voting then he/she can use his/her existing user ID and password for casting the vote.
- iv. In case of individual shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode.”
- v. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:
 - Step 1:** Access to depositories e-Voting system in case of individual shareholders holding shares in demat mode.
 - Step 2:** Access to Kfintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3: Access to join virtual meetings (e-AGM) of the Company on Kfin system to participate in e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for individual shareholders holding securities in demat mode.

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

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

Procedure to login through websites of Depositories

National Securities Depository Limited (NSDL)

- iii. On the login page, enter User ID (i.e. 16-character demat account number held with NSDL, starting with IN), Login Type, i.e. through typing Password (in case you are registered on NSDL's e-voting platform)/through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen.
- iv. You will be to see Company Name: 'Xelpmoc Design and Tech Limited' on the next screen. **Click on the e Voting link available against Xelpmoc Design and Tech Limited or select e Voting service provider 'KFinTech'** and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

Central Depository Services (India) Limited (CDSL)

- iv. On successful authentication, you will enter the e-voting module of CDSL. Click on the e Voting link available against 'Xelpmoc Design and Tech Limited' or select e Voting service provider 'KFinTech' and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

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

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

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

Contact details in case of any technical issue on NSDL Website

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

Contact details in case of any technical issue on CDSL Website

Members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at **022 23058738 or 022 23058542 43**

4. NSDL Mobile App – Speede

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

NSDL Mobile App is available on



Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- (A) Members whose email IDs are registered with the Company/Depository Participants (s), will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
 - i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.

- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A - Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVEN” i.e., “Xelpmoc Design and Tech Limited- AGM” and click on “Submit”.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution(s), you will not be allowed

to modify your vote. **During the voting period, Members can login any number of times till they have voted on the Resolution(s).**

- xii. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Company at email id vaishali.kondbhar@xelpmoc.in with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name_Even No.”
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Notice of AGM, Annual Report and e-voting instructions cannot be serviced, will have to follow the following process:
- i. member may send an e-mail request at the email id einward.ris@kfintech.com along with sign scanned copy of the request letter providing the email address, mobile number, self-attested PAN copy and client master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of AGM, Annual Report and the e-voting instructions.
 - ii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

III) Instructions for all the shareholders, including individual, other than individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the AGM through VC/OAVM platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFinTech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the user ID and password for e-Voting or have forgotten the user ID and password may retrieve the same by following the remote e-Voting instructions mentioned above.

- ii. facility for joining AGM through VC/OAVM shall open at least 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox22.
- iv. Members will be required to grant access to the webcam to enable VC/OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/may send their queries/question if any pertaining to the accounts and operations of the Company in advance at least seven day before the meeting by mentioning their name, demat account number/folio number, email id, mobile number at vaishali.kondbhar@xelpmoc.in so that the answers of the same may be replied suitably by the Company or may be made readily available at the meeting.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system “insta poll” available during the AGM. E-voting “insta poll” during the AGM is integrated with the VC/OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e. through Remote e-voting or e-voting “insta poll” at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. The facility of joining the AGM through VC/OAVM shall be available for at least 2000 members on first come first served basis. This will not include large shareholders (holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the audit committee, nomination and remuneration committee and stakeholders relationship committee, auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.

- ix. Institutional Members are encouraged to attend and vote at the AGM through VC/OAVM.

OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFinTech. On successful login, select ‘Speaker Registration’ which will open during the remote e-voting period from Thursday, September 26, 2024 (9.00 a.m. IST) to Sunday, September 29, 2024 (5.00 p.m. IST). Members shall be provided a ‘queue number’ before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from KFinTech. On successful login, select ‘Post Your Question’ option which will be opened during the remote e-voting period and shall be closed 24 hours before the time fixed for the AGM.
- III. Members holding shares in physical form or who have not registered their e-mail addresses and in case of any query and/or grievance, in respect of voting by electronic means through remote e-voting or e-voting system (“Insta Poll”) during the meeting, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFinTech Website) or contact Mr. Raghunath Veedha, Manager (Unit: Xelpmoc Design and Tech Limited) of KFin Technologies Limited, Selenium, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad, Telangana - 500032 or at raghu.veedha@kfintech.com or at einward.ris@kfintech.com and evoting@kfintech.com or phone no. 040-6716 2222 or call KFinTech toll free No. 1-800-309-4001 for any further clarifications.
- IV. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

- V. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again at the Annual General Meeting.
- VI. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the user ID and password in the manner as mentioned below:
 - i. If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399.
 1. Example for NSDL: MYEPWD <SPACE> IN12345612345678
 2. Example for CDSL: MYEPWD <SPACE> 1402345612345678
 3. Example for Physical: MYEPWD <SPACE> 1234567890
 - ii. If e-mail address or mobile number of the member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFinTech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com for all e-voting related matters.

STATEMENT/EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER

Item No. 3:

The Company proposes to enter into certain related party transaction(s) with Mihup Communications Private Limited (Mihup), Related Party, as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as prescribed in Regulation 23 of SEBI Listing Regulations. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for such arrangements/transactions proposed to be undertaken by the Company. The said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on August 12, 2024, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Your Board of Directors considered the same and recommend passing of the resolution contained in Item No. 3 of this Notice.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Master Circular issued vide circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, is provided herein below:

Sr. No.	Particular	Details
1.	Name of the related party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	Mihup Communications Private Limited is a Private Limited Company in which our Company's Promoter and Managing Director Mr. Sandipan Chattopadhyay is a Whole-Time Director and also a member & holding 4.42% stake on a fully diluted basis in Mihup and Mr. Srinivas Koora, Whole-Time Director and CFO of our Company is also a member and holding 0.18% stake on a fully diluted basis in Mihup.

Sr. No.	Particular	Details
2.	Type, tenure, material terms and particulars	Availing and/or rendering services in respect of business development and technology advisory during the FY 2024-25.
3.	Value of the transaction	upto an amount of ₹ 1,20,00,000/- (Rupees One Crore and Twenty Lakhs Only)
4.	The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Approximately 18.55% of annual consolidated turnover of the Company for FY2023-24
5.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not Applicable
	i) details of the source of funds in connection with the proposed transaction;	Not Applicable
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure;	
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Master Circular issued vide circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, is provided herein below: **(Contd.)**

Sr. No.	Particular	Details
	iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	
6.	Justification as to why the RPT is in the interest of the Company	<p>Mihup Communications, known for its Conversation Intelligence solutions, focuses on real-time AI technologies to enhance customer service interactions. With products like Agent Assist and Interaction Analytics, Mihup utilizes advanced speech recognition and natural language processing (NLP) to deliver superior customer experiences. However, as Mihup aims to improve and scale its solutions, integrating advanced data science capabilities becomes crucial.</p> <p>Xelpmoc Design and Tech, with its extensive expertise in data science, AI, and machine learning, can play a pivotal role in this growth. By enhancing Mihup's Automatic Speech Recognition (ASR) models, Xelpmoc can improve accuracy and adaptability across various languages and accents. Moreover, Xelpmoc's advanced data analytics can help Mihup uncover deeper customer insights, optimize real-time analytics, and scale their AI solutions to meet diverse industry needs. This collaboration would enable Mihup to deliver more personalized and effective customer service solutions, further strengthening its market position.</p>

Sr. No.	Particular	Details
7.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
8.	Any other information that may be relevant	All relevant/important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

Mr. Sandipan Chattopadhyay, Promoter & Managing Director, Mrs. Bhavan Chattopadhyay (Promoter Group), spouse of Mr. Sandipan Chattopadhyay and Mr. Srinivas Koora, Promoter & Whole-Time Director and Mrs. Manjula Koora (Promoter Group), spouse of Mr. Srinivas Koora and their relatives are deemed to be concerned or interested in resolution no.3 of this Notice.

None of the other Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed resolution, as set out in Item no. 3 of this Notice.

The Board recommends passing of the ordinary resolution as set out in Item no. 3 of this Notice, for approval by the Members of the Company.

Item No. 4:

Mr. Sandipan Chattopadhyay was appointed as Managing Director and Chief Executive Officer (CEO) of the Company by the Shareholders of the Company at the Extra-Ordinary General Meeting held on August 11, 2021, for a period of three years with effect from July 02, 2021 and whose term of office was expired at July 01, 2024.

Mr. Sandipan Chattopadhyay brings over 26 experience across various technology roles. He holds a degree of Bachelor of Statistics (Honors) from the Indian Statistical Institute, Calcutta. He also holds a Post Graduate Diploma in Computer Aided Management from the Indian Institute of Management, Kolkata. He was the founder of E dot solutions, where he built website like moneycontrol.com and also executed an instrumental role in web technology at Tata Interactive. He has helped the technology development of several start ups as well as new initiatives at large enterprises such as Hyundai, Nextender, Wipro, Tata Teleservices, Tata Motors, CRISIL Marketwire, Business Standard, IDBI Capital Markets, Standard Chartered Bank, Deutsche Bank, Edelweiss, etc. He has been a Promoter Director on our Board since inception. Prior to joining our Company, he was the Chief Technology Officer at Just Dial Limited. As Managing Director of the Company, he is 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.

Looking at the performance evaluation report of Mr. Sandipan Chattopadhyay as a Managing Director and CEO and member of the Board and/or Committee on all the criteria as defined in SEBI Guidance Note on Board Evaluation and individual performance evaluation scores and considering his background, experience, expertise and contributions to the Company, the Board hereby recommends to the shareholders the re-appointment of Mr. Sandipan Chattopadhyay, as a Managing Director and CEO for a further period of 3(three) years effective from July 02, 2024 to July 01, 2027 on

such terms and condition including remuneration as stated in the resolution set forth in Item No. 4 of the Notice, which has been approved by Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company at their meeting held on May 28, 2024. Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from a member proposing the candidature of Mr. Sandipan Chattopadhyay for the office of Managing Director.

The Company has received from Mr. Sandipan Chattopadhyay (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 of the Act and other requisite documents and declarations as required under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") in relation to his re-appointment.

Due to Inadequate profit, the appointment and payment of remuneration to the Managing Director of the Company shall be in accordance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 and Regulation 17(6)(e) of SEBI Listing Regulations. Hence, the Company proposes this Special Resolution for appointment and payment of remuneration of Mr. Sandipan Chattopadhyay, which is well within the permissible limit and terms and condition as specified in Section II of Part II of Schedule V of the Companies Act, 2013.

Disclosure as required under Schedule V of the Companies Act, 2013 in relation to the appointment and approval of remuneration is given hereunder

I General Information

1	Nature of the Industry	Information Technology, Computer Consultancy and Facilities Management Activities.
2	Date or expected date of commencement of commercial production	The Company commenced its business operations since incorporation.
3	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable.

Disclosure as required under Schedule V of the Companies Act, 2013 in relation to the appointment and approval of remuneration is given hereunder (Contd.)

4 Standalone Financial performance based on given Indicators		(Amount in ₹ 000)		
Particular	31-03-2024 (Audited)	31-03-2023 (Audited)	31-03-2022 (Audited)	
Operational Income	64,748.47	1,34,192.99	80,548.23	
Total Income	78,271.72	1,49,574.20	92,615.89	
Depreciation	19,735.95	16,482.05	893.15	
Total Expenses	1,76,007.39	2,91,032.55	2,27,543.50	
Net Profit/Loss	(1,01,303.43)	(1,37,471.00)	(1,28,580.48)	
Equity Share Capital	1,46,284.13	1,45,284.13	1,44,784.13	
Other Equity	4,74,705.43	4,94,936.93	7,75,809.31	

5 Foreign Investment or collaboration, if any

As on the date of this notice, the Company has the following foreign investments.

Snaphunt PTE Ltd. (Singapore)	Catalyst Pte Ltd., (USA)	Xelp-moc Design and Tech UK Ltd (UK)	Mayaverse Inc (US)*
Investment: SGD 12,230 to subscribe 12,088 Equity Shares	Investment: USD 3,750 to subscribe 3,75,000 Class B Common Stock (non-voting) preferentially convertible to Class A Common Stock (Voting)	Investment: GBP 1,60,000 to Subscribe 1,60,000 Equity Shares	Investment: USD 2,50,000 to subscribe 2,500 Shares

*The Audit Committee and Board at their meeting held on August 12, 2024 had approved the proposal of sale said 2500 shares by way of participating in buy-back offer of Mayaverse Inc (US).

II Information about the appointee

1 Background Details

Please refer above paragraph.

2 Past Remuneration

Year	Remuneration
16-09-2015 to 31-03-2016	Nil
2016-17	Nil
2017-18	₹ 3,75,000
2018-19	₹ 15,21,600
2019-20	₹ 15,21,600
2020-21	₹ 17,71,600
2021-22	₹ 18,21,600
2022-23	₹ 28,21,600
2023-24	₹ 30,21,600

Disclosure as required under Schedule V of the Companies Act, 2013 in relation to the appointment and approval of remuneration is given hereunder(Contd.)

3	Recognition or awards	None
4	Job Profile and his suitability	As Managing Director of the Company he is 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. Taking into account his previous experience, educational background, knowledge about the industry and the nature and size of operations of the Company, he is a fit and proper person as the Managing Director of the Company.
5	Remuneration proposed	Detailed of proposed remuneration is stated in the resolution set forth in Item No. 4 of the Notice
6	Comparative remuneration profile with respect to industry, size of company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The Company's main business is to design and develop a new technology and provide the technology services to the Start ups, corporates and as per the current market condition the demand of the professionals having such expertise has increased manifold along with remuneration being offered to them. In his previous employment Mr. Sandipan Chattopadhyay was CTO at Just Dial Limited and his remuneration was approx 1.2 Crore per Annum and currently, if we look at business its growing in expected lines. Hence, the Board is of opinion that looking at the profile of Mr. Sandipan Chattopadhyay proposed remuneration is considered to be justified commensurate with other organisations of the similar type in the industry.
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Besides the remuneration proposed, Mr. Sandipan Chattopadhyay does not have any pecuniary relationship with the Company, except the shareholding in the Company. There are no Managerial personnel related to him.
III Other Information		
1	Reasons of loss or inadequate Profits	Over the last 9 years, the Company is in process of building Professional talented team and has spent lot of time on ideation on new technology products and expects to achieve break even in near future.
2	Steps taken or proposed to be taken for improvement	<p>The Company is getting the fruit of its Strategy implemented and the Company has outlined the strategy to counter such situations and to spur the next level of growth. These include:</p> <p>To widen the customer base – Currently company largely serves to start ups in India, very few corporates and now intends to aggressive target on mid size Indian corporate, Global Multinational Companies based out of India and few large Indian Corporate.</p> <p>Marketing of Services – Focus has been placed on promotion and marketing of products & services so as to increase the sales turnover of the Company.</p> <p>Development of New Technology Product – The Company is in the process development of New Technology Products as per the requirements of Clients.</p> <p>Over the last 9 years, the Company is in process of building Professional talented team and has spent lot of time on ideation on new technology products and expects to achieve breakeven point and earn good profit in coming years.</p>

Disclosure as required under Schedule V of the Companies Act, 2013 in relation to the appointment and approval of remuneration is given hereunder(Contd.)

3 Expected Increase in productivity and profits in measurable terms	The Company is getting the fruit of its Strategy implemented, therefore the inadequate profit earned by the Company is expected to increase in coming financial year. In the uncertain economic conditions, it is very difficult to project the exact business projection vis-à-vis the financial ratios, currently company having inadequate profit, however, the Management is taking sufficient measures to reduce the cost by scaling down on the projects which are not giving expected yield.
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IV Disclosures

The Following disclosures is being mentioned in the Board of Director's report under Corporate Governance section:

- (i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;
- (ii) details of fixed components and performance linked incentives along with the performance criteria;
- (iii) service contracts, notice periods, severance fees; and
- (iv) stock option details, if any, and whether the same had been issued at a discount as well as the period over which accrued and over which exercisable.

The company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

In terms of Section 152, 161, 196, 197, 203 and other applicable provisions of the Act read with Schedule V of the Act and the Rules made thereunder and in terms of the applicable provisions of the Listing Regulations, approval of the Members for is being sought for aforesaid re-appointment including remuneration by way of a special resolution as set out in Item No.4 of this AGM Notice.

The relevant details as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") pertaining to re-appointment of Mr. Sandipan Chattopadhyay at this AGM is annexed in "Annexure B" to this Notice.

Save and except Mr. Sandipan Chattopadhyay, being an appointee and his relatives, to the extent of their shareholding, if any, in the Company, none of the other promoters, directors or key managerial personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution, set forth in Item No. 4 of the Notice.

The Board recommends the resolution set forth in item no.4, as a special resolution for the approval of the Members.

Item No. 5:

Mr. Srinivas Koora was appointed as Whole-Time Director and Chief Financial officer of the Company by the Shareholders of the Company at the Extra-Ordinary General Meeting held on August 11, 2021, for a period of three years with effect from July 02, 2021 and whose term of office was expired at July 01, 2024.

Mr. Srinivas Koora is a finance expert and a business leader possessing extensive experience of 25 years, of managing cash flows for start-up companies at all stages. He holds a degree of Bachelor of Commerce from the Osmania University. He also holds a degree of Master of Business Administration from Swami Ramanand Teerth Marathwada University, Nanded. He was the Deputy CFO at Just Dial Limited, where he was instrumental in establishing finance, accounts, treasury, human resource, legal, MIS and secretarial function at Just Dial. As a Corporate finance expert, he played a lead role in raising capital from SAIF partners, Tiger Global, Sequoia Capital, SAPV & EGCS. As a Whole-Time Director of the Company he is 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. Taking into account his previous experience, educational background, knowledge about the industry and the nature and size of operations of the Company, he is a fit and proper person as the Whole-Time Director of the Company.

Looking at the performance evaluation report of Mr. Srinivas Koora as a Whole-Time Director and CFO and Member of the Board and/or Committee on all the criteria as defined in SEBI Guidance Note on Board Evaluation and individual performance evaluation scores and considering his background, experience, expertise and contributions to the Company, the Board hereby recommends to the Shareholders the re-appointment of Mr. Srinivas Koora, as a Whole-Time Director and CFO for a further period of 3(Three) years effective from July 02, 2024 to July 01, 2027 on such terms and conditions including remuneration as stated in the resolution set forth in Item No. 5 of the Notice, which has been approved by Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company at their meeting held on May 28, 2024. Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from a member proposing the candidature of Mr. Srinivas Koora for the office of Whole-Time Director.

The Company has received from Mr. Srinivas Koora (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 of the Act and other requisite documents and declarations as required under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) in relation to his re-appointment.

Due to Inadequate profit, the appointment and payment of remuneration to the Whole-Time Director of the Company shall be in accordance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 and Regulation 17(6)(e) of SEBI Listing Regulations. Hence, the Company proposes this Special Resolution for appointment and payment of remuneration of Mr. Srinivas Koora, which is well within the permissible limit and terms and condition as specified in Section II of Part II of Schedule V of the Companies Act, 2013.

Disclosure as required under Schedule V of the Companies Act, 2013 in relation to the appointment and approval of remuneration is given hereunder

I General Information

1	Nature of the Industry	Information Technology, Computer Consultancy and Facilities Management Activities.
2	Date or expected date of commencement of commercial production	The Company commenced its business operations since incorporation.
3	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not applicable

4		(Amount in ₹ 000)		
Particular	31-03-2024 (Audited)	31-03-2023 (Audited)	31-03-2022 (Audited)	
Operational Income	64,748.47	1,34,192.99	80,548.23	
Total Income	78,271.72	1,49,574.20	92,615.89	
Depreciation	19,735.95	16,482.05	893.15	
Total Expenses	1,76,007.39	2,91,032.55	2,27,543.50	
Net Profit/Loss	(1,01,303.43)	(1,37,471.00)	(1,28,580.48)	
Equity Share Capital	1,46,284.13	1,45,284.13	1,44,784.13	
Other Equity	4,74,705.43	4,94,936.93	7,75,809.31	

5	Foreign Investment or collaboration, if any	As on the date of this notice, the Company has the following foreign investments.			
		Snaphunt PTE Ltd. (Singapore)	Catailyst Pte Ltd., (USA)	Xelpmoc Design and Tech UK Ltd (UK)	Mayaverse Inc (US)*
		Investment: SGD 12,230 to subscribe 12,088 Equity Shares	Investment: USD 3,750 to subscribe 3,75,000 Class B Common Stock (non-voting) preferentially convertible to Class A Common Stock (Voting)	Investment: GBP 1,60,000 to Subscribe 1,60,000 Equity Shares	Investment: USD 2,50,000 to subscribe 2,500 Shares

*The Audit Committee and Board at their meeting held on August 12, 2024 had approved the proposal of sale said 2500 shares by way of participating in buy-back offer of Mayaverse Inc (US).

Disclosure as required under Schedule V of the Companies Act, 2013 in relation to the appointment and approval of remuneration is given hereunder (Contd.)

II Information about the appointee

1	Background Details	Please refer above paragraph																				
2	Past Remuneration	<table border="1"> <thead> <tr> <th>Year</th> <th>Remuneration</th> </tr> </thead> <tbody> <tr> <td>16-09-2015 to 31-03-2016</td> <td>Nil</td> </tr> <tr> <td>2016-17</td> <td>Nil</td> </tr> <tr> <td>2017-18</td> <td>₹ 3,75,000</td> </tr> <tr> <td>2018-19</td> <td>₹ 15,21,600</td> </tr> <tr> <td>2019-20</td> <td>₹ 15,21,600</td> </tr> <tr> <td>2020-21</td> <td>₹ 17,71,600</td> </tr> <tr> <td>2021-22</td> <td>₹ 18,21,600</td> </tr> <tr> <td>2022-23</td> <td>₹ 28,21,600</td> </tr> <tr> <td>2023-24</td> <td>₹ 30,21,600</td> </tr> </tbody> </table>	Year	Remuneration	16-09-2015 to 31-03-2016	Nil	2016-17	Nil	2017-18	₹ 3,75,000	2018-19	₹ 15,21,600	2019-20	₹ 15,21,600	2020-21	₹ 17,71,600	2021-22	₹ 18,21,600	2022-23	₹ 28,21,600	2023-24	₹ 30,21,600
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3	Recognition or awards	None																				
4	Job Profile and his suitability	As a Whole-Time Director of the Company he is 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. Taking into account his previous experience, educational background, knowledge about the industry and the nature and size of operations of the Company, he is a fit and proper person as the Whole-Time Director of the Company.																				
5	Remuneration proposed	Detailed of proposed remuneration is stated in the resolution set forth in Item No.5 of the Notice.																				
6	Comparative remuneration profile with respect to industry, size of company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	To fulfill the working capital requirement and to attract the investors at large, the Company needs a finance expert and as per the current market condition the demand of the professionals having such expertise has increased manifold along with remuneration being offered to them. In his previous employment Mr. Srinivas Koora was Dy. CFO at Just Dial Limited and his remuneration was approx 1 Crore per Annum and currently if we look at business its growing in expected lines. Hence, the Board is of opinion that looking at the profile of Mr. Srinivas Koora proposed remuneration is considered to be justified commensurate with other organisations of the similar type in the industry.																				
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Besides the remuneration proposed, Mr. Srinivas Koora does not have any pecuniary relationship with the Company, except the shareholding in the Company. There are no Managerial personnel related to him.																				

Disclosure as required under Schedule V of the Companies Act, 2013 in relation to the appointment and approval of remuneration is given hereunder (Contd.)**III Other Information**

1	Reasons of loss or inadequate Profits	Over the last 9 years, the Company is in process of building Professional talented team and has spent lot of time on ideation on new technology products and expects to achieve break even in near future.
2	Steps taken or proposed to be taken for improvement	<p>The Company is getting the fruit of its Strategy implemented and the Company has outlined the strategy to counter such situations and to spur the next level of growth. These include:</p> <ul style="list-style-type: none"> • To widen the customer base – Currently company largely serves to start ups in India, very few corporates and now intends to aggressive target on mid size Indian corporate, Global Multinational Companies based out of India and few large Indian Corporate. • Marketing of Services – Focus has been placed on promotion and marketing of products & services so as to increase the sales turnover of the Company. • Development of New Technology Product – The Company is in the process development of New Technology Products as per the requirements of Clients. • Over the Last 9 years, the Company is in process of building Professional talented team and has spent lot of time on ideation on new technology products and expects to achieve breakeven point and earn good profit in coming years.
3	Expected Increase in productivity and profits in measurable terms.	The Company is getting the fruit of its Strategy implemented, therefore the inadequate profit earned by the Company is expected to increase in coming financial year. In the uncertain economic conditions, it is very difficult to project the exact business projection vis-à-vis the financial ratios, currently company having inadequate profit, however, the Management is taking sufficient measures to reduce the cost by scaling down on the projects which are not giving expected yield.

IV Disclosures:

The Following disclosures is being mentioned in the Board of Director's report under Corporate Governance section:

- (i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;
- (ii) details of fixed components and performance linked incentives along with the performance criteria;
- (iii) service contracts, notice periods, severance fees; and
- (iv) stock option details, if any, and whether the same had been issued at a discount as well as the period over which accrued and over which exercisable.

The company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

In terms of Section 152, 161, 196, 197, 203 and other applicable provisions of the Act read with Schedule V of the Act and the Rules made thereunder and in terms of the applicable provisions of the Listing Regulations, approval of the Members for is being sought for aforesaid re-appointment including remuneration by way of a special resolution as set out in Item No.5 of this AGM Notice.

The relevant details as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (“SS-2”) pertaining to re-appointment of Mr. Srinivas Koora at this AGM is annexed in “Annexure C” to this Notice.

Save and except Mr. Srinivas Koora, being an appointee and his relatives, to the extent of their shareholding, if any, in the Company, None of the other promoters, directors or key managerial personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution, set forth in Item No.5 of the Notice.

The Board recommends resolution set forth in Item No. 5, as a special resolution for the approval of the Members.

Item No. 6:

Mr. Jaison Jose was appointed as Whole-Time Director of the Company by the Shareholders of the Company at the Extra-Ordinary General Meeting held on August 11, 2021, for a period of three years with effect from July 02, 2021 and whose term of office was expired at July 01, 2024.

Mr. Jaison Jose brings 19 years industry experience in the field of human resource service with core strengths in operations, deep customer engagements and collaboration. He holds a degree of Bachelor of Commerce from Mumbai University. He also holds a degree of Master of Commerce (External) as well as a degree of Master of Marketing Management from Mumbai University. He was a founding member & team member of Quess Corp. He was with Adecco India, he built the portfolio services offering focused on the start-up ecosystem. Over the last decade, he has partnered with entrepreneurs,

family business owners, the investing community and large enterprises, to develop leadership augmentation strategies and stellar teams. As a Whole-Time Director of the Company he is responsible for the implementation of operational plans, operation strategies, budgets and forecasts at the corporate, regional and business unit level. Taking into account his previous experience, educational background, knowledge about the industry and the nature and size of operations of the Company, he is a fit and proper person as the Whole-Time Director of the Company.

Looking at the performance evaluation report of Mr. Jaison Jose as a Whole-Time Director and Member of the Board and/or Committee on all the criteria as defined in SEBI Guidance Note on Board Evaluation and individual performance evaluation scores and considering his background, experience, expertise and contributions to the Company, the Board hereby recommends to the Shareholders the re-appointment of Mr. Jaison Jose as a Whole-Time Director for a further period of 3 (Three) years effective from July 02, 2024 to July 01, 2027 on such terms and condition including remuneration as stated in the resolution set forth in Item No. 6 of the Notice, which has been approved by Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company at their meeting held on May 28, 2024. Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from a member proposing the candidature of Mr. Jaison Jose for the office of Whole-Time Director.

The Company has received from Mr. Jaison Jose (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 of the Act and other requisite documents and declarations as required under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) in relation to his re-appointment.

Due to inadequate profit, the appointment and payment of remuneration to the Whole-Time Director of the Company shall be in accordance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 and Regulation 17(6)(e) of SEBI Listing Regulations. Hence, the Company proposes this Special Resolution for appointment and payment of remuneration of Mr. Jaison Jose, which is well within the permissible limit and terms and condition as specified in Section II of Part II of Schedule V of the Companies Act, 2013.

Disclosure as required under Schedule V of the Companies Act, 2013 in relation to the appointment and approval of remuneration is given hereunder

I General Information

1	Nature of the Industry:	Information Technology, Computer Consultancy and Facilities Management Activities.
2	Date or expected date of commencement of commercial production -	The Company commenced its business operations since incorporation.
3	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not applicable

4	Standalone Financial performance based on given Indicators	(Amount in ₹ 000)		
	Particular	31-03-2024 (Audited)	31-03-2023 (Audited)	31-03-2022 (Audited)
	Operational Income	64,748.47	1,34,192.99	80,548.23
	Total Income	78,271.72	1,49,574.20	92,615.89
	Depreciation	19,735.95	16,482.05	893.15
	Total Expenses	1,76,007.39	2,91,032.55	2,27,543.50
	Net Profit/Loss	(1,01,303.43)	(1,37,471.00)	(1,28,580.48)
	Equity Share Capital	1,46,284.13	1,45,284.13	1,44,784.13
	Other Equity	4,74,705.43	4,94,936.93	7,75,809.31

5	Foreign Investment or collaboration, if any	As on the date of this notice, the Company has the following foreign investments.			
		Snaphunt PTE Ltd. (Singapore)	Catalyst Pte Ltd., (USA)	Xelpmoc Design and Tech UK Ltd (UK)	Mayaverse Inc (US)*
		Investment: SGD 12,230 to subscribe 12,088 Equity Shares	Investment: USD 3,750 to subscribe 3,75,000 Class B Common Stock (non-voting) preferentially convertible to Class A Common Stock (Voting)	Investment: GBP 1,60,000 to Subscribe 1,60,000 Equity Shares	Investment: USD 2,50,000 to subscribe 2,500 Shares

*The Audit Committee and Board at their meeting held on August 12, 2024 had approved the proposal of sale said 2500 shares by way of participating in buy-back offer of Mayaverse Inc (US).

Disclosure as required under Schedule V of the Companies Act, 2013 in relation to the appointment and approval of remuneration is given hereunder (Contd.)**II Information about the appointee**

1	Background Details	Please refer above paragraph																
2	Past Remuneration	<table border="1"> <thead> <tr> <th>Year</th> <th>Remuneration</th> </tr> </thead> <tbody> <tr> <td>2017-18</td> <td>₹ 3,75,000</td> </tr> <tr> <td>2018-19</td> <td>₹ 15,21,600</td> </tr> <tr> <td>2019-20</td> <td>₹ 15,21,600</td> </tr> <tr> <td>2020-21</td> <td>₹ 17,71,600</td> </tr> <tr> <td>2021-22</td> <td>₹ 18,21,600</td> </tr> <tr> <td>2022-23</td> <td>₹ 28,21,600</td> </tr> <tr> <td>2023-24</td> <td>₹ 30,21,600</td> </tr> </tbody> </table>	Year	Remuneration	2017-18	₹ 3,75,000	2018-19	₹ 15,21,600	2019-20	₹ 15,21,600	2020-21	₹ 17,71,600	2021-22	₹ 18,21,600	2022-23	₹ 28,21,600	2023-24	₹ 30,21,600
Year	Remuneration																	
2017-18	₹ 3,75,000																	
2018-19	₹ 15,21,600																	
2019-20	₹ 15,21,600																	
2020-21	₹ 17,71,600																	
2021-22	₹ 18,21,600																	
2022-23	₹ 28,21,600																	
2023-24	₹ 30,21,600																	
3	Recognition or awards	None																
4	Job Profile and his suitability	As a Whole-Time Director of the Company he is re-sponsible forthe implementation of operational plans, operation strategies, budgets and forecasts at the corporate, regional and business unit level. Taking into account his previous experience, educational background, knowledge about the industry and the nature and size of operations of the Company, he is a fit and proper person as the Whole-Time Director of the Company.																
5	Remuneration proposed	Detailed of proposed remuneration is stated in the resolution set forth in Item No. 6 of the Notice																
6	Comparative remuner-ation profile with re-spect to industry, size of company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	In order to manage the operations of the Company, the Company need a expertise person who can handle the operations of the Company in efficient manner and per the current market condition the demand of the professionals having such expertise has increased manifold along with remuneration being offered to them. In earlier Organisation his remuneration was approx 35 Lakhs per Annum and currently if we look at business its growingin expected lines. Hence, the Board is of opinion that looking at the profile of Mr. Jaison Jose proposed remuneration is considered to be justified commensurate with other organisations of the similar type in the industry																
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Besides the remuneration proposed, Mr. Jaison Jose does not have any pecuniary relationship with the Company, except the shareholding in the Company. There are no Managerial personnel related to him.																

Disclosure as required under Schedule V of the Companies Act, 2013 in relation to the appointment and approval of remuneration is given hereunder (Contd.)**III Other Information**

1	Reasons of loss or in-adequate Profits	Over the last 9 years, the Company is in process of building Professional talented team and has spent lot of time on ideation on new technology products and expects to achieve break even in near future.
2	Steps taken or pro-posed to be taken for improvement	<p>The Company is getting the fruit of its Strategy im-plemented and the Company has outlined the strategy to counter such situations and to spur the next level of growth. These include:</p> <ul style="list-style-type: none"> • To widen the customer base – Currently company largely serves to start ups in India, very few corpo-rates and now intends to aggressive target on mid size Indian corporate, Global Multinational Companies based out of India and few large Indian Corporate. • Marketing of Services – Focus has been placed on promotion and marketing of products & services so as to increase the sales turnover of the Company. • Development of New Technology Product – The Company is in the process development of New Technology Products as per the requirements of Clients. • Over the Last 6 years, the Company is in process of building Professional talented team and has spent lot of time on ideation on new technology products and expects to achieve breakeven point and earn good profit in coming years.
3	Expected Increase in productivity and profits in measurable terms.	The Company is getting the fruit of its Strategy implemented, therefore the inadequate profit earned by the Company is expected to increase in coming Financial year. In the uncertain economic conditions, it is very difficult to project the exact business projection vis-à-vis the financial ratios, currently company having inadequate profit, however, the Management is taking sufficient measures to reduce the cost by scaling down on the projects which are not giving expected yield.

IV Disclosures:

The Following disclosures is being mentioned in the Board of Director's report under Corporate Governance section:

- (i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;
- (ii) details of fixed components and performance linked incentives along with the performance criteria;
- (iii) service contracts, notice periods, severance fees; and
- (iv) stock option details, if any, and whether the same had been issued at a discount as well as the period over which accrued and over which exercisable.

The Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

In terms of Section 152, 161, 196, 197, 203 and other applicable provisions of the Act read with Schedule V of the Act and the Rules made thereunder and in terms of the applicable provisions of the Listing Regulations, approval of the Members for is being sought for aforesaid re-appointment including remuneration by way of a special resolution as set out in Item No.6 of this AGM Notice.

The relevant details as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (“SS-2”) pertaining to re-appointment of Mr. Jaison Jose at this AGM is annexed in “Annexure D” to this Notice.

Save and except Mr. Jaison Jose, being an appointee and his relatives, to the extent of their shareholding, if any, in the Company, none of the other promoters, directors or key managerial personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution, set forth in Item No. 6 of the Notice.

The Board recommends a resolution set forth in Item No.6, as a special resolution for the approval of the Members.

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

Place: Mumbai
Date: August 12, 2024

Vaishali Kondbhar
Company Secretary & Compliance Officer

Annexure to the Notice

Details of the Directors retiring by rotation/seeking re-appointment at the 9th Annual General Meeting

[Pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting]

ANNEXURE A

Name of the Director	Mr. Pranjal Sharma
DIN	06788125
Date of Birth	19-09-1970
Age	54 Years
Date of First Appointment on the Board	20-02-2020
Qualification	Mr. Pranjal Sharma has completed graduation in B.A. (Hons.) Economics (Kirori Mal College) from University of Delhi. He has done post graduate programme in media, Times Centre for Media Studies and also done Chevening Scholarship for Executive Programme in print media at University of Westminster, London.
Brief Resume, Experience and Expertise in Functional Area	Mr. Pranjal Sharma is an economic analyst, advisor and writer who focuses on technology, globalisation and media. He guides projects on economic forecasting, business intelligence and public diplomacy with Indian and global organizations. He has spent more than 30 years in leadership positions in the media sector including CNBC and Bloomberg. He has been an advisor to government bodies private enterprises. As an author, he has published and edited several books. The latest one is 'India Automated: How the Fourth Industrial Revolution is Transforming India.' He served on the Global Agenda Council of the World Economic Forum for ten years and is currently a member of its expert network.
Terms and Conditions of Re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Pranjal Sharma who was re-appointed as a Non-Executive Non-Independent Director at the Annual General Meeting held on September 30, 2021, is liable to retire by rotation.
Number of Meetings of the Board attended during the year	Information pertaining to number of Board/Committee Meetings attended during the year is provided in the Corporate Governance Report which forms part of the Annual Report (2023-24), which is circulated along with this AGM Notice
Remuneration last drawn	Please refer remuneration clause of Corporate Governance report which forms part of the Annual Report (2023-24), which is circulated along with this AGM Notice.
Remuneration sought to be paid	Nil
List of Listed Companies and/or Bodies Corporate in which Directorships Held	Nil
Membership(s)/Chairmanship(s) of the committees of Directors of other Companies	NIL
Shareholding in the Company including as a beneficial owner	NIL
Relationship with other Directors and Key Managerial Personnel of the Company	There is no inter-se relationship between Mr. Pranjal Sharma & other members of the Board and Key Managerial Personnel of the Company.
Name of listed entities from which the Director has resigned in the past three years	NIL

ANNEXURE B

Name of the Director	Mr. Sandipan Chattopadhyay
DIN	00794717
Date of Birth	24-03-1973
Age	51 Years
Date of First Appointment on the Board	16-09-2015
Qualification	Degree of Bachelor of Statistics (Honors) from the Indian Statistical Institute, Calcutta and a 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 brings over 26 experience across various technology roles. He was the founder of E dot solutions, where he built website like moneycontrol.com and also executed an instrumental role in web technology at Tata Interactive. He has helped the technology development of several start ups as well as new initiatives at large enterprises such as Hyundai, Nextender, Wipro, Tata Teleservices, Tata Motors, CRISIL Marketwire, Business Standard, IDBI Capital Markets, Standard Chartered Bank, Deutsche Bank, Edelweiss, etc. He has been a Promoter Director on our Board since inception. Prior to joining our Company, he was the Chief Technology Officer at Just Dial Limited
Terms and Conditions of Re-appointment	As stated in resolution no. 4 of this Notice read with explanatory statement related thereto
Number of Meetings of the Board attended during the year	Information pertaining to number of Board/Committee Meetings attended during the year is provided in the Corporate Governance Report which forms part of the Annual Report (2023-24), which is circulated along with this AGM Notice
Remuneration last drawn	Please refer remuneration clause of Corporate Governance report which forms part of the Annual Report (2023-24), which is circulated along with this AGM Notice.
Remuneration sought to be paid	As stated in resolution no.4 of this Notice read with explanatory statement related thereto
List of Listed Companies and/or Bodies Corporate in which Directorships Held	Mr. Sandipan Chattopadhyay does not hold any directorship in the other Listed Company. Details of other companies and body corporates are as under: <ol style="list-style-type: none"> 1. Mihup Communications Private Limited 2. Xperience India Private Limited 3. Folk Products and Design Private Limited
Membership(s)/Chairmanship(s) of the committees of Directors of other Companies	NIL
Shareholding in the Company including as a beneficial owner	40,79,102 Shares (27.73%)
Relationship with other Directors and Key Managerial Personnel of the Company	There is no inter-se relationship between Mr. Sandipan Chattopadhyay & other members of the Board and Key Managerial Personnel
Name of listed entities from which the Director has resigned in the past three years	NIL

ANNEXURE C

Name of the Director	Mr. Srinivas Koora
DIN	07227584
Date of Birth	02-10-1975
Age	48 Years
Date of First Appointment on the Board	16-09-2015
Qualification	Degree of Bachelor of Commerce from Osmania University & Degree of Master of Business Administration from Swami Ramanand Teerth Marathwada University, Nanded
Brief Resume, Experience and Expertise in Functional Area	Mr. Srinivas Koora is a Whole-Time Director & CFO of the Company. He is primarily responsible for all aspects of finance, investor relations, fund raising, controlling, accounting, financial reporting, tax compliance, financial systems implementation, and devising the strategy for our Company. He has more than 25 years of experience in the field of accounts and finance. Prior to joining our Company, he has served as the Deputy Chief Financial Officer at Just Dial Limited.
Terms and Conditions of Re-appointment	As per the resolution set out at Item No. 5 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Srinivas Koora is proposed to be re-appointed as a Whole-Time Director and CFO
Terms and Conditions of Re-appointment	As stated in resolution no. 5 of this Notice read with explanatory statement related thereto
Number of Meetings of the Board attended during the year	Information pertaining to number of Board/Committee Meetings attended during the year is provided in the Corporate Governance Report which forms part of the Annual Report (2023-24), which is circulated along with this AGM Notice
Remuneration last drawn	Please refer remuneration clause of Corporate Governance report which forms part of the Annual Report (2023-24), which is circulated along with this AGM Notice.
Remuneration sought to be paid	As stated in resolution no. 5 of this Notice read with explanatory statement related thereto
List of Listed Companies and/or Bodies Corporate in which Directorships Held	Mr. Srinivas Koora does not hold any directorship in the other Listed Company. Details of other companies and body corporates are as under: <ol style="list-style-type: none"> 1. Signal Analytics Private Limited 2. Xelpmoc Design and Tech UK Limited
Membership(s)/Chairmanship(s) of the committees of Directors of other Companies	NIL
Shareholding in the Company including as a beneficial owner	24,09,948 Shares (16.39%)
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
Name of listed entities from which the Director has resigned in the past three years	NIL

ANNEXURE D

Name of the Director	Mr. Jaison Jose
DIN	07719333
Date of Birth	01-03-1980
Age	44 Years
Date of First Appointment on the Board	09-03-2017
Qualification	Degree of Bachelor of Commerce from Mumbai University. and a degree of Master of Commerce (External) as well as a degree of Master of Marketing Management from Mumbai University
Brief Resume, Experience and Expertise in Functional Area	Mr. Jaison Jose brings 19 years industry experience in the field of human resource service with core strengths in operations, deep customer engagements and collaboration. He was a founding member & team member of Quess Corp. He was with Adecco India, he built the portfolio services offering focused on the startup ecosystem. Over the last decade, he has partnered with entrepreneurs, family business owners, the investing community and large enterprises, to develop leadership augmentation strategies and stellar teams
Terms and Conditions of Re-appointment	As stated in resolution no. 6 of this Notice read with explanatory statement related thereto.
Number of Meetings of the Board attended during the year	Information pertaining to number of Board/Committee Meetings attended during the year is provided in the Corporate Governance Report which forms part of the Annual Report (2023-24), which is circulated along with this AGM Notice
Remuneration last drawn	Please refer remuneration clause of Corporate Governance report which forms part of the Annual Report (2023-24), which is circulated along with this AGM Notice.
Remuneration sought to be paid	As stated in resolution no.6 of this Notice read with explanatory statement related thereto
List of Listed Companies and/or Bodies Corporate in which Directorships Held	Mr. Jaison Jose does not hold any directorship in the other Listed Company. Details of other companies and body corporates are as under: <ol style="list-style-type: none"> 1. Signal Analytics Private Limited 2. Savio Hockey Foundation
Membership(s)/Chairmanship(s) of the committees of Directors of other Companies	NIL
Shareholding in the Company including as a beneficial owner	8,30,290 Shares (5.65%)
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
Name of listed entities from which the Director has resigned in the past three years	NIL