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28th September, 2019

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

Kind Attn: Head – Listing Department / Dept of Corporate Communications

Sub: Compliance under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Proceedings of the 4th Annual General Meeting

Dear Sir/ Madam,

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the details of the proceedings of the 4th Annual General Meeting of Xelpmoc Design and Tech Limited held on Friday, September 27, 2019 at Casa De Bengaluru, No. 873, 17th E Main Road, KHB Colony, 6th Block, Koramangala, Bengaluru - 560095.

We request you to take the same on record.

Thanking you,

Yours faithfully,

For **Xelpmoc Design and Tech Limited**

Vaishali Kondbhar
Company Secretary

XELPMOC DESIGN AND TECH LIMITED

Encl: as above

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PROCEEDINGS OF THE FOURTH ANNUAL GENERAL MEETING OF XELPMOC DESIGN AND TECH LIMITED (THE "COMPANY") HELD ON FRIDAY, SEPTEMBER 27, 2019 AT 2:00 P.M. AT CASA DE BENGALURU, NO. 873, 17TH E MAIN ROAD, KHB COLONY, 6TH BLOCK, KORAMANGALA, BENGALURU - 560095, KARNATAKA, INDIA.

As per the Notice dated 06th August 2019, the Fourth Annual General Meeting (AGM) of the Company was held on Friday, 27th September, 2019 at 2:00 p.m. at Casa De Bengaluru, No. 873, 17th E Main Road, KHB Colony, 6th Block, Koramangala, Bengaluru - 560095.

1. At 2:00 P.M., Mrs. Vaishali Kondbhar, Company Secretary of the Company welcomed all the Members and Directors of the Company and requested Mr. Tushar Trivedi, Chairman of the Company to occupy the Chair and proceed further.

2. Mr. Tushar Trivedi, occupied the chair and welcomed all the members. She further announced that 18 Members of the Company are present in person and no proxy has been received. As the requisite quorum was present the meeting was put to order.

3. The Directors, Key Managerial Personnel and Invitees present at the AGM were as follows:

Directors:

Mr. Tushar Trivedi	Chairman - Independent Director
Mr. Sandipan Chattopaddhyay	Managing Director & CEO
Mr. Srinivas Koora	Whole Time Director & CFO
Mr. Jaison Jose	Whole Time Director
Mr. Vishal Chaddha	Whole Time Director
Mr. Premal Mehta	Independent Director
Mrs. Pratiksha Pingle	Independent Director
Mrs. Bhavna Chattopadhyay	Non-Executive Director

XELPMOC DESIGN AND TECH LIMITED

Key Managerial Persons:

Mrs. Vaishali Kondbhar	Company Secretary

Invitees:

Mr. Manish Rajnaryan Gupta	Partner of M/s. VKMG & Associates LLP, Practicing Company Secretary, Secretarial Auditor.
Mr. Vijay Babaji Kondalkar	Partner of M/s. VKMG & Associates LLP, Practicing Company Secretary, Secretarial Auditor.
Ms. Tasnim Tankiwala	Partner of M/s. JHS & Associates LLP, Chartered Accountants, Statutory Auditors of the Company

4. Mrs. Vaishali Kondbhar, Company Secretary informed the members that the Statutory Registers, Proxy Registers and other requisite documents were available during the Meeting, for inspection by the Members.

5. The Chairman introduced the Directors and Officers present on the dais to the Members of the Company. He informed that the Annual Report for the financial year 2018-19 and the Notice convening 4th Annual General Meeting of the Company are in the hands of the members. With the permission of the members notice of the Annual General Meeting and Directors' Report were taken as read. He further informed that Auditors Reports on the standalone and consolidated Financials of the Company are unmodified and instructed Company Secretary to read the same. He further informed that Statutory and Secretarial Auditors' Report does not contain any qualifications, observations or comments or other remarks which have any adverse effect on the functioning of the company.

6. At the request of the Chairman, Mr. Sandipan Chattopadhyay, Managing Director of the Company briefed the Members about the business of the Company.

7. The Chairman informed the members that in accordance with the provisions of the Companies Act, 2013 read with the rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had extended the remote e-voting facility through Karvy Fintech Private Limited to enable the Members of the Company to cast/exercise their vote(s) electronically on the agenda items specified in the Notice of the 4th AGM. The remote e-voting period had commenced on 23rd September, 2019 at 9.00 a.m. and ended on 26th September, 2019 at 5.00 p.m. The Members were informed that the facility for voting by way of ballot papers was made available at the AGM for the Members who had not cast their vote through remote e-voting.

   He further informed that the Board of Directors had appointed Mr. Manish Rajnarayan Gupta, Partner of M/s. VKMG & Associates LLP (Membership No. ACS- 43802), Practicing Company Secretary, Mumbai, as the Scrutinizer for the purpose of Scrutinizing the voting process (both Remote e-Voting and Voting process through ballot papers at the AGM), for the resolutions included in the Notice of the 4th AGM.

8. The Chairman then requested the Members present to raise any queries on the Audited Accounts and other related matters None of the Members raised any queries in respect of financials of the Company.

9. The Chairman informed that the results of voting i.e. remote e-voting and result of the voting done at the AGM along with consolidated scrutinizers report shall be announced within 48 hours of the conclusion of the meeting at the registered office of the Company and would be displayed on the website of the Company. He also informed that the results would be intimated to BSE Ltd (BSE) and National Stock Exchange of India Ltd (NSE) and would be available at the registered office of the Company and also requested to members who have not voted electronically to cast their votes by Ballot Paper.

Thereafter, the Chairman had ordered for Voting through ballot forms on the following items of businesses included in the Notice of the 4th Annual General Meeting and requested Mr. Manish Rajnarayan Gupta, Scrutinizer to conduct the Voting in fair and transparent manner.

Ordinary Businesses	
1.	To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2019 together with the reports of the Board of Directors and Auditors thereon;
2.	To appoint a Director in place of Mr. Jaison Jose (DIN: 07719333), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
Special Businesses	
3.	Ratification of appointment of Mr. Sandipan Chattopadhyay (DIN 00794717), Managing Director & CEO of the Company and term & condition of remunerations thereon in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
4.	Ratification of appointment of Mr. Srinivas Koora (DIN 07227584), Whole-time Director & CFO of the Company and term & condition of remunerations thereon in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
5.	Ratification of appointment of Mr. Jaison Jose (DIN 07719333), Whole-time Director of the Company and term & condition of remunerations thereon in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
6.	Ratification of appointment of Mr. Vishal Chaddha (DIN 05321782), Whole-time Director of the Company and term & condition of remunerations thereon in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
7.	Ratification of appointment of Mr. Tushar Trivedi (DIN 08164751), Independent Director of the Company in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
8.	Ratification of appointment of Mr. Premal Mehta (DIN 00090389), Independent Director of the Company in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
9.	Ratification of appointment of Mrs. Pratiksha Pingle (DIN 06878382), Independent Director of the Company in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

10.	Ratification of appointment of Mrs. Bhavna Chattopadhyay (DIN 08164750), Non-Executive and Non-Independent Woman Director of the Company in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
11.	Approval of Xelpmoc Design and Tech Limited Employees Stock Option Scheme – 2019 ("ESOP – 2019 / Scheme")

There being no further business to transact, the meeting ended with the vote of thanks to the Chair.

The Company has complied the respective provision of Act and Rules of the Companies Act, 2013 and secretarial standards in respect of calling, convening and conducting the meeting.

Post Completion of Annual General Meeting, the Scrutinizer took the custody of the Ballot Paper and post verification submitted their Combined Scrutinizer's Report considering the result of remote e-voting and voting through Ballot Forms at AGM. As per the report submitted by the Scrutinizer, all the resolutions embodied in the Notice of 4th Annual General Meeting dated 6th August, 2019 were passed with requisite majority.

For **Xelpmoc Design and Tech Limited**

Vaishali Kondbhar
Company Secretary

XELPMOC DESIGN AND TECH LIMITED

Place: Bengaluru
Date: September 28, 2019

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28th September, 2019

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

Kind Attn: Head - Listing Department / Dept of Corporate Communications

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

Dear Sir,

We refer to the Notice of 4th Annual General Meeting of the Company dated August 06, 2019 circulated to Shareholders of the Company for seeking their approval on resolutions contained in the notice by means of remote e-voting and voting through Ballot Form at AGM.

The Company had appointed Mr. Manish Rajnarayan Gupta, partner of M/s. VKMG & Associates LLP, Practicing Company Secretary as a scrutinizer for scrutinizing the remote e-voting along with Ballot Forms received at AGM in a fair and transparent manner.

The scrutinizer has carried out the scrutiny of e-voting commence from Monday, 23rd September, 2019 at 9.00 a.m.(IST) and ended on Thursday, 26th September, 2019 at 5.00 p.m.(IST) along with vote casted through the Ballot Form at Annual General Meeting and submitted his report on September 27, 2019.

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

Kindly take the above on record.

Thanking you,

Yours faithfully,
For XELPMOC DESIGN AND TECH LIMITED

Vaishali Kondbhar
Company secretary

XELPMOC DESIGN AND TECH LIMITED

XELPMOC DESIGN AND TECH LIMITED
Regd& Corp Address: #17, 4th Floor, Agies Building, 1st A Cross, 5th Block, Koramangala, Bengaluru – 560034
Phone number: 080 4370 8160 | Website: www.xelpmoc.in| Email: vaishali.kondbhar@xelpmoc.in
CIN NO: L72200KA2015PLC082873 | GST NO: 29AAACX1880G1Z5

Details of Voting resluts pursuant to Regulation 44(3) of SEBI Listing Regulations	
Name of the Company	XELPMOC DESIGN AND TECH LIMITED
Date of the AGM/EGM	27-09-2019
Total number of shareholders on record date	1460
No. of shareholders present in the meeting either in person or through	
Promoters and Promoter Group:	4
Public:	16
No. of Shareholders attended the meeting through Video Conferencing	0
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2019 together with the reports of the Board of Directors and Auditors thereon;
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held on cut off date 20.09.2019 (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	7,972,224	7,456,990	93.5371	7,456,990	0	100.0000	0.0000	0	0
	Poll		453,234	5.6852	453,234	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,910,224	99.2223	7,910,224	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,174,868	1,428,571	65.6854	1,428,571	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,428,571	65.6854	1,428,571	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	3,558,206	55,410	1.5572	55,410	0	100.0000	0.0000	0	0
	Poll		31,361	0.8814	31,361	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		86,771	2.4386	86,771	0	100.0000	0.0000	0	0
	Total	13,705,298	9,425,566	68.7732	9,425,566	0	100.0000	0.0000	0	0

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. Jaison Jose (DIN: 07719333), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held on cut off date 20.09.2019 (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	7,972,224	7,456,990	93.5371	7,456,990	0	100.0000	0.0000	0	0
	Poll		453,234	5.6852	453,234	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,910,224	99.2223	7,910,224	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,174,868	1,428,571	65.6854	1,428,571	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,428,571	65.6854	1,428,571	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	3,558,206	55,410	1.5572	55,210	200	99.6390	0.3609	0	0
	Poll		31,361	0.8814	31,361	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		86,771	2.4386	86,571	200	99.7695	0.2305	0	0
	Total	13,705,298	9,425,566	68.7732	9,425,366	200	99.9979	0.0021	0	0

Resolution No.	3									
Resolution required: (Ordinary/ Special)	SPECIAL - Ratification of appointment of Mr. Sandipan Chattopadhyay (DIN 00794717), Managing Director & CEO of the Company and term & condition of remunerations thereon in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held on cut off date 20.09.2019 (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	7,972,224	7,456,990	93.5371	7,456,990	0	100.0000	0.0000	0	0
	Poll		453,234	5.6852	453,234	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,910,224	99.2223	7,910,224	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,174,868	1,428,571	65.6854	1,428,571	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,428,571	65.6854	1,428,571	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	3,558,206	55,410	1.5572	55,210	200	99.6390	0.3609	0	0
	Poll		31,361	0.8814	31,361	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		86,771	2.4386	86,571	200	99.7695	0.2305	0	0
	Total	13,705,298	9,425,566	68.7732	9,425,366	200	99.9979	0.0021	0	0

Resolution No.	4									
Resolution required: (Ordinary/ Special)	SPECIAL - Ratification of appointment of Mr. Srinivas Koora (DIN 07227584), Whole-time Director & CFO of the Company and term & condition of remunerations thereon in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held on cut off date 20.09.2019 (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	7,972,224	7,456,990	93.5371	7,456,990	0	100.0000	0.0000	0	0
	Poll		453,234	5.6852	453,234	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,910,224	99.2223	7,910,224	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,174,868	1,428,571	65.6854	1,428,571	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,428,571	65.6854	1,428,571	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	3,558,206	55,410	1.5572	55,210	200	99.6390	0.3609	0	0
	Poll		31,361	0.8814	31,361	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		86,771	2.4386	86,571	200	99.7695	0.2305	0	0
	Total	13,705,298	9,425,566	68.7732	9,425,366	200	99.9979	0.0021	0	0

Resolution No.	5									
Resolution required: (Ordinary/ Special)	SPECIAL - Ratification of appointment of Mr. Jaison Jose (DIN 07719333), Whole-time Director of the Company and term & condition of remunerations thereon in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held on cut off date 20.09.2019 (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	7,972,224	7,456,990	93.5371	7,456,990	0	100.0000	0.0000	0	0
	Poll		453,234	5.6852	453,234	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,910,224	99.2223	7,910,224	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,174,868	1,428,571	65.6854	1,428,571	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,428,571	65.6854	1,428,571	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	3,558,206	55,410	1.5572	55,210	200	99.6390	0.3609	0	0
	Poll		31,361	0.8814	31,361	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		86,771	2.4386	86,571	200	99.7695	0.2305	0	0
	Total	13,705,298	9,425,566	68.7732	9,425,366	200	99.9979	0.0021	0	0

Resolution No.	6									
Resolution required: (Ordinary/ Special)	SPECIAL - Ratification of appointment of Mr. Vishal Chaddha (DIN 05321782), Whole-time Director of the Company and term & condition of remunerations thereon in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held on cut off date 20.09.2019 (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	7,972,224	7,456,990	93.5371	7,456,990	0	100.0000	0.0000	0	0
	Poll		453,234	5.6852	453,234	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,910,224	99.2223	7,910,224	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,174,868	1,428,571	65.6854	1,428,571	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,428,571	65.6854	1,428,571	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	3,558,206	55,410	1.5572	55,210	200	99.6390	0.3609	0	0
	Poll		31,361	0.8814	31,361	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		86,771	2.4386	86,571	200	99.7695	0.2305	0	0
	Total	13,705,298	9,425,566	68.7732	9,425,366	200	99.9979	0.0021	0	0

Resolution No.	7									
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of appointment of Mr. Tushar Trivedi (DIN 08164751), Independent Director of the Company in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held on cut off date 20.09.2019 (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	7,972,224	7,456,990	93.5371	7,456,990	0	100.0000	0.0000	0	0
	Poll		453,234	5.6852	453,234	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,910,224	99.2223	7,910,224	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,174,868	1,428,571	65.6854	1,428,571	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,428,571	65.6854	1,428,571	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	3,558,206	55,410	1.5572	55,210	200	99.6390	0.3609	0	0
	Poll		31,361	0.8814	31,361	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		86,771	2.4386	86,571	200	99.7695	0.2305	0	0
	Total	13,705,298	9,425,566	68.7732	9,425,366	200	99.9979	0.0021	0	0

Resolution No.	8									
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of appointment of Mr. Premal Mehta (DIN 00090389), Independent Director of the Company in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held on cut off date 20.09.2019 (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	7,972,224	7,456,990	93.5371	7,456,990	0	100.0000	0.0000	0	0
	Poll		453,234	5.6852	453,234	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,910,224	99.2223	7,910,224	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,174,868	1,428,571	65.6854	1,428,571	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,428,571	65.6854	1,428,571	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	3,558,206	55,410	1.5572	55,210	200	99.6390	0.3609	0	0
	Poll		31,361	0.8814	31,361	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		86,771	2.4386	86,571	200	99.7695	0.2305	0	0
	Total	13,705,298	9,425,566	68.7732	9,425,366	200	99.9979	0.0021	0	0

Resolution No.	9									
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of appointment of Mrs. Pratiksha Pingle (DIN 06878382), Independent Director of the Company in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held on cut off date 20.09.2019 (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	7,972,224	7,456,990	93.5371	7,456,990	0	100.0000	0.0000	0	0
	Poll		453,234	5.6852	453,234	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,910,224	99.2223	7,910,224	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,174,868	1,428,571	65.6854	1,428,571	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,428,571	65.6854	1,428,571	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	3,558,206	55,410	1.5572	55,210	200	99.6390	0.3609	0	0
	Poll		31,361	0.8814	31,361	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		86,771	2.4386	86,571	200	99.7695	0.2305	0	0
	Total	13,705,298	9,425,566	68.7732	9,425,366	200	99.9979	0.0021	0	0

Resolution No.	10									
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of appointment of Mrs. Bhavna Chattopadhyay (DIN 08164750), Non-Executive and Non-Independent Woman Director of the Company in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held on cut off date 20.09.2019 (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	7,972,224	7,456,990	93.5371	7,456,990	0	100.0000	0.0000	0	0
	Poll		453,234	5.6852	453,234	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,910,224	99.2223	7,910,224	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,174,868	1,428,571	65.6854	1,428,571	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,428,571	65.6854	1,428,571	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	3,558,206	55,410	1.5572	55,210	200	99.6390	0.3609	0	0
	Poll		31,361	0.8814	31,361	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		86,771	2.4386	86,571	200	99.7695	0.2305	0	0
	Total	13,705,298	9,425,566	68.7732	9,425,366	200	99.9979	0.0021	0	0

Resolution No.	11									
Resolution required: (Ordinary/ Special)	SPECIAL - Approval of Xelpmoc Design and Tech Limited Employees Stock Option Scheme – 2019 ("ESOP – 2019 / Scheme")									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held on cut off date 20.09.2019 (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	7,972,224	7,456,990	93.5371	7,456,990	0	100.0000	0.0000	0	0
	Poll		453,234	5.6852	453,234	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,910,224	99.2223	7,910,224	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,174,868	1,428,571	65.6854	1,428,571	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,428,571	65.6854	1,428,571	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	3,558,206	55,410	1.5572	55,210	200	99.6390	0.3609	0	0
	Poll		31,361	0.8814	31,361	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		86,771	2.4386	86,571	200	99.7695	0.2305	0	0
	Total	13,705,298	9,425,566	68.7732	9,425,366	200	99.9979	0.0021	0	0

VKMG
& Associates LLP
Company Secretaries

COMBINED SCRUTINIZER'S REPORT

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

To,
The Chairman
XELPMOC DESIGN AND TECH LIMITED
#17, 4th Floor, Agies Building, 1st A Cross, 5th Block,
Koramangala, Bengaluru – 560034,
Karnataka, India

Dear Sir,

1. I, Manish Rajnarayan Gupta, Practicing Company Secretary, has been appointed by the Board of Directors of the Company as a Scrutinizer for the purpose of Scrutinizing the e-voting along with Ballot Forms and ascertaining the requisite majority on voting carried out as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20(4)(ix) of the Companies (Management and Administration) Rules, 2014 as amended, on the Resolutions contained in the notice (hereinafter referred to as "the Resolutions") of the 4th Annual General Meeting of the members of the Company, held on Friday, 27th September, 2019 at 2:00 p.m. at Casa De Bengaluru, No. 873, 17th E Main Road, KHB Colony, 6th Block, Koramangala, Bengaluru - 560095.

2. The notice along with explanatory statement setting out the material facts under section 102 of the Companies Act, 2013 were sent to the Shareholders in respect of the resolutions to be passed at the said AGM of the Company.

3. The management of the Company is responsible to ensure that compliance with the requirement of the Companies Act, 2013 and rules relating to voting through electronic means and Ballot forms on the resolutions contained in the Notice. My responsibility as a scrutinizer for the e-voting process and voting through ballot forms at the AGM is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions and "invalid" and "abstained" ballots and votes, based on the reports generated from e-voting process system provided by Karvy Fintech Private Limited, the authorized agency engaged by the Company, to provide remote e-voting facilities and Ballot forms received at AGM.

VKMG & ASSOCIATES LLP MUMBAI Company Secretary

LLPIN: AAN-5436
A/202, Midas Enclave, Dadisheth Road, Nr. Babuline Naka, Malad (West), Mumbai - 400064
+91-22-28806348 vkmgassociates@gmail.com

4. I have issued this Combined scrutinizers report in respect of the e-voting commence from Monday, 23rd September, 2019 at 9.00 a.m.(IST) and ended on Thursday, 26th September, 2019 at 5.00 p.m.(IST) along with vote casted through the Ballot Form at Annual General Meeting. The result of e-voting along with Ballot Form is annexed with this report as an **"Annexure".**

5. Further to that, I submit my report as under:-

   I. The remote e-voting period commenced from Monday, 23rd September, 2019 at 9.00 a.m. (IST) and ended on Thursday, 26th September, 2019 at 5.00 p.m.(IST).

   II. The members, who were the members of the Company as on the "cut-off" date i.e. Friday, 20th September, 2019 entitled to vote on the resolutions.

   III. The Ballot Forms facility was also provided at 4th Annual General Meeting on Friday, September 27, 2019 for those members who attended the meeting but not voted through remote e-voting facility.

   IV. The votes cast via remote e-voting were unblocked on Friday, September 27, 2019, immediately after the count the vote cast at the meeting, in the presence of 2 witnesses, Mr. Sasi Kiran Gade and Mr. Sijo Simon, who are not in the employment of the Company.

   V. Thereafter considering remote e-voting and voting through the Ballot forms at meeting, the combined result of the voting is annexed. The detail containing inter alia, list of equity shareholders, who voted "for", "against", on each of the resolution that were put to vote, and whose votes invalid or who abstained from voting, were generated the e-voting website of Karvy Fintech Private Limited("Karvy') i.e. https://evoting.karvy.com and is based on such report generated.

All the Resolutions stands passed, under e-voting along with Ballot Form, with the requisite majority.

I hereby confirm that I am maintaining the record received from the service provider, in respect of the vote cast through remote e-voting and Ballot Form by the Equity Shareholders of the Company and according to my observations, the process of remote e-voting and Ballot Papers has been conducted in a fair and transparent manner.

Thanking You,

Yours faithfully,

For VKMG & Associates LLP
Company Secretaries
FRN: L2019MH005300

VKMG & ASSOCIATES LLP ★ MUMBAI ★ Company Secretary

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

Place: Bengaluru
Date: 27-09-2019

Witness 1: Mr. Sasi Kiran Gade : G. Sasi Kiran

Witness 2: Mr. Sijo Simon : Sijo Simon

Signature: _____
By Chairman of the meeting except for Resolution No.7

Signature: _____
By Chairman of Meeting for Resolution No.7

XELPMOC DESIGN AND TECH LIMITED
(CIN - L72200KA2015PLC082873)

Annexure to Combined Scrutinizer's Report in respect of remote e-voting along voting through Ballot Forms at 4th Annual General Meeting of Xelpmoc Design and Tech Limited held on 27th September, 2019

Res. No.	Particular of Resolution	Mode	Ballots Received	Total Votes	Total Valid Votes	Favour			Against			Invalid	
						Ballots	No. of Votes	% of total Valid Votes	Ballots	No. of Votes	% of total Valid Votes	Ballots	No. of Votes
1	To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2019 together with the reports of the Board of Directors and Auditors thereon;	E-Voting	21	8940971	8940971	21	8940971	**100.00**	0	0	**0.00**	0	0
		Ballot	7	484595	484595	7	484595	**100.00**	0	0	**0.00**	0	0
		Total	**28**	**9425566**	**9425566**	**28**	**9425566**	**100.00**	**0**	**0**	**0.00**	0	0
2	To appoint a Director in place of Mr. Jaison Jose (DIN: 07719333), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.	E-Voting	21	8940971	8940971	20	8940771	**100.00**	1	200	**0.00**	0	0
		Ballot	7	484595	484595	7	484595	**100.00**	0	0	**0.00**	0	0
		Total	**28**	**9425566**	**9425566**	**27**	**9425366**	**100.00**	**1**	**200**	**0.00**	0	0
3	Ratification of appointment of Mr. Sandipan Chattopadhyay (DIN 00794717), Managing Director & CEO of the Company and term & condition of remunerations thereon in line with	E-Voting	21	8940971	8940971	20	8940771	**100.00**	1	200	**0.00**	0	0
		Ballot	7	484595	484595	7	484595	**100.00**	0	0	**0.00**	0	0
		Total	**28**	**9425566**	**9425566**	**27**	**9425366**	**100.00**	**1**	**200**	**0.00**	0	0
4	Ratification of appointment of Mr. Srinivas Koora (DIN 07227584), Whole-time Director & CFO of the Company and term & condition of remunerations thereon in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	E-Voting	21	8940971	8940971	20	8940771	**100.00**	1	200	**0.00**	0	0
		Ballot	7	484595	484595	7	484595	**100.00**	0	0	**0.00**	0	0
		Total	**28**	**9425566**	**9425566**	**27**	**9425366**	**100.00**	**1**	**200**	**0.00**	0	0
5	Ratification of appointment of Mr. Jaison Jose (DIN 07719333), Whole-time Director of the Company and term & condition of remunerations thereon in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	E-Voting	21	8940971	8940971	20	8940771	**100.00**	1	200	**0.00**	0	0
		Ballot	7	484595	484595	7	484595	**100.00**	0	0	**0.00**	0	0
		Total	**28**	**9425566**	**9425566**	**27**	**9425366**	**100.00**	**1**	**200**	**0.00**	0	0
6	Ratification of appointment of Mr. Vishal Chaddha (DIN 05321782), Whole-time Director of the Company and term & condition of remunerations thereon in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	E-Voting	21	8940971	8940971	20	8940771	**100.00**	1	200	**0.00**	0	0
		Ballot	7	484595	484595	7	484595	**100.00**	0	0	**0.00**	0	0
		Total	**28**	**9425566**	**9425566**	**27**	**9425366**	**100.00**	**1**	**200**	**0.00**	0	0

XELPMOC DESIGN AND TECH LIMITED
(CIN - L72200KA2015PLC082873)

Annexure to Combined Scrutinizer's Report in respect of remote e-voting along voting through Ballot Forms at 4th Annual General Meeting of Xelpmoc Design and Tech Limited held on 27th September, 2019

Res. No.	Particular of Resolution	Mode	Ballots Received	Total Votes	Total Valid Votes	Favour			Against			Invalid	
						Ballots	No. of Votes	% of total Valid Votes	Ballots	No. of Votes	% of total Valid Votes	Ballots	No. of Votes
7	Ratification of appointment of Mr. Tushar Trivedi (DIN 08164751), Independent Director of the Company in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	E-Voting	21	8940971	8940971	20	8940771	**100.00**	1	200	**0.00**	0	0
		Ballot	7	484595	484595	7	484595	**100.00**	0	0	**0.00**	0	0
		Total	**28**	**9425566**	**9425566**	**27**	**9425366**	**100.00**	**1**	**200**	**0.00**	0	0
8	Ratification of appointment of Mr. Premal Mehta (DIN 00090389), Independent Director of the Company in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	E-Voting	21	8940971	8940971	20	8940771	**100.00**	1	200	**0.00**	0	0
		Ballot	7	484595	484595	7	484595	**100.00**	0	0	**0.00**	0	0
		Total	**28**	**9425566**	**9425566**	**27**	**9425366**	**100.00**	**1**	**200**	**0.00**	0	0
9	Ratification of appointment of Mrs. Pratiksha Pingle (DIN 06878382), Independent Director of the Company in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	E-Voting	21	8940971	8940971	20	8940771	**100.00**	1	200	**0.00**	0	0
		Ballot	7	484595	484595	7	484595	**100.00**	0	0	**0.00**	0	0
		Total	**28**	**9425566**	**9425566**	**27**	**9425366**	**100.00**	**1**	**200**	**0.00**	0	0
10	Ratification of appointment of Mrs. Bhavna Chattopadhyay (DIN 08164750), Non-Executive and Non-Independent Woman Director of the Company in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	E-Voting	21	8940971	8940971	20	8940771	**100.00**	1	200	**0.00**	0	0
		Ballot	7	484595	484595	7	484595	**100.00**	0	0	**0.00**	0	0
		Total	**28**	**9425566**	**9425566**	**27**	**9425366**	**100.00**	**1**	**200**	**0.00**	0	0
11	Approval of Xelpmoc Design and Tech Limited Employees Stock Option Scheme – 2019 ("ESOP – 2019 / Scheme")	E-Voting	21	8940971	8940971	20	8940771	**100.00**	1	200	**0.00**	0	0
		Ballot	7	484595	484595	7	484595	**100.00**	0	0	**0.00**	0	0
		Total	**28**	**9425566**	**9425566**	**27**	**9425366**	**100.00**	**1**	**200**	**0.00**	0	0

Place: Bengaluru
Date: 27-09-2019

VKMG & ASSOCIATES LLP ★ MUMBAI ★ Company Secretary

Witness 1:

Witness 2:

For VKMG & Associates LLP
Company Secretaries

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