

May 25, 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
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Dear Sir/Madam,

Subject: Details of Proposed Investments

In continuation to our letter dated 24th May, 2019 in respect to outcome of Board meeting, we further inform you that Board at their meeting also Considered and approved the proposal for investment in Share Capital of below mentioned companies, in one or more tranches.

- a) Woovly India Private Limited
- b) Taxitop Media Private Limited
- c) Femmevista Technologies Private Limited
- d) Graphixstory Private Limited
- e) Leadstart Publishing Private Limited

The details required under Regulation 30 of the SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR / CFD / CMD / 4 / 2015, dated September 09, 2015, pertaining to abovementioned investments is enclosed from **Annexure 1 to Annexure 5**.

We request you to take the same on record.

Thanking you,

Yours faithfully,

For Xelpmoc Design and Tech Limited

Vaishali Kondbhar
Company Secretary



Encl: As above

XELPMOC DESIGN AND TECH LIMITED

Regd & Corp Address: #17, 4th Floor, Agies Building, 1st A Cross, 5th Block, Koramangala, Bengaluru - 760024

Phone number: 080 4370 8360 | Website: www.xelpmoc.in | Email: info@xelpmoc.in

CIN NO: U72200KA2015PLC082873 | GST NO: 29AAACX1880G125

Details required under Regulation 30 of SEBI (LODR) Regulations, 2015 read along with SEBI Circular CIR/CFD/CMD/4/2015 dated September 09, 2015

Annexure 1

Sl. No.	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.;	<p>Woovly India Private Limited ("WIPL") is a Private Limited company incorporated under the provisions of Companies Act, 2013 having its Registered Office in Bangalore, Karnataka, India.</p> <p>Capital Detail: Authorized Share Capital: Rs. 10,00,000/- (1,00,000 Equity Shares of Rs. 10/- each) Paid Share Capital: Rs. 1,00,000/- (10,000 Equity Shares of Rs. 10/- each) Turnover : Nil (unaudited For the year ended 31.03.2019)</p>
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms length";	<p>WIPL is not a related party viz-a-vis the Company i.e. Xelpmoc Design and Tech Limited ("Xelpmoc").</p> <p>The transaction will be done at "Arm's Length".</p>
3.	Industry to which the entity being acquired belongs;	Consumer Internet
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	<p>Our Company is developing the technology and render the services for WIPL, looking at the concept and future prospect of the WIPL and further, on request of promoters of WIPL to have participation in the ownership of the WIPL. The Board of the directors of the Company has decided to subscribe equity shares and optionally convertible preference shares of WIPL.</p>
5.	Brief details of any governmental or regulatory approvals required for the acquisition;	No governmental or prior regulatory approvals are required for the acquisition.



6.	Indicative time period for completion of the acquisition;	Transaction is expected to be completed by end of September, 2019.
7.	Nature of consideration - whether cash consideration or share swap and details of the same;	Cash Consideration
8.	Cost of acquisition or the price at which the shares are acquired;	Total cost of acquisition is Rs.33,330/- include equity acquisition of Rs.25,330/- i.e. 2,533 equity shares at the price of Rs.10/- per share and OCPS acquisition of Rs.8,000/- i.e. 800 Optionally Convertible Preference Shares (OCPS) at the price of Rs.10 per share.
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	After the proposed acquisition, the Company is going to hold 19% equity shareholding in the share capital of WIPL and Optionally Convertible Preference Shares, the details of the same are as under: 2,533 equity shares at the price of Rs.10 per share and 800 OCPS at the price of Rs.10 per share. If our company chooses the option to convert the OCPS into equity shares, then our shareholding will be 25%, if the current shareholding structure prevails at the time of conversion of OCPS.
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	WIPL incorporated on 18 th July, 2017, under the provisions of Companies Act, 2013 having its Registered Office in Bangalore, Karnataka, India WIPL is world's only social platform for people and their Bucketlist. WIPL helps users discover, identify & build one's Bucketlist. Connect them with a similar interest community members and also the end service provider thereby providing users the end-to-end service opportunity.



WIPL has acquired 220k+ users alongwith 22,300+ user generated bucket list ideas.

Products Details:

Aggregation of user's demand in the space of Adventure, Travel, Food & Drinks and connecting it to service providers

Turnover:

Financial Year	Amount
2016-17	*NA
2017-18	NIL
2018-19	NIL (unaudited)

* The Company incorporated on 18th July, 2017.



Annexure 2

Sl. No.	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.;	<p>Taxitop Media Private Limited ("TMPL") is a Private Limited company incorporated under the provisions of Companies Act, 2013 having its Registered Office in Kolkata, West Bengal, India.</p> <p>Capital Detail: Authorized Share Capital: Rs. 10,00,000/- (10,00,000 Equity Shares of Rs. 1/- each)</p> <p>Paid Share Capital: Rs. 1,00,000/- (1,00,000 Equity Shares of Rs. 1/- each)</p> <p>Turnover : 2,93,640 (Unaudited For the year ended 31.03.2019)</p>
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms length";	<p>TMPL is not a related party viz-a-vis the Company i.e. Xelpmoc Design And Tech Limited ("Xelpmoc").</p> <p>The transaction will be done at "Arm's Length".</p>
3.	Industry to which the entity being acquired belongs;	Digital Advertising
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	<p>Our Company is going to develop the Technology and renders the services for TMPL, looking at the concept and future prospect of the TMPL and further, on request of promoters of TMPL to have participation in the ownership of the TMPL. The Board of the directors of the Company has decided to subscribe equity shares of TMPL.</p>
5.	Brief details of any governmental or regulatory approvals required for the acquisition;	No governmental or prior regulatory approvals are required for the acquisition.
6.	Indicative time period for completion of the acquisition;	Transaction is expected to be completed by end of September, 2019.



7.	Nature of consideration - whether cash consideration or share swap and details of the same;	The Company will provide TMPL the Advisory services to value of Rs.20,76,450/-. TMPL is having fair value of its equity shares of Rs.109 per share, as on the date, based on the valuation report. Hence, TMPL will issue 19,050 equity shares to the Company at fair value of Rs.109 per share.
8.	Cost of acquisition or the price at which the shares are acquired;	Total cost of acquisition is Rs.20,76,450/- i.e. 19,050 equity shares at the price of Rs.109 per share.
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	After the proposed acquisition, the Company is going to hold 19,050 equity shares of TMPL i.e. 16% shareholding in the share capital of TMPL.
10.	Brief background about the entity acquired in terms of products/line of business acquired	<p>TMPL incorporated on 31st October, 2018 under the provisions of Companies Act, 2013 having its Registered Office in Kolkata, West Bengal, India.</p> <p>TMPL introduce the ADTech Start-Up, Taxitop Media, the brainchild of a dynamic entrepreneur, looking to bring advancement in the way India does business.</p> <p>TMPL startup in the process of reinventing the outdoor advertising industry, by providing a unique platform to companies to promote themselves in the most cost effective and efficient manner.</p> <p>TMPL at Taxitop Media are the exclusive pan India partners of Uber, and work on strategically placing car wraps on the exterior of their vehicles, thereby providing a mobile advertising space. TMPL cabs have a high visibility and attract unparalleled amounts of eyeballs throughout the</p>



day, through various demographics.

Further, TMPL also partnered with Uber to execute fabrication and pasting of advertising materials on vehicles, starting Kolkata thus giving us leverage over other agency to execute the campaign smoother.

TMPL association with Uber, however, is not limited to external advertising spaces, but extends within the taxis themselves, where clients can

Within the taxis advertise themselves, through headrest danglers & samples provides clients an opportunity to grab even more focused attention.

TMPL also working with Uber on various other new options to give brands more visibility to huge network of cab passengers.

Product details:

Digital Outdoor Marketing, One to many advertising.

Turnover:

Financial Year	Amount
2016-17	*NA
2017-18	*NA
2018-19	2,93,640 (Unaudited)

*The Company incorporated on 31st October, 2018.



Annexure 3

Sl. No.	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.;	<p>Femmevista Technologies Private Limited ("FTPL") is a Private Limited company incorporated under the provisions of Companies Act, 2013 having its Registered Office in Hyderabad, Telangana, India.</p> <p>Capital Detail: Authorized Share Capital: Rs. 1,00,00,000/- (10,00,000 Equity Shares of Rs. 10/- each)</p> <p>Paid Share Capital: Rs. 75,00,000/- (7,50,000 Equity Shares of Rs. 10/- each)</p> <p>Turnover: Nil (unaudited For the year ended 31.03.2019)</p>
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms length";	<p>FTPL is not a related party viz-a-vis the Company i.e. Xelpmoc Design And Tech Limited ("Xelpmoc").</p> <p>The transaction will be done at "Arm's Length".</p>
3.	Industry to which the entity being acquired belongs;	Platform / Human Resources
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	<p>Our Company is going to develop the technology and render the services for FTPL, looking at the concept and future prospect of the FTPL and further, on request of promoters of FTPL to have participation in the ownership of the FTPL. The Board of the directors of the Company has decided to subscribe Optionally Convertible Preference Shares of FTPL.</p>
5.	Brief details of any governmental or regulatory approvals required for the acquisition;	No governmental or prior regulatory approvals are required for the acquisition.



6.	Indicative time period for completion of the acquisition;	Transaction is expected to be completed by end of September, 2019.
7.	Nature of consideration - whether cash consideration or share swap and details of the same;	The Company will provide FTPL the Advisory services to value of Rs.12,23,643/-. FTPL is having fair value of its equity shares of Rs. 14.70 per share, as on the date, based on the valuation report. Hence, FTPL will issue 83,241 OCPS to the Company at fair value of Rs.14.70 per share.
8.	Cost of acquisition or the price at which the shares are acquired;	Total cost of acquisition is Rs.12,23,643/- i.e. 83,241 Optionally Convertible Preference Shares (OCPS) at the price of Rs.14.70/- per share.
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	After the proposed acquisition, the Company is going to hold 83,241 OCPS of FTPL. If our company chooses the option to convert the OCPS into equity shares, then our shareholding will be 9.99%, if the current shareholding structure prevails at the time of conversion of OCPS.
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<p>FTPL incorporated on 9th March, 2018 under the provisions of Companies Act, 2013 having its Registered Office in Hyderabad, Telangana, India.</p> <ul style="list-style-type: none"> • FTPL was registered in Mar 2018 in Hyderabad – founded by Mahua and Uma who have a cumulative experience of 36 years in tech, operations and consulting across Blue Chip MNC companies. • Market Research and insights of the Product kick started in early 2017 talking to 250+ women in India and US. • FTPL was incubated with WE-Hub – Telangana



		<p>government's Incubation Centre</p> <ul style="list-style-type: none"> • Product design started from May 2018 and development subsequently • Product was launched in India as a mobile app (Android and iOS) in March 2019 – Currently have 425+ users on platform • FTPL has partnered with various teams to accelerate community growth: <ul style="list-style-type: none"> ○ Industry bodies – NASSCOMM, AIMA-YLC and CWE (Catalyst for Women entrepreneurs) ○ Academia – ISB ○ Women Communities – WEF(Women Economic Forum), Lean In, IIM Kozhikode Women Alumni group and SCSC <p>Product details:</p> <p>'The star in me' is a venture of FTPL. It is an all-encompassing digital platform for women professionals and a partner for organizations that are focused on building business effectiveness through diversity.</p> <p>Connect women to professional networks and a multitude of resources. Instead of having to access multiple channels, women professionals can leverage 'The star in me' to address all their career needs through a single platform - Create digital visual resumes, Seek or Share career guidance and Gain access to professional networks,</p>
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Coaching, Job opportunities and Upskilling.

Connect organizations to the gender diverse talent pool in the market and businesses to exclusive consumer segments.

Make money by charging organizations a subscription fee to access profiles, post jobs, advertise and interact with women talent and consumers. FTPL also make money by revenue sharing with professional coaches and affiliate marketing partners who provide products and services through collaboration.

Turnover:

Financial Year	Amount
2016-17	*N.A.
2017-18	*N.A.
2018-19	Nil (unaudited)

*The Company incorporated on 9th March, 2018.



Annexure 4

Sl. No.	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.;	<p>Graphixstory Private Limited ("GPL") is a Private Limited company incorporated under the provisions of Companies Act, 2013 having its Registered Office in Howrah, West Bengal, India.</p> <p>Capital Detail: Authorized Share Capital: Rs. 10,000/- (10,000 Equity Shares of Rs.1/- each)</p> <p>Paid Share Capital: Rs. 10,000/- (10,000 Equity Shares of Rs.1/- each)</p> <p>Turnover: Rs.10,74,240/- (unaudited For the year ended 31.03.2019)</p>
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms length";	<p>GPL is not a related party viz-a-vis the Company i.e. Xelpmoc Design And Tech Limited ("Xelpmoc").</p> <p>The transaction will be done at "Arm's Length".</p>
3.	Industry to which the entity being acquired belongs;	Animation
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	<p>Our Company is going to provide technical advisory services to GPL, looking at the concept and future prospect of the GPL and further, on request of promoters of GPL to have participation in the ownership of the GPL. The Board of the directors of the Company has decided to subscribe Optionally Convertible Preference Shares of GPL</p>



5.	Brief details of any governmental or regulatory approvals required for the acquisition;	No governmental or prior regulatory approvals are required for the acquisition.
6.	Indicative time period for completion of the acquisition;	Transaction is expected to be completed by end of September, 2019.
7.	Nature of consideration - whether cash consideration or share swap and details of the same;	The Company will provide GPL the Advisory services to value of Rs.4,09,500/-. GPL is having fair value of its equity shares of Rs.105 per share, as on the date, based on the valuation report. Hence, GPL will issue 3,900 OCPS to the Company at fair value of Rs.105 per share.
8.	Cost of acquisition or the price at which the shares are acquired;	Total cost of acquisition is Rs.4,09,500/- i.e. 3,900 Optionally Convertible Preference Shares (OCPS) at the price of Rs.105/- per share.
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	After the proposed acquisition, the Company is going to hold 3,900 OCPS of GPL. If our company chooses the option to convert the OCPS into equity shares, then our shareholding will be 30%, if the current shareholding structure prevails at the time of conversion of OCPS.
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	GPL incorporated on 3 rd November, 2016 under the provisions of Companies Act, 2013 having its Registered Office in Howrah, West Bengal, India. GPL is an international award-winning technology and video-driven creative studio with our lair in the 'City of Joy' Kolkata, India and our eyes on the world. We are a heterogeneous legion of fiery storytellers, artists, creative directors, animators and illustrators who are absolutely fanatical about delivering the best and not the most because



we sincerely believe in quality over quantity.

GPL create handcrafted premium pixels and frames and are not afraid to go beyond set conventions. GPL believe that the world is our oyster and in the ever-expanding list of services that GPL offer namely 2D/3D motion graphics, stop-motion, clay motion, live-action and illustrations happen to be just some of them.

Product details:

All kind of customized video production and video-led campaigns for brands including live action, animation, stop-motion, claymation animation, experience design (UI/UX), campaign(from ideation to production). GPL helps brands with the production of the video from scratch-story, screenplay, storyboard, production, post-production

Turnover:

Financial Year	Amount
2016-17	*NA
2017-18	2,17,707.26
2018-19	10,74,240 (Unaudited)

*The Company incorporated on 3rd November, 2016.



Sl. No.	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.;	<p>Leadstart Publishing Private Limited ("LPPL") is a Private Limited company incorporated under the provisions of Companies Act, 1956 having its Registered Office in Mumbai, Maharashtra, India.</p> <p>Capital Detail: Authorized Share Capital: Rs. 35,00,000/- (2,50,000 Equity Shares of Rs. 10/- each & 1,00,000 Preference Shares of Rs.10/- each)</p> <p>Paid Share Capital: Rs. 23,49,260/- divided into 2,19,646 Equity Shares of Rs. 10/- each & 15,280 CCPS of Rs.10/- each)</p> <p>Turnover: Rs.132 Lakhs (unaudited For the year ended 31.03.2019)</p>
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms length";	<p>Mr. Sandipan Chattopadhyay hold 1,095 equity shares i.e. 0.47% shareholding in share capital of LPPL & Mr. Tushar Trivedi hold 411 equity shares i.e. 0.17% shareholding in share capital of LPPL, except these LPPL is not a related party viz-a-vis the Company i.e. Xelpmoc Design and Tech Limited ("Xelpmoc").</p> <p>The transaction will be done at "Arm's Length".</p>
3.	Industry to which the entity being acquired belongs;	Media-Tech
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	Our Company is going to develop the technology and render the services for LPPL, looking at the concept and future prospect of the LPPL and further, on request of promoters of LPPL to have participation in the ownership of the LPPL. The Board of the directors of the Company has



		decided to subscribe equity shares of LPPL.
5.	Brief details of any governmental or regulatory approvals required for the acquisition;	No governmental or prior regulatory approvals are required for the acquisition.
6.	Indicative time period for completion of the acquisition;	Transaction is expected to be completed by end of September, 2021.
7.	Nature of consideration - whether cash consideration or share swap and details of the same;	The Company will provide LPPL the Advisory & technology development services to value of Rs.2,98,56,391/-. LPPL is having fair value of its equity shares of Rs.1,079.68 per share, as on the date, based on the valuation report. Hence, LPPL will issue 27,653 equity shares to the Company at fair value of Rs.1,079.68 per share.
8.	Cost of acquisition or the price at which the shares are acquired;	Total cost of acquisition is Rs.2,98,56,391/- i.e. 27,653 equity shares at the price of Rs.1,079.68 per share.
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	After the proposed acquisition, the Company is going to hold 27,653 equity shares of LPPL i.e. 11.77% shareholding in the share capital of LPPL.
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<p>LPPL incorporated on 22nd June, 2007 under the provisions of Companies Act, 1956 having its Registered Office in Mumbai, Maharashtra, India.</p> <p>LPPL is a media-tech which operates in domain on content IPs and relevant services (publishing of books & content in all formats (paperback, ebooks & audio) & publishing & ancillary services)</p> <p>LPPL has several award winning and bestseller products. With a unique business model, has managed to substantially de-risk a traditionally</p>



risky business model without compromising on returns.

Product details:

How it works –

User generated content (UGC) comes in

- Stage -1 Monetisation: Services sales
- Stage -2 Monetisation: transaction revenue via Book sales (non-inventory model)
- Stage -3 Monetisation: Books sales via content syndication/ leasing (inventory model)
- Stage -4 Monetisation: via Secondary rights (Translations / IP sales / leasing for TV/ Web/ Films / Other AV mediums)

Revenue model-

- Stage -1 Monetisation: Services sales
- Stage -2 Monetisation: commission revenue via Book sales
- Stage -3 Monetisation: Books sales via content syndication/ leasing
- Stage -4 Monetisation: via Secondary rights (Translations / IP sales / leasing for TV/ Web/ Films / Other AV mediums)

Turnover:

Financial Year	Amount in Lakhs
2016-17	95
2017-18	124
2018-19	132

