

July 07, 2022

To,

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: Disclosure on Investments

We inform you that based on the recommendation of Audit Committee, the Board at their meeting held on July 06, 2022, has considered, and approved the following businesses:

1. Subscribe shares in the paid-up share capital of Xperience India Private Limited, Special Purpose Vehicle proposed to be incorporated in Madhya Pradesh.
2. Investment in securities of Firstsense Technology Private Limited, in one or more tranches.

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 point 1 and 2 stated above is enclosed as Annexure 1 and 2.

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

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

Sr. No.	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.;	<p>The Name of proposed SPV reserved/approved by the CRC, Registrar of Companies is "Xperience India Private Limited", however Company yet to be incorporated, hence could not provide details related thereto.</p> <p>Turnover: Not applicable as the company is yet to be incorporated.</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>Considering the percentage of holding, the said SPV will be Associate Company of our Company. Accordingly, it will fall under related party. Further, any one of directors of the Company will be a director of the proposed SPV.</p> <p>Save and except what is stated above, the Promoter/ promoter group/director are not interested in the transaction and the transaction will be done at "Arm's Length".</p>
3.	Industry to which the entity being acquired belongs;	The proposed SPV shall be engaged in the business of tourism with the help of technologies to be developed related to travel and tourism sector.
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);	The Company has been awarded a contract by Madhya Pradesh State Tourism Development Corporation Ltd ("MPSTDC") wherein as per the terms of agreement entered with MPSTDC, the Company will provide design, development, and maintenance of online travel aggregator services under a SPV structure for MPSTDC.
5.	Brief details of any governmental or regulatory approvals required for the acquisition;	The Company shall comply the related provision of Companies Act, 2013 and applicable regulation of SEBI Listing Regulations, in respect of proposed subscription, except this no governmental or prior regulatory approvals are required for the



		proposed subscription.
6.	Indicative time period for completion of the acquisition;	The Company will incorporate a SPV by end of September 2022.
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 subscription is Rs. Rs.21,50,000/- i.e. 2,15,000 Equity shares at the price of Rs.10/- per share.
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	After the proposed subscription, the Company is going to hold 2,15,000 Equity Shares i.e. 43% shareholding in the share capital of proposed SPV.
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);	Not applicable since the company is yet to be incorporated.



Annexure 2

Sr. No.	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.;	<p>Firstsense Technology Private Limited (FTPL) is a private limited Company incorporated under the provisions of Companies Act, 2013 having its registered office in Bengaluru, Karnataka, India</p> <p>Capital Detail:</p> <p>Authorized Share Capital: Rs.10,00,000/- (divided into 8,00,000 Equity Shares of face value INR 1 each and 2,00,000 Preference Shares of face value INR 1 each)</p> <p>Paid Up Share Capital: Rs. 5,14,248/- (divided into 3,52,698 Equity Shares of face value INR 1 each and 1,61,550 Preference Shares of face value INR 1 each)</p> <p>Turnover: NIL (Yet to commence business operations)</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 Promoter / promoter group are not interested in the transaction and the transaction will be done at "Arm's Length".</p>
3.	Industry to which the entity being acquired belongs;	Information Technology (IT) and related services
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);	Looking at the concept and future prospect of the FTPL, the Board of the directors of the Company on recommendation of the Audit Committee has decided to acquire Compulsorily Convertible Preference Shares (CCPS) of FTPL.
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 2022.



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.24,99,884/- i.e. 6,443 CCPS of face value of Rs.1/- each at an issue price of Rs.388/- per share.
9.	Percentage of shareholding / control acquired and / or number of shares acquired.	After the proposed acquisition of 6,443 CCPS, the percentage of shareholding will be 32.26% on fully diluted basis including the existing holding of 1,61,550 OCPS if converted into equity shares.
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><u>Product /line of Business:</u> Information Technology (IT) and related services</p> <p><u>Date of Incorporation:</u> 15th April, 2021</p> <p><u>Turnover of last three years:</u> Nil (Yet to commence business operations)</p> <p><u>Country in which has presence:</u> India</p>

