

May 22, 2021

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>
--	---

Dear Sir/Madam,

Subject: Details of Proposed Investments

In continuation to our letter dated 21st May, 2021 in respect to outcome of Board meeting, we further inform you that based on the recommendation of Audit Committee, Board at their meeting also considered and approved the following proposal of Investments:

- a) Investment in securities of Graposs Edutech Private Limited, in one or more tranches and;
- b) 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 above mentioned investments is enclosed in **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

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 8360 | Website: www.xelpmoc.in| Email: vaishali.kondbhar@xelpmoc.in
CIN NO: L72200KA2015PLC082873 | GST NO: 29AAACX1880G1Z5

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>Graposs Edutech Private Limited ("GEPL") is a Private Limited company incorporated under the provisions of Companies Act, 1956 having its Registered Office in Delhi, India.</p> <p>Capital Detail:</p> <p>Authorized Share Capital: Rs.10,00,000/- (1,00,000 Equity Shares of Rs. 10/- each)</p> <p>Paid Share Capital: Rs.5,26,320/- (52,632 Equity Shares of Rs. 10/- each)</p> <p>Turnover: Rs.2,44,74,491.84/- (as on 31.03.2021 Unaudited)</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>GEPL 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;	Education Industry
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 renders the advisory services for GEPL, looking at the concept and future prospect of the GEPL and further, on request of promoters of GEPL to have participation in the ownership of the GEPL. The Board of the directors of the Company has decided to subscribe Optionally Convertible Preference Shares (OCPS) of GEPL.
5.	Brief details of any governmental or regulatory approvals required for the acquisition;	No governmental or prior regulatory approvals are required for the acquisition.

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 8360 | Website: www.xelpmoc.in| Email: vaishali.kondbhar@xelpmoc.in
 CIN NO: L72200KA2015PLC082873 | GST NO: 29AAACX1880G1Z5

6.	Indicative time period for completion of the acquisition;	Transaction is expected to be completed by end of December, 2021.								
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.19,99,788/- i.e. 1074 OCPS at the price of Rs.1862/- per share.								
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	<p>After the proposed acquisition, the Company is going to hold 1074 OCPS of GEPL.</p> <p>If our company chooses the option to convert the OCPS into equity shares, then our shareholding will be 2%, if the current shareholding structure prevails at the time of conversion of OCPS.</p>								
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></p> <p>The GEPL is primarily work in the field of education, education research, education technologies development content creation, capacity building of teachers, and use all formats of technology to disseminate the practices of education and related works and to carry on the business of student recruitment on behalf of educational institutions in India and abroad.</p> <p><u>Date of Incorporation:</u> 12th October, 2011</p> <p><u>Turnover of last three years:</u></p> <table border="1" data-bbox="850 1310 1409 1612"> <thead> <tr> <th>Financial Year</th> <th>Amount in Rs.</th> </tr> </thead> <tbody> <tr> <td>2020-21</td> <td>Rs.2,44,74,491.84/- (Unaudited)</td> </tr> <tr> <td>2019-20</td> <td>Rs.1,82,31,913.21/-</td> </tr> <tr> <td>2018-19</td> <td>Rs.2,43,78,875.38/-</td> </tr> </tbody> </table> <p><u>Country in which Company has presence:</u></p> <p>India</p>	Financial Year	Amount in Rs.	2020-21	Rs.2,44,74,491.84/- (Unaudited)	2019-20	Rs.1,82,31,913.21/-	2018-19	Rs.2,43,78,875.38/-
Financial Year	Amount in Rs.									
2020-21	Rs.2,44,74,491.84/- (Unaudited)									
2019-20	Rs.1,82,31,913.21/-									
2018-19	Rs.2,43,78,875.38/-									

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 8360 | Website: www.xelpmoc.in| Email: vaishali.kondbhar@xelpmoc.in
 CIN NO: L72200KA2015PLC082873 | GST NO: 29AAACX1880G1Z5

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><u>Capital Detail:</u></p> <p>Authorized Share Capital: Rs.10,00,000/- (10,00,000 Equity Shares of Rs.1/- each)</p> <p>Paid Up Share Capital: Rs.20,000/- (20,000 Equity Shares of Rs.1/- each)</p> <p><u>Turnover:</u> 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 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);	Our Company is going to develop the Technology and renders the advisory 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 (OCPS) 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 December, 2021.
7.	Nature of consideration - whether cash consideration or share swap	Cash Consideration

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 8360 | Website: www.xelpmoc.in| Email: vaishali.kondbhar@xelpmoc.in
 CIN NO: L72200KA2015PLC082873 | GST NO: 29AAACX1880G125

	and details of the same;	
8.	Cost of acquisition or the price at which the shares are acquired;	Total cost of acquisition is Rs.1,61,550/- i.e. 1,61,550 OCPS at the price of Rs.1/- per share.
9.	Percentage of shareholding / control acquired and / or number of shares acquired.	<p>After the proposed acquisition, the Company is going to hold 1,61,550 OCPS of FTPL.</p> <p>If our company chooses the option to convert the OCPS into equity shares, then our shareholding will be 88.98%, if the current shareholding structure prevails at the time of conversion of OCPS.</p>
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></p> <p>Information Technology (IT) and related services</p> <p><u>Date of Incorporation:</u></p> <p>15th April, 2021</p> <p><u>Turnover of last three years:</u></p> <p>Nil (Newly incorporated as mentioned above)</p> <p><u>Country in which has presence:</u></p> <p>India</p>

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 8360 | Website: www.xelpmoc.in| Email: vaishali.kondbhar@xelpmoc.in
 CIN NO: L72200KA2015PLC082873 | GST NO: 29AAACX1880G1Z5

WHAT

Implicit Information to Explicit Interpretations that assist human observers

Target Industries: EduTech, Healthcare, Process Automation, Logistics

WHY


Matured Edge-AI and Distributed Compute, ample internet bandwidth, education Paradigm shift during the pandemic, Phygital Surge - all converging to..**RIGHT TIME!**

HOW


Visual Intelligence using Distributed Edge-AI - scene correlation, expression analysis, time epochs, posture and gaze tracking, affective computing

WE

Years of Strong multimedia DNA Worked in the entire gamut of Video - from ASIC to Cloud Platform, AI and ML
Co_Founder at PiOctave



Class Dynamics: Automate the analysis of Class Dynamics to achieve Positive Class Atmosphere. Class Atmosphere has direct impact on student-teacher interactions and learning outcome. Our solution provides personalised perspectives to teachers and parents.



Hybrid Proctoring: Automating the invigilation provides self-improvement opportunities since exams can be personalised, re-taken and attended without an invigilator. Today's Phygital classrooms further boosts the demand for such a hybrid proctoring.

Primary Focus: EduTech

Phase-1: Automated Feedback of Class Dynamics

Phase-2: Automated Hybrid Proctoring

Tailored for our target markets, Strong design focus, Excellent Engineering

Team Profile

Our Journey along Video Tech



ANAND SIVARAM



<https://www.linkedin.com/in/anandsivaram/>
Middleware, Protocols, Video Streaming
Programming, Algorithms, Cloud
Video Analytics
B.Tech, MS - ECE

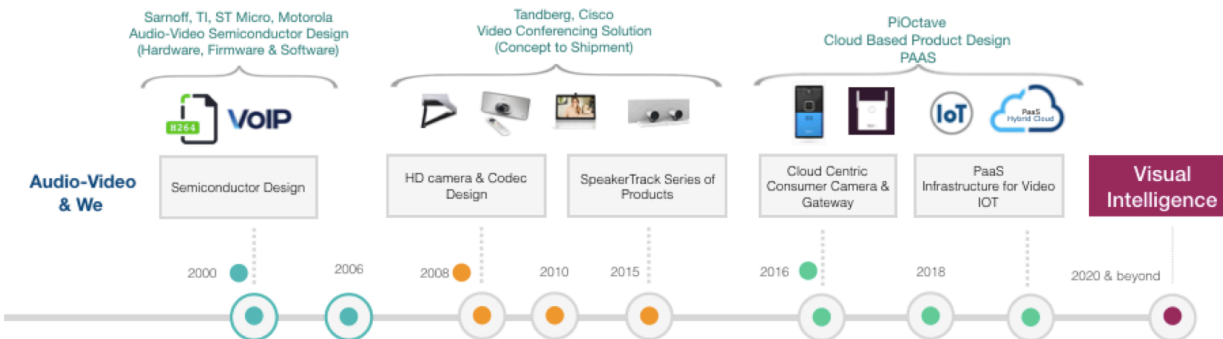


GIJO PREMS



<https://www.linkedin.com/in/gijo-prems-27a1303/>
Platform Software, Video Streaming
Programming, Cloud, DevOps
Analytics, MLOps
B.Tech - CSE

Founders Together Part of Journey for last 12+ years



ANAND SIVARAM
Solution Architecture and Product Delivery



GIJO PREMS
Visual Analytics & Development Operations