



# XELPMOC DESIGN AND TECH LIMITED

Xelpmoc Design and Tech Limited ("Company" or "Issuer") was incorporated as 'Xelpmoc Design and Tech Private Limited', a private limited company, under the Companies Act, 2013 on September 16, 2015 at Bengaluru, Karnataka, India, and the Certificate of Incorporation was issued by the Registrar of Companies, Karnataka at Bengaluru ("RoC"). Our Company was converted into a public limited company pursuant to a special resolution passed by our Shareholders on July 2, 2018 and the name of our Company was changed to 'Xelpmoc Design and Tech Limited'. Consequently, a fresh certificate of incorporation consequent upon change of name upon conversion into public company was issued by the RoC on July 20, 2018. For details of change in the name and Registered Office of our Company, see "History and Certain Corporate Matters" on page 125 of the Prospectus.

**Registered Office:** #17, 4th Floor, Agies Building, 1st 'A' Cross, 5th Block, Koramangala, Bengaluru – 560 034, Karnataka, India. **Contact Person:** Vaishali Kondbhar, Company Secretary and Compliance Officer;  
**Telephone:** +91 80 4370 8360; **Fax:** Not available; **E-mail:** vaishali.kondbhar@xelpmoc.in; **Website:** www.xelpmoc.in; **Corporate Identity Number:** U72200KA2015PLC082873

## OUR PROMOTERS: SANDIPAN CHATTOPADHYAY, SRINIVAS KOORA AND JAISON JOSE

### BASIS OF ALLOTMENT

**INITIAL PUBLIC OFFERING OF 35,01,442 EQUITY SHARES OF FACE VALUE ₹ 10 EACH ("EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹ 66 PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ 56 PER EQUITY SHARE) ("ISSUE PRICE"), AGGREGATING UP TO ₹ 230,000 THOUSAND ("ISSUE"). THE ISSUE SHALL CONSTITUTE UP TO 25.55 % OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.**

**A discount of ₹ 3 per Equity Share on the Issue Price was offered by our Company in consultation with the BRLM to the Retail Individual Bidders ("Retail Discount").**

**ISSUE PRICE : ₹ 66 PER EQUITY SHARE OF FACE VALUE OF ₹ 10 EACH  
THE ISSUE PRICE IS 6.6 TIMES OF THE FACE VALUE  
RETAIL DISCOUNT : ₹ 3 PER EQUITY SHARE ON ISSUE PRICE**

#### Risks to Investors:

- The Book Running Lead Manager ("BRLM") associated with the Issue has handled 2 public issues in the past 3 years, out of which none of the issues closed below the issues price on listing date.
- The average cost of acquisition of equity shares for our Promoters, Sandipan Chattopadhyay, Srinivas Koora and Jaison Jose is ₹ 6.93, ₹ 6.84 and ₹ 20.80 respectively and the Issue price at upper end of the Price Band is ₹ 66.
- There are no comparable listed companies in India engaged in the same line of business as the Company, hence comparison with industry peers are not applicable.
- Weighted Average Return on net worth for the F.Y 2016, 2017 and 2018 is negative i.e. (41.33)% on a standalone basis. The RoNW for the F.Y 2016, 2017 and 2018 on a standalone basis is (114.84%), (34.89%) and (21.12%) respectively.
- The Earning Per Share of the Issuer for F.Y 2016, 2017 and 2018 is negative.

#### BID/ISSUE PROGRAMME

**BID/ISSUE OPENED ON: JANUARY 23, 2019 | BID/ISSUE CLOSED ON: JANUARY 25, 2019  
ANCHOR INVESTOR BIDDING DATE: JANUARY 22, 2019**

The Issue is being made in terms of Rule 19(2)(b) of the Securities Contracts Regulation Rules, 1957, as amended ("SCRR"), read with Regulation 41 of the SEBI ICDR Regulations. The Issue is being made in accordance with Regulation 26(2) of the SEBI ICDR Regulations, through the Book Building Process wherein at least 75% of the Issue was made available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"), provided that our Company in consultation with the BRLM, allocated up to 60% of the QIB Portion to Anchor Investors on a discretionary basis ("Anchor Investor Portion"). One-third of the Anchor Investor Portion was reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price. 5% of the QIB Portion (excluding the Anchor Investor Portion) was made available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion was made available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not more than 15% of the Issue was made available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10% of the Issue was made available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. All Bidders, other than Anchor Investors, were mandatorily required to participate in the Issue through an Application Supported by Blocked Amount ("ASBA") process including through UPI mode (as applicable) by providing details of their respective bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs"). Anchor Investors were not permitted to participate in the Anchor Investor Portion through the ASBA Process. For details, see "Issue Procedure" on page 391 of the Prospectus.

The Issue received 2,791 applications for 9,613,000 Equity Shares (prior to technical rejections) resulting in 2,7454 times subscription as disclosed in Prospectus. The details of the applications received in the Issue from Retail Individual Bidders, Non-Institutional Bidders, and QIBs are as under (before technical rejections):

Sr. No.	Category	No. of Applications	No. of Equity Shares applied	Shares Reserved as per Prospectus	No. of times Subscribed	Amount (₹)
A	Retail Individual Bidders	2,744	915,200	350,144	2,6138	57,658,600.00
B	Non Institutional Bidders	40	4,303,800	525,216	8,1943	284,047,600.00
C	Qualifies Institutional Bidders (Excluding Anchors)	5	1,362,000	1,057,901	1,2875	89,892,000.00
D	Anchor Investors	2	3,032,000	1,568,181	1,9335	200,112,000.00
	<b>Total</b>	<b>2,791</b>	<b>9,613,000</b>	<b>3,501,442</b>	<b>2,7454</b>	<b>631,710,200.00</b>

#### Final Demand

Summary of the final demand as per the BSE and the NSE as on the Bid/Issue Closing Date at different Bid prices is as under:

SLNO	BID PRICE	BIDS QUANTITY	(%) TO TOTAL	Cumulative Total%	Cumulative Total
1	62	23,200	0.35	23,200	0.35
2	63	10,200	0.15	33,400	0.50
3	64	28,800	0.43	62,200	0.93
4	65	27,800	0.41	90,000	1.34
5	66	5,873,600	87.48	5,963,600	88.82
6	CUTOFF	750,400	11.18	6,714,000	100.00
	<b>TOTAL</b>	<b>6,714,000</b>	<b>100.00</b>		

The Basis of Allotment was finalized in consultation with the Designated Stock Exchange, being the BSE on January 30, 2019.

#### A. Allotment to Retail Individual Investors (After Technical Rejections)

The Basis of Allotment to the Retail Individual Bidders, who have bid at cut-off or at the Issue Price of ₹ 66 per Equity Share (less discount of ₹ 3 per Equity Share to the Issue Price), was finalized in consultation with the BSE. This category has been subscribed to the extent of 2.40587 times. The total number of Equity Shares Allotted in Retail Individual Bidders category is 350,144 Equity Shares to 1,750 successful applicants. The category-wise details of the Basis of Allotment are as under:

Category	No. of Applications Received	% of Total	Total No. of Equity Shares applied	% to Total	No. of Equity Shares allotted per applicant	Ratio	Total No. of Equity Shares allotted
200	2,084	85.03	416,800	49.48	200	372 : 521	297,600
400	135	5.51	54,000	6.41	200	32 : 45	19,200
600	49	2.00	29,400	3.49	200	5 : 7	7,000
800	25	1.02	20,000	2.37	200	18 : 25	3,600
1,000	48	1.96	48,000	5.70	200	17 : 24	6,800
1,200	6	0.24	7,200	0.85	200	2 : 3	800
1,400	7	0.29	9,800	1.16	200	5 : 7	1,000
1,600	11	0.45	17,600	2.09	200	8 : 11	1,600
1,800	4	0.16	7,200	0.85	200	3 : 4	600
2,000	8	0.33	16,000	1.90	200	3 : 4	1,200
2,200	4	0.16	8,800	1.04	200	3 : 4	600
2,400	2	0.08	4,800	0.57	200	1 : 1	400
2,600	3	0.12	7,800	0.93	200	2 : 3	400
3,000	65	2.65	195,000	23.15	200	46 : 65	9,200
					1	72 : 131	144
<b>TOTAL</b>	<b>2,451</b>	<b>100.00</b>	<b>842,400</b>	<b>100.00</b>			<b>350,144</b>

1 additional share has been allotted to 144 allottees from amongst 262 successful applicants from the categories 400-3000 (i.e. excluding successful applicants from category 200) in the ratio of 72:131

#### B. Allotment to Non Institutional Investors (After Technical Rejections)

The Basis of Allotment to the Non-Institutional Bidders, who have bid at the Issue Price of ₹ 66 per Equity Share or above, was finalized in consultation with the BSE. This category has been subscribed to the extent of 8.17416 times. The total number of

Equity Shares allotted in this category is 525,216 Equity Shares to 38 successful applicants. The category-wise details of the Basis of Allotment are as under:

Category	No. of Applications Received	% of Total	Total No. of Equity Shares applied	% to Total	No. of Equity Shares allotted per applicant	Ratio	Total No. of Equity Shares allotted
3,200	2	5.26	6,400	0.15	391	1 : 1	782
4,000	1	2.63	4,000	0.09	489	1 : 1	489
4,200	1	2.63	4,200	0.10	514	1 : 1	514
5,000	1	2.63	5,000	0.12	612	1 : 1	612
5,400	1	2.63	5,400	0.13	661	1 : 1	661
6,000	2	5.26	12,000	0.28	734	1 : 1	1,468
7,400	2	5.26	14,800	0.34	905	1 : 1	1,810
7,600	1	2.63	7,600	0.18	930	1 : 1	930
10,000	3	7.89	30,000	0.70	1223	1 : 1	3,669
12,000	2	5.26	24,000	0.56	1468	1 : 1	2,936
12,600	1	2.63	12,600	0.29	1541	1 : 1	1,541
15,000	2	5.26	30,000	0.70	1835	1 : 1	3,670
18,000	2	5.26	36,000	0.84	2202	1 : 1	4,404
20,000	2	5.26	40,000	0.93	2447	1 : 1	4,894
26,800	1	2.63	26,800	0.62	3279	1 : 1	3,279
33,000	1	2.63	33,000	0.77	4037	1 : 1	4,037
36,200	1	2.63	36,200	0.84	4429	1 : 1	4,429
40,000	1	2.63	40,000	0.93	4893	1 : 1	4,893
48,000	1	2.63	48,000	1.12	5872	1 : 1	5,872
54,000	1	2.63	54,000	1.26	6606	1 : 1	6,606
70,200	1	2.63	70,200	1.64	8588	1 : 1	8,588
150,000	3	7.89	450,000	10.48	18351	1 : 1	55,053
309,200	1	2.63	309,200	7.20	37827	1 : 1	37,827
494,000	1	2.63	494,000	11.51	60434	1 : 1	60,434
757,400	1	2.63	757,400	17.64	92658	1 : 1	92,658
871,200	2	5.26	1,742,400	40.59	106580	1 : 1	213,160
<b>RTI TOTAL</b>	<b>38</b>	<b>100.00</b>	<b>4,293,200</b>	<b>100.00</b>			<b>525,216</b>

#### C. Allotment to QIBs (Excluding Anchor Investors) (After Technical Rejections)

Allotment to QIBs, who have bid at the Issue Price of ₹ 66 per Equity Share, has been done on a proportionate basis in consultation with the BSE. This category has been subscribed to the extent of 1.28746 times of Net QIB portion. As per the SEBI Regulations, Mutual Funds were allocated 5% of the Equity Shares of Net QIB portion available i.e. 52,896 Equity Shares and other QIBs and unsatisfied demand of Mutual Funds were allotted the remaining available Equity Shares i.e. 1,005,005 Equity Shares on a proportionate basis. The total number of Equity Shares allotted in the QIB category is 1,057,901 Equity Shares, which were allotted to 5 successful Applicants.

Category	AIF	FIs/Banks	FPI/FII	ICs	MFs	Others	Total
QIB	-	-	1,057,901	-	-	-	1,057,901

Unsubscribed QIB MF portion of 52,896 Equity shares spilled over to Other QIB Category.

#### D. Allotment to Anchor Investors

Category	AIF	FIs/Banks	FPI	ICs	MFs	OTH	Total
Anchor	-	-	1,568,181	-	-	-	1,568,181

The Company in consultation with the BRLM has Allotted 1,568,181 Equity Shares to 2 Anchor Investors through 2 Applications at the Anchor Investor Issue Price of ₹ 66 per Equity Shares in accordance with the SEBI Regulations. This represents 60 % of the QIB Category.

The Board of Directors of our Company at its meeting held on January 31, 2019 has taken on record the basis of allotment of Equity Shares approved by the Designated Stock Exchange, being BSE and has allotted the Equity Shares to various successful applicants.

The Allotment Advice Cum Refund Intimation will be dispatched to the address of the investors as registered with the depositories.

Further, instructions to the SCSBs have been dispatched/mailed for unblocking of funds and transfer to the Public Issue Account on January 30, 2019 and payment to non-Syndicate brokers will be issued on February 01, 2019.

The Refund Advices have been over-printed with the bank account details as registered, if any, with the depositories. The Equity Shares allotted to the successful allottees have been uploaded on January 31, 2019 for credit into the respective beneficiary accounts subject to validation of the account details with the depositories concerned.

In case the unblocking of funds or credit of shares is not received within six working days, investors may contact the Registrar to the issue at the address given below

The Company is in the process of filing the Listing application with BSE and NSE on or before February 01, 2019. Our Company is taking steps to get the Equity Shares admitted for trading on the BSE and NSE within six working days of the closure of the Issue.

Note: All capitalized terms used and not defined herein shall have the respective meanings assigned to them in the Prospectus.

#### INVESTORS PLEASE NOTE

**These details of the Allotment made shall be hosted on the website of Registrar to the Issue; Karvy Fintech Private Limited at www.karvy.fintech.com**

All future correspondence in this regard may kindly be addressed to the Registrar to the Issue quoting full name of the First/ Sole applicant, Serial number of the ASBA form, Bidders DP ID, Client ID, PAN, date of submission of Bid cum Application form, address of the Bidder, Acknowledgement slip received from the Designated Intermediary, number of Equity Shares bid for, name of the Member of the Syndicate, place where the bid was submitted and payment details at the address given below:



#### Karvy Fintech Private Limited

Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032 Telangana, India.  
**Tel:** +91 40 6716 2222; **Fax:** +91 40 2343 1551; **Email:** einward.ris@karvy.com;

**Investor grievance email:** xelpmoc.ipo@karvy.com

**Website:** www.karvyfintech.com; **Contact Person:** M Murali Krishna; **SEBI Registration No.:** INR000000221

**For XELPMOC DESIGN AND TECH LIMITED**

On behalf of the Board of Directors

Place : Bengaluru

Date : January 31, 2019

Company Secretary & Compliance Officer

**THE LEVEL OF SUBSCRIPTION SHOULD NOT BE TAKEN TO BE INDICATIVE OF EITHER THE MARKET PRICE OF THE EQUITY SHARES ON LISTING OR THE BUSINESS PROSPECTS OF XELPMOC DESIGN AND TECH LIMITED.**

**XELPMOC DESIGN AND TECH LIMITED** has filed a Prospectus with the Registrar of Companies, Bengaluru, Karnataka. The Prospectus will be available on the website of the SEBI at www.sebi.gov.in, on the websites of the BSE and NSE at www.bseindia.com and www.nseindia.com as well as on the website of the BRLM at www.iticapital.in, respectively. Investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, see the section titled "Risk Factors" of the Prospectus. The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. Persons (as defined in Regulation S under the Securities Act) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws in the United States. Accordingly, the Equity Shares are only being offered and sold (i) to persons in the United States or to, or for the account or benefit of, U.S. Persons, in each case that are both "qualified institutional buyers" (as defined in Rule 144A under the Securities Act), and "qualified purchasers" (as defined under the U.S. Investment Company Act of 1940, as amended (the "Investment Company Act") in transactions exempt from or not subject to the registration requirements of the Securities Act, and in reliance upon section 3(c)(7) of the Investment Company Act; or (ii) outside the United States to investors that are not U.S. Persons nor persons acquiring for the account or benefit of U.S. Persons in offshore transactions in reliance on Regulation S under the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.