

November 08, 2020

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>
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Dear Sir/Madam,

Subject: Details of Proposed Investment

In continuation to our letter dated 7th November, 2020 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) Acquisition of 100% equity shares of Signal Analytics Private Limited at face value, thereby resulting in the entity becoming a wholly-owned subsidiary of the Company and further invest an amount of Rs.10,00,000/- in share capital of Signal Analytics Private Limited.
- b) Incorporation of wholly-owned Subsidiary in United Kingdom in order to promote the business of the Company at global level.
- c) Investment in securities of Afterthought Feedback Services Private Limited, in one or more tranches.
- d) Investment in securities of Groupfit Ventures Private Limited, in one or more tranches.
- e) Investment in securities of Naik TechXP 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 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
LAXMAN
KONDBHAR

Digitally signed by
VAISHALI LAXMAN
KONDBHAR
Date: 2020.11.08
15:30:54 +05'30'

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: 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

Sr. No.	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.;	<p>Signal Analytics Private Limited (SAPL) 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.5,00,000/- (5,00,000 Equity Shares of Rs.1/- each)</p> <p>Paid Up Capital Share Capital: Rs.20,000/- (20,000 Equity Shares of Rs.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>Yes the proposed acquisition would fall within Related Party Transaction(s).</p> <p>Mr. Srinivas Koora and Mr. Jaison Jose Directors & Promoters of our Company are also Directors and Promoters of Signal Analytics Private Limited holding 100% equity shares and the proposed acquisition shall be done by way of purchasing the said equity shares from Mr. Srinivas Koora & Mr. Jaison Jose.</p> <p>The transaction shall be done at "Arm's Length"</p>
3.	Industry to which the entity being acquired belongs;	Data analytics or 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);	The Company proposes to acquire shares at face value from existing shareholders of Signal Analytics Private Limited (not having any operations so far), thereby, resulting in the entity becoming a wholly-owned subsidiary of the Company and further invest an amount of Rs.10,00,000/- in share capital of SAPL. The Company intends to offer a data analytics or related services via this subsidiary in future.

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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 November, 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.10,20,000/- (10,20,000 Equity Shares of Rs.1/- each)
9.	Percentage of shareholding / control acquired and / or number of shares acquired.	100%
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>Data analytics or related services</p> <p><u>Date of Incorporation:</u></p> <p>17th October, 2019</p> <p><u>Turnover of last three years:</u></p> <p>Nil (Since Incorporation)</p> <p><u>Country in which Signal Analytics Private Limited has presence:</u></p> <p>India</p>

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Sr. No.	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.;	<p>The Company yet to incorporate a wholly-owned subsidiary in UK, hence could not provide the Name of the Target Entity and details related thereto. However Company undertake to inform to the Stock Exchange the complete details of wholly-owned subsidiary once the same has been incorporated.</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>The wholly owned subsidiary company will be a related party of the company.</p> <p>Save and except what is mentioned above, the Promoter/ promoter group are not interested in the transaction.</p>
3.	Industry to which the entity being acquired belongs;	The proposed wholly owned subsidiary will be engaged in information technology segment
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);	in order to promote the business of the Company at global level, the Company proposed to incorporate wholly owned subsidiary company in UK and such Company shall carry out business in the field of Information Technology.
5.	Brief details of any governmental or regulatory approvals required for the acquisition;	The Company will comply the related provision of FEMA in respect of ODI filing with RBI and will also comply the related provision of UK law in respect of proposed incorporation, except this no governmental or prior regulatory approvals are required for the proposed acquisition.
6.	Indicative time period for completion of the acquisition;	The Company will incorporate a subsidiary by end of November, 2021.
7.	Nature of consideration - whether cash consideration or share swap	100% subscription to the share capital of the proposed wholly owned subsidiary.

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	and details of the same;	
8.	Cost of acquisition or the price at which the shares are acquired;	Invest Upto £1,50,000
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	100%
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 - 3

Sr. No.	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.;	<p>Afterthought Feedback Services Private Limited ("AFSPL") is a Private Limited company incorporated under the provisions of Companies Act, 2013 having its Registered Office in Ramannapet Warangal Telangana, India.</p> <p>Capital Detail:</p> <p>Authorized Share Capital: Rs.10,00,000/- (100,000 Equity Shares of Rs. 10/- each)</p> <p>Paid Share Capital: Rs.1,21,210/- (12,121 Equity Shares of Rs. 10/- each)</p> <p>Turnover: Rs.54,96,353/- (Unaudited Financials as on 31.03.2020)</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	AFSPL is not a related party viz-a-vis the Company i.e. Xelpmoc Design And Tech Limited ("Xelpmoc").

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	acquired? If yes, nature of interest and details thereof and whether the same is done at "arms length";	The transaction will be done at "Arm's Length".
3.	Industry to which the entity being acquired belongs;	Digital technology
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 AFSP, looking at the concept and future prospect of the AFSP and further, on request of promoters of AFSP to have participation in the ownership of the AFSP. The Board of the directors of the Company has decided to subscribe Equity Shares of AFSP.
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 November, 2021.
7.	Nature of consideration - whether cash consideration or share swap and details of the same;	The Company will provide to AFSP the technology and advisory services to value of Rs.17,70,108/-. AFSP is having fair value of its equity shares of Rs.827.54 per share, as on the date, based on the valuation report. Hence, AFSP will issue 2,139 Equity Shares to the Company at fair value of Rs.827.54 per share.
8.	Cost of acquisition or the price at which the shares are acquired;	Total cost of acquisition is Rs.17,70,108/- i.e. 2,139 Equity Shares at the price of Rs.827.54/- per share.
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	After the proposed acquisition, the Company is going to hold 2,139 Equity Shares i.e. 15% shareholding in the share capital of AFSP.

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10	<p>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>	<p><u>Product /line of Business:</u></p> <p>Market research, online survey, data analytics</p> <p><u>Date of Incorporation:</u></p> <p>11th December, 2014</p> <p><u>Turnover of last three years:</u></p> <p>Turnover:</p> <table border="1" data-bbox="850 510 1276 852"> <thead> <tr> <th>Financial Year</th> <th>Amount in Lakhs</th> </tr> </thead> <tbody> <tr> <td>2017-18</td> <td>53.42</td> </tr> <tr> <td>2018-19</td> <td>38.85</td> </tr> <tr> <td>2019-20</td> <td>54.96 (Unaudited)</td> </tr> </tbody> </table> <p><u>Country in which Company has presence:</u></p> <p>India</p>	Financial Year	Amount in Lakhs	2017-18	53.42	2018-19	38.85	2019-20	54.96 (Unaudited)
Financial Year	Amount in Lakhs									
2017-18	53.42									
2018-19	38.85									
2019-20	54.96 (Unaudited)									

Annexure - 4

Sr. No.	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.;	<p>Groupfit Ventures Private Limited (“GVPL”) is a Private Limited company incorporated under the provisions of Companies Act, 2013 having its Registered Office in Delhi, India.</p> <p><u>Capital Detail:</u></p> <p>Authorized Share Capital: Rs.1,50,00,000/- (1,50,00,000 Equity Shares of Rs. 1/- each)</p> <p>Paid Share Capital: Rs.1,02,00,000/- (1,02,00,000 Equity Shares of Rs. 1/- each)</p> <p><u>Turnover:</u> Rs.13,96,008/- (as on 31.03.2020)</p>
2.	Whether the acquisition would fall within related party transaction(s)	GVPL is not a related party viz-a-vis the Company i.e. Xelpmoc Design And Tech

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	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”;	Limited ("Xelpmoc"). The transaction will be done at "Arm's Length".
3.	Industry to which the entity being acquired belongs;	Financial & Management Consultancy
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 GVPL, looking at the concept and future prospect of the GVPL and further, on request of promoters of GVPL to have participation in the ownership of the GVPL. The Board of the directors of the Company has decided to subscribe Optionally Convertible Preference Shares (OCPS) of GVPL.
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 November, 2021.
7.	Nature of consideration - whether cash consideration or share swap and details of the same;	The Company will provide GVPL the technology and advisory services to value of Rs.25,07,112/- . GVPL is having fair value of its OCPS of Rs.1.08 per share, as on the date, based on the valuation report. Hence, GVPL will issue 23,21,400 OCPS to the Company at fair value of Rs.1.08 per share.
8.	Cost of acquisition or the price at which the shares are acquired;	Total cost of acquisition is Rs.25,07,112/- i.e. 23,21,400 OCPS at the price of Rs.1.08/- per share.
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	After the proposed acquisition, the Company is going to hold 23,21,400 OCPS of GVPL. If our company chooses the option to convert the OCPS into equity shares, then our shareholding will be 18.54%, if the current shareholding structure prevails at the time of

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		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><u>Product /line of Business:</u></p> <p>Groupfit Ventures offers insurance, finance & management consultancy. It also holds 70% of Groupfit Insurance Brokers Pvt. Ltd.</p> <p>The company has put plans in pace to foray into Preventive Health Care segment, using Health Insurance as a fall back tool – for SMEs & Corporates Financial & Management Consultancy Services</p> <p><u>Date of Incorporation:</u></p> <p>3rd May, 2018</p> <p><u>Turnover of last three years:</u></p> <p>Turnover:</p> <table border="1" data-bbox="849 871 1284 1108"> <thead> <tr> <th>Financial Year</th> <th>Amount in Rs.</th> </tr> </thead> <tbody> <tr> <td>2018-19</td> <td>Rs. 21,50,000/-</td> </tr> <tr> <td>2019-20</td> <td>Rs.13,96,008/-</td> </tr> </tbody> </table> <p><u>Country in which Company has presence:</u></p> <p>India</p>	Financial Year	Amount in Rs.	2018-19	Rs. 21,50,000/-	2019-20	Rs.13,96,008/-
Financial Year	Amount in Rs.							
2018-19	Rs. 21,50,000/-							
2019-20	Rs.13,96,008/-							

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Sr. No.	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.;	<p>Naik TechXP Private Limited (“NTPL”) is a Private Limited company incorporated under the provisions of Companies Act, 2013 having its Registered Office in Mumbai, Maharashtra, India.</p> <p><u>Capital Detail:</u></p> <p>Authorized Share Capital: Rs. 10,00,000/- (100,000 Equity Shares of Rs.10/- each)</p> <p>Paid Share Capital: Rs. 2,00,000/- (20,000 Equity Shares of Rs. 10/- each)</p> <p><u>Turnover:</u> Not Applicable(As the Company incorporated on August 12, 2020)</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>NTPL 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;	Technology Provider & Strategic Consultancy
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 NTPL, looking at the concept and future prospect of the NTPL and further, on request of promoters of NTPL to have participation in the ownership of the NTPL. The Board of the directors of the Company has decided to subscribe Optionally Convertible Preference Shares (OCPS) of NTPL.
5.	Brief details of any governmental or regulatory approvals required for	No governmental or prior regulatory approvals are required for the acquisition.

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	the acquisition;	
6.	Indicative time period for completion of the acquisition;	Transaction is expected to be completed by end of November, 2021.
7.	Nature of consideration - whether cash consideration or share swap and details of the same;	The Company will provide to NTPL the technology and advisory services to value of Rs.2,41,521/-. NTPL is having fair value of its OSPS of Rs.53 per share, as on the date, based on the valuation report. Hence, NTPL will issue 4557 Optionally Convertible Preference Shares (OCPS) to the Company at fair value of Rs.53 per share.
8.	Cost of acquisition or the price at which the shares are acquired;	Total cost of acquisition is Rs.2,41,521/- i.e. 4557 Optionally Convertible Preference Shares (OCPS) at the price of Rs.53/- per share.
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	After the proposed acquisition, the Company is going to hold 4557 OCPS of NTPL. If our company chooses the option to convert the OCPS into equity shares, then our shareholding will be 18.56%, 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><u>Product /line of Business:</u></p> <p>Providing technology and strategic solutions to entities operating in Insurance and Investment space. Business profile of the Company in detail attached as the enclosure.</p> <p><u>Date of Incorporation:</u></p> <p>12th August, 2020</p> <p><u>Turnover of last three years:</u></p> <p>Not applicable (As the Company incorporated on August 12, 2020)</p> <p><u>Country in which Company has presence:</u></p> <p>India</p>

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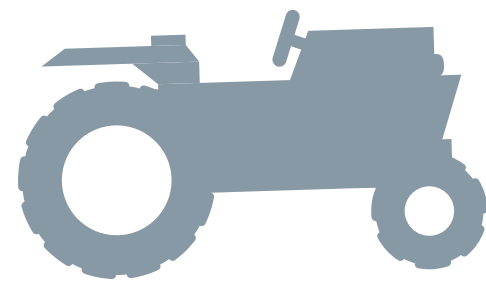
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Why?



Would accessibility alone lead to financial well-being?

While efforts have been made to improve accessibility to investments and insurance, are we taking enough efforts to simplify these complex products?



Are we reaching the real India?

Tier 2 and beyond cities contribute roughly 66% of total online consumer demand in India. However, why is it that their share in total MF assets has just been around **15%-17% for the last 4 years?**



Are we invested / Insured enough?

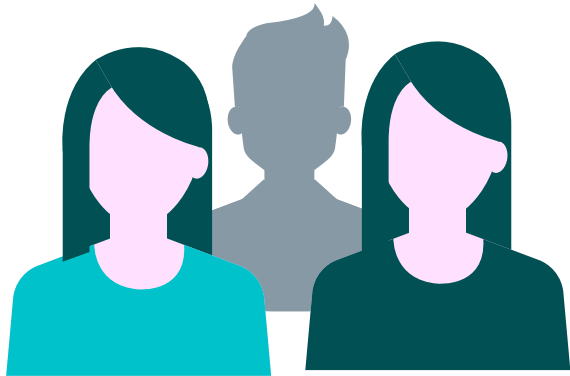
The exposure of Indian households to equity assets in their financial balance sheet is among the lowest in the world at 14%. Equity MF penetration stands at **4% of GDP**, far below the world average of 55%. Insurance penetration is at **3.76% of GDP** compared to world average of 7%.

Financial Inclusion = Financial Stability?

(AMFI Data) (E-commerce Trends Report 2020)

(Karvy Wealth Report '18)

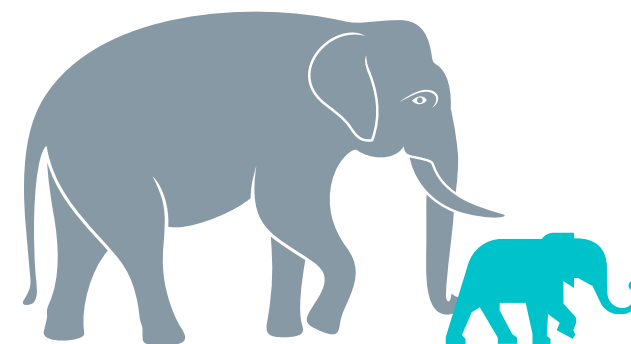
How?



Hyper Personalisation Based on Client Archetypes



Empowering Clients with Contextually Rich Content



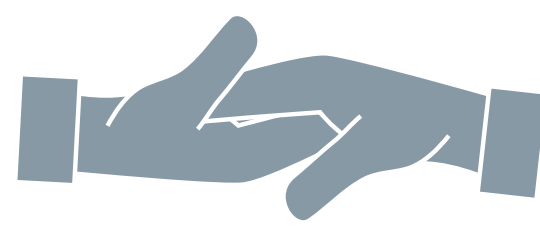
Behavioural Science



Product Innovation



Risk Management



Fostering Trust Through Tech



Automate Compliance



Feedback & Iterate

What?

Naik TechXP Platform

- Data Science -Existing data captured by servicing over 11,000 active clients (800+ HNI families) since 1991.
- Multi Product Offering
- Intuitive UX
- Tools -Personalised Engagement & Decision Assist
- Gamification

