



May 28, 2024

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: Outcome of the Board Meeting

Pursuant to Regulations 30 and 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that a meeting of the Board of Directors of Xelpmoc Design and Tech Limited was held on today i.e., May 28, 2024, at 03:30 p.m. and concluded at 06:45 p.m and the Board has considered and approved the following businesses:

1. The Unaudited Standalone and Consolidated Financial Results for the quarter ended March 31, 2024, and Audited Standalone and Consolidated Financial Results of the Company for the year ended March 31, 2024.
2. The Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, along with Auditor's Report and Director's Report thereon.
3. Re-appointment of Mr. Sandipan Chattopadhyay (DIN:00794717), as a Managing Director and Chief Executive Officer (CEO) of the Company for a period of 3 (Three) years w.e.f. July 02, 2024 and remuneration thereon, subject to approval of shareholders at the ensuing Annual General meeting of the Company.
4. Re-appointment of Mr. Srinivas Koora (DIN:07227584), as a Whole-time Director and Chief Financial Officer (CFO) of the Company for a period of 3 (Three) years w.e.f. July 02, 2024 and remuneration thereon, subject to approval of shareholders at the ensuing Annual General meeting of the Company.
5. Re-appointment of Mr. Jaison Jose (DIN:07719333), as a Whole-time Director of the Company for a period of 3 (Three) years w.e.f. July 02, 2024 and remuneration thereon, subject to approval of shareholders at the ensuing Annual General meeting of the Company.
6. Cancellation of investment proposal to be made in Securities of Xelpmoc Design and Tech Inc (XDATI) as the business of XDATI was not moving as expected and as on the date, investment/transaction was not streamlined and there is no investment or outflow of fund to XDATI. The said proposal of investment was intimated to Stock Exchanges on August 14, 2022 and May 31, 2023, respectively.



XELPMOC DESIGN AND TECH LIMITED

Registered Office: #17, 4th Floor, Agies Building, 1st A Cross, 5th Block, Koramangala, Bengaluru - 560034

Corporate Office: 12th Floor, My Home Twitza, Plot No.30/A, Sy No 83/1, Raidurg Village, Serilingampally Mandal, Rangareddy (D) - 500081

CIN NO: L72200KA2015PLC082873 | **Website:** www.xelpmoc.in | **Email:** hello@xelpmoc.in | **Ph No:** 080 4370 8160

Bengaluru | Hyderabad | Mumbai | Gurugram

7. Cancellation of incorporation of a wholly-owned subsidiary company proposed to be incorporated in Hyderabad as the management involved in various business projects and other business assignments and hence, finding difficulties to devote time for new business proposal. The said proposal of incorporation was intimated to Stock Exchanges on November 13, 2021 and May 30, 2022, respectively.
8. Extension of time period of investment proposed to be made in capital contribution of Integrative Ventures LLP and incorporation of Subsidiary Company proposed to be incorporated in Mumbai, Maharashtra till October 2024, as due to the pendency of some procedural requirements, the Company could not make the investments within the prescribed time as decided while approving the said investments by the Audit Committee and Board of Directors of the Company. The said proposal of investment and/or incorporation was intimated to Stock Exchanges on February 14, 2024 and August 12, 2023 respectively.
9. Re-appointment of M/s. Venu & Vinay, Chartered Accountants as an Internal Auditor for financial year 2024-2025.
10. Re-appointment of M/s. VKMG & Associates, LLP, Company Secretaries as Secretarial Auditors for financial year 2024-2025.
11. Further investment in securities of One Point Six Technologies Private Limited, one of the Investee Companies

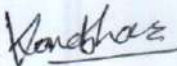
The details of changes as required under Regulation 30 of SEBI (LODR) Regulations, 2015 read with Master Circular issued vide circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, and SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, is enclosed herewith as Annexure-A & B.

We request you to take the same on record.

Thanking you,

Yours faithfully,

For Xelpmoc Design and Tech Limited



Vaishali Kondbhar
(Company Secretary & Compliance Officer)



Annexure A

Sr. No	Particulars	Information	Information	Information
1.	Name	Mr. Sandipan Chattopadhyay	Mr. Srinivas Koora	Mr. Jaison Jose
2.	Reason for change viz. appointment, resignation, removal, death or otherwise	Re-appointment	Re-appointment	Re-appointment
3.	Date of appointment/ Cessation and term of appointment	Re-appointment for a period of 3 (Three) years with effect from July 02, 2024,	Re-appointment for a period of 3 (Three) years with effect from July 02, 2024,	Re-appointment for a period of 3 (Three) years with effect from July 02, 2024,
4.	Brief Profile (in case of appointment)	Mr. Sandipan Chattopadhyay is a Managing Director and Chief Executive Officer of the Company. As Managing Director & CEO of the Company, he is responsible for the performance and supervision of technical, administrative and day-to-day operations of our Company, including but not limited to developing strategic plans, promotion of revenue, profitability and growth of our Company.	Mr. Srinivas Koora is a Whole-time Director and Chief Financial Officer of the Company. As a Whole-time Director & CFO of the Company he is responsible for all aspects of finance, investor relations, fund raising, controlling, accounting, financial reporting, tax compliance, financial systems implementation, and devising the strategy for our Company	Mr. Jaison Jose is a Whole-time Director of the Company. As a Whole-time Director of the Company he is responsible for the implementation of operational plans, operation strategies, budgets and forecasts at the corporate, regional and business unit level.
5.	Disclosure of Relationship s between Directors (in case of appointment of Director)	There is no inter-se relationship between Mr. Sandipan Chattopadhyay & other members of the Board.	There is no inter-se relationship between Mr. Srinivas Koora & other members of the Board.	There is no inter-se relationship between Mr. Jaison Jose & other members of the Board.



Annexure B

Sr. No.	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.;	<p>One Point Six Technologies Private Limited (“OPSTPL”) is a Company incorporated on June 22, 2007 under the provisions of Companies Act, 1956, having its registered office at Unit No. 26, Ground Floor, A1, Shram Safalya, Wadala Truck Terminal Road, Near Post Office, Antop Hill, Mumbai – 400037.</p> <p>Capital Detail:</p> <p>Authorized Share Capital: Rs.50,00,000/- (3,50,000 Equity Shares of Rs. 10/- each & 1,50,000 Preference Shares of Rs.10/- each)</p> <p>Paid up Share Capital: Rs.38,82,180/- divided into 2,53,327 Equity Shares of Rs.10/- each & 1,34,891 CCPS of Rs.10/- each)</p> <p>Turnover: Rs.1,52,461.93 (in Hundred’s) (Provisional as on March 31, 2024)</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 “arm’s length”;	<p>OPSTPL is not a related party and proposed acquisition will not fall within related party transaction(s).</p> <p>The Promoter/Directors, Mr. Sandipan Chattopadhyay hold 1095 equity shares i.e. 0.29 % shareholding in share capital of OPSTPL & Mr. Srinivas Koora hold 463 preference shares i.e. 0.12% shareholding in share capital of OPSTPL.Except above said Promoter/Directors do not have any interest in proposed acquisitionand the Transaction will be done at arm’s length basis</p>
3.	Industry to which the entity being acquired belongs;	Media Tech
4.	Objects and impact 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>The Company has provided the technology services to One Point Six Technologies Private Limited (OPSTPL), one of the customers of the Company, however the certain payment for such services is yet to be received against the invoices raised by the Company.</p> <p>The Management of OPSTPL approached to the Company to subscribe/acquire equity shares of OPSTPL of equaling amount against such payment consideration.Rs.1,20,58,100/-.</p>
5.	Brief details of any governmental or regulatory approvals required for the acquisition;	The Company shall comply with the related provisions of the Companies Act, 2013 and applicable regulation of SEBI Listing Regulations, in respect of acquisition except this, no governmental or prior regulatory approvals are required for the acquisition.



6.	Indicative time period for completion of the acquisition;	September,2024								
7.	Consideration - whether cash consideration or share swap or any other form and details of the same;	As stated above the Company will subscribe/acquire equity shares of OPSTPL of equaling amount of payment consideration pending against the invoice raised by the Company, as per terms of Master Service Agreement.								
8.	Cost of acquisition and/or the price at which the shares are acquired;	As stated above against the balance payment consideration of Rs.1,20,58,100/-, the Company will subscribe/acquire equity shares of OPSTPL of equaling amount i.e. 8,650 equity shares of face value of Rs.10/- at an issue price of Rs.1394/- valued by registered valuer.								
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	After the acquisition of 8,650 Equity Shares, the percentage of shareholding stand at 10.67% into the share capital of the OPSTPL.								
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>OPSTPL has three brands, i.e. Leadstart (traditional publishing), BecomeShakespeare (supported selfpublishing) & Pencil (DIYpublishing), all the three brands helps writers, create, improve and monetize their work.</p> <p>While Leadstart and BecomeShakespeare, are sort of legacy businesses, Pencil is a tech enabled platform product. Pencil, enables authors to publish books for free across multiple channels worldwide in both e-book and paperback format, in every language in the world, to understand how readers read their books and make iterative changes, to continuously improve their products to create more commercially successful products.</p> <p><u>Date of Incorporation:</u></p> <p>June 22, 2007</p> <p><u>Turnover of last three years:</u></p> <p>Turnover</p> <table border="1"> <thead> <tr> <th>Financial Year</th> <th>Amount in Hundred's.</th> </tr> </thead> <tbody> <tr> <td>2023-24</td> <td>1,52,461.93 (Provisional Numbers)</td> </tr> <tr> <td>2022-23</td> <td>2,42,160.67</td> </tr> <tr> <td>2021-22</td> <td>2,21,937.98</td> </tr> </tbody> </table> <p><u>Country in which has presence:</u></p> <p>India</p>	Financial Year	Amount in Hundred's.	2023-24	1,52,461.93 (Provisional Numbers)	2022-23	2,42,160.67	2021-22	2,21,937.98
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