

September 10, 2019

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 Investments

We inform you that Board at their meeting held on Monday, September 09, 2019 at 91 Springboard, B-Wing, 5th Floor, Ackruti Trade Center, Andheri (East), Mumbai – 400093, started at 4:00 p.m. and concluded at 6:00 p.m., has considered and approved the proposal of investment in Share Capital of Trademill Technologies Private Limited in one or more tranches:

Further to inform you that there are slight changes in the terms & condition of investment held in Woovly India Private Limited, which has been approved by the Board at their meeting held on May 24, 2019 and subsequently informed to the stock exchange on May 25, 2019.

Accordingly, the Board has approved the modification of necessary changes in the terms and condition at their meeting held on September 09, 2019.

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 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

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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

Sl. No.	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.;	<p>Trademill Technologies Private Limited ("TTPL") is a Private Limited company incorporated under the provisions of Companies Act, 2013 having its Registered Office in Mumbai, Maharashtra, India.</p> <p>Capital Detail: Authorized Share Capital: Rs.10,00,000/- (10,000 Equity Shares of Rs.100/- each) Paid Share Capital: Rs.8,96,000/- (8960 Equity Shares of Rs.100/- each).</p> <p>Turnover: Rs.66.18 Lakhs (Unaudited for the year ended on 31st March, 2019)</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>TTPL 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;	IT
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);	<p>Our Company is developing the technology and it has proposed that in future its going to render the services for TTPL, looking at the concept and future prospect of the TTPL and further, on request of promoters of TTPL to have participation in the ownership of the TTPL. The Board of the directors of the Company has decided to subscribe Equity Shares of TTPL.</p>



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 October, 2021.
7.	Nature of consideration - whether cash consideration or share swap and details of the same;	The Company will provide TTPL the technical and advisory services to value of Rs.2,20,00,000/-. TTPL is having fair value of its equity shares of Rs.50,000/- per share based on the valuation report. Hence, TTPL will issue 440 equity shares to the Company at fair value of Rs.50,000/- per share.
8.	Cost of acquisition or the price at which the shares are acquired;	Total cost of acquisition is Rs.2,20,00,000/- i.e. 440 Equity Shares at the price of Rs.50,000/- per share.
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	After the proposed acquisition, the Company is going to hold 440 equity shares of TTPL i.e. 4.68% shareholding in the share capital of TTPL.
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>TTPL incorporated on 19th August, 2016 under the provisions of Companies Act, 2013 having its Registered Office in Mumbai, Maharashtra, India.</p> <p>TTPL is Founded by people with deep domain expertise in the chemical industry and technology, the Company provides content, collaboration and commerce services on a digital platform and otherwise to the chemical industry.</p> <p><u>Product / Business Line details:</u></p> <p>B2B Digital platform for content, collaboration and commerce</p>



		<u>Turnover:</u>	
Financial Year		Amount in Lakhs	
2016-17		Nil	
2017-18		13.02	
2018-19		66.18*	
* Turnover is based on unaudited			

Annexure 2

Rectification/Modification in following terms and condition of investment in Share Capital of "Woovly India Private Limited"

Sl. No.	Particulars	Revised Terms & Conditions
1.	Cost of acquisition or the price at which the shares are acquired;	Total cost of acquisition is Rs.24,900/- i.e. 2,490 equity shares at the price of Rs.10/- per share.
2.	Percentage of shareholding / control acquired and / or number of shares acquired;	After the proposed acquisition, the Company is going to hold 19.94% equity shareholding in the share capital of WIPL.

