

August 15, 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 14th August, 2020 in respect to outcome of Board meeting, we further inform you that Board at their meeting also considered and approved the proposal of investment in securities of Learning Hats Pte. Ltd, Private Company Limited by Shares, incorporated and domiciled in the Republic of Singapore having its registered office at 100 CECIL Street, # 15-02, the Globe, Singapore - 069532 and the corporate registration number 201830122H 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 abovementioned investments is enclosed as Annexure 1.

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

Sl. No.	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.;	<p>Learning Hats Pte. Ltd (“LHPL”) is a Private Company Limited by Shares, incorporated and domiciled in the Republic of Singapore having its registered office at 100 CECIL Street, # 15-02, the Globe, Singapore – 069532 and the corporate registration number 201830122H.</p> <p><u>Capital Detail:</u></p> <p>Paid Up Capital: \$10001 i.e. 10,001 Equity Shares of \$1 each fully paid up.</p> <p><u>Turnover:</u> NIL (Turnover for the year ended March 31, 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>LHPL., is not a related party viz-a-vis the Company i.e. Xelpmoc Design and Tech Limited (“Xelpmoc).</p> <p>The transaction shall be done at "Arm's Length".</p>
3.	Industry to which the entity being acquired belongs;	Education & 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);	LHPL incorporated by Ampersand Group for development of state of art technological products in education sector and looking at future growth and valuable return, the Board of Directors of the Company has decided to make investment in the securities of LHPL.
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 March 31, 2021
7.	Nature of consideration - whether cash consideration or share swap and details of the same;	Cash Consideration

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8.	Cost of acquisition or the price at which the shares are acquired;	Total cost of acquisition is \$3,333 i.e. 3,333 Equity at the price of \$1 per equity.																
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	<p>LHPL has proposed to issue 3,333 equity shares to our company and 16,966 equity shares to its existing promoters Eduspark International (Singapore) Pte Ltd. Accordingly proposed shareholding of LHPL will be as under:</p> <table border="1" data-bbox="816 432 1435 894"> <thead> <tr> <th>Sl.</th> <th>Name of the Shareholder</th> <th>Number of Equity Shares</th> <th>% Held</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Eduspark International (Singapore) Pte Ltd</td> <td>26,967</td> <td>89%</td> </tr> <tr> <td>2</td> <td>Xelpmoc Design and Tech Ltd.</td> <td>3,333</td> <td>11%</td> </tr> <tr> <td colspan="2">Total</td> <td>30,300</td> <td>100%</td> </tr> </tbody> </table>	Sl.	Name of the Shareholder	Number of Equity Shares	% Held	1	Eduspark International (Singapore) Pte Ltd	26,967	89%	2	Xelpmoc Design and Tech Ltd.	3,333	11%	Total		30,300	100%
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2	Xelpmoc Design and Tech Ltd.	3,333	11%															
Total		30,300	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>Learning Hats Pte. Ltd (“LHPL”) incorporated on September 03, 2018 and domiciled in the Republic of Singapore having its registered office at 100 CECIL Street, # 15-02, the Globe, Singapore – 069532 and incorporated by Ampersand Group for development of state of art technological products in education sector.</p> <p>Product line: Education Technology</p> <p>Turnover:</p> <table border="1" data-bbox="816 1360 1300 1560"> <thead> <tr> <th>Financial Year</th> <th>Amounts in \$</th> </tr> </thead> <tbody> <tr> <td>2019-20</td> <td>NIL</td> </tr> <tr> <td>2018-19</td> <td>NIL</td> </tr> <tr> <td>2017-18</td> <td>NA</td> </tr> </tbody> </table> <p>*The Company incorporated on September 03, 2018</p>	Financial Year	Amounts in \$	2019-20	NIL	2018-19	NIL	2017-18	NA								
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