

12th February, 2021

To,
The General Manager
Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001

National Stock Exchange of India Limited
Listing Department
Exchange Plaza
Bandra - Kurla Complex
Bandra (East), Mumbai 400 051

Dear Sir/ Madam,

Sub: Intimation pursuant to Regulation 30 of the SEBI (LODR) Regulations, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, we wish to inform you that the Board of Directors of the Company have at its Meeting held on 12th February, 2021, approved the transfer of its domestic Projects business relating to Mechanical Electrical and Plumbing (MEP) / Heating, Ventilation and Air-Conditioning (HVAC) and Water projects, Mining and Construction Equipment (M&CE) business and Textile Machinery Division (TMD) to its wholly owned subsidiary viz. Universal MEP Projects & Engineering Services Limited ('UMPEL') (formerly Rohini Industrial Electricals Limited) by slump sale through a Business Transfer Agreement ('**Proposed Transaction**') to be executed between the Company and UMPEL. The details required, as per SEBI Circular vide CIR/CFD/CMD/4/2015 dated 9th September, 2015, are enclosed as Annexure 1.

Kindly take the aforesaid information on record.

Yours faithfully,

VOLTAS LIMITED



(V. P. MALHOTRA)

Vice President - Taxation,
Legal & Company Secretary

Enc.

VOLTAS LIMITED

Corporate Management Office

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Corporate Identity Number L29308MH1954PLC009371

A **TATA** Enterprise

Annexure 1

Serial No.	Particulars	Response
1	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year	<p>Revenue for domestic Projects business relating to MEP/HVAC and Water projects, Mining and Construction Equipment (M&CE) business and Textile Machinery Division (TMD) (herein after referred to as 'Domestic Projects and Engineering Business') for the financial year 2019-20 was ₹1,077 crores. [14.06% of total revenue of Voltas Limited ('Voltas')].</p> <p>Net Worth of Domestic Projects and Engineering Business as at 31st March, 2020 was ₹227 crores (5.73% of total Net Worth of Voltas).</p>
2.	Date on which the agreement for sale has been entered into	The Proposed Transaction has been approved by the Audit Committee at its Meeting held on 19 th January, 2021 and by the Board at its Meeting held on 12 th February, 2021. The Business Transfer Agreement ('BTA') is expected to be executed on or before 31 st March, 2021.
3.	The expected date of completion of sale/disposal	Subject to satisfactory completion of the conditions precedent (including consents from counter parties, lenders and other necessary approvals) by the parties and in accordance with the other provisions of BTA, the transaction is expected to be consummated by the end of September 2021 or such other date as may be mutually agreed between the parties.
4.	Consideration received from such sale/disposal	Cash consideration for Domestic Projects and Engineering Business being transferred would be in the range of ₹1000 crores to ₹1200 crores, subject to necessary adjustments, in accordance with the provisions of the BTA and applicable accounting policies.

5.	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof	Universal MEP Projects & Engineering Services Limited ('UMPEL') (formerly Rohini Industrial Electricals Limited) is a wholly owned subsidiary of Voltas Limited and is engaged in the business of rural electrification works and EPC projects related to solar power.
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "Arms length"	<p>Since UMPEL is a wholly owned subsidiary of Voltas Limited, the transaction is a related party transaction. The consideration for sale is determined basis an independent valuation. The transaction will be undertaken at Arm's Length.</p> <p>The financial statements of UMPEL are consolidated with Voltas Limited and are approved by the Shareholders at the Annual General Meeting.</p>
7.	Area of business of the entity(ies)	<p>UMPEL: UMPEL is currently engaged in the business of rural electrification works and EPC projects related to solar power, and upon consummation of the Proposed Transaction, will also undertake the business of Mechanical Electrical & Plumbing (MEP) / Heating Ventilation & Air-Conditioning (HVAC) and Water projects, Sales and Service activities relating to Mining and Construction Equipment business and Textile Machinery business.</p> <p>Voltas: Consumer Products business comprising Air Conditioners, Air Coolers, Commercial Air Conditioners, Commercial Refrigeration Products like Visi Coolers, Freezers, Water Coolers, Water Dispensers, etc. (Sales and Service).</p>
8.	Rationale	To focus on B2C businesses and B2B businesses, independent of each other, and to expand their respective growths. Further, segregation of the businesses in separate entities will also lead to (i) more direct and meaningful comparison with industry peers i.e. benchmarking business performance with industry;

		(ii) financial ease can be attained by optimum utilisation of resources; (iii) commercial ease can be attained by execution of projects under one entity; (iv) flexibility to Voltas to expand business further in B2C space.
9.	In case of cash consideration – amount or otherwise share exchange ratio	Refer to details provided at Serial Number 4 above for consideration
10.	Brief details of change in shareholding pattern (if any) of listed entity	No change in shareholding pattern of the Company is envisaged as a part of the Proposed Transaction.

VOLTAS LIMITED



(V. P. MALHOTRA)

Vice President - Taxation,
Legal & Company Secretary