

26th April, 2023

BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001
Scrip Code: 500575

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

Dear Sir,

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

This is to inform that as a part of internal restructuring of overseas business operations of the Company, the Board of Directors of the Company have, at its Meeting held today, approved the proposal for transfer of overseas branch offices of the Company at Dubai, Abu Dhabi, Sharjah in the United Arab Emirates (UAE), Doha in Qatar, Bahrain and Singapore to Universal MEP Projects Pte Limited (UMPPL), Singapore, a wholly-owned subsidiary of Voltas Netherlands B.V., which is a direct 100% wholly-owned subsidiary of Voltas Limited. The transfer would be on slump sale basis through execution of Business Transfer Agreement (BTA) for each branch separately, subject to satisfactory completion of conditions precedent, including novation of existing contracts of Voltas in favour of UMPPL by the Main Contractors/Clients and such other compliances or procedures necessary or applicable in the respective local jurisdictions.

2. The Directors have also approved transfer of Voltas direct investments in overseas subsidiary companies – Weathermaker FZE (100%), UAE, Saudi Ensas Company for Engineering Services W.L.L., Kingdom of Saudi Arabia (92%) and Lalbuksh Voltas Engineering Services & Trading L.L.C., Sultanate of Oman (20%) to UMPPL through Share Purchase Agreement (SPA) for each company respectively, subject to requisite approvals as may be required in that behalf.

3. Upon consummation of the aforesaid transactions, the international business operations would get housed in the Singapore entity – UMPPL.

4. Kindly take the aforesaid information on record.

Yours faithfully,
VOLTAS LIMITED

V. P. Malhotra
Head - Taxation
Legal & Company Secretary

Enc.

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>(a) Revenue of overseas branches (Dubai, Abu Dhabi, Sharjah in UAE, Doha in Qatar, Bahrain and Singapore) for Projects business (hereinafter referred to as ‘Overseas Branches’) for the financial year 2022-23 was aggregating ₹ 1027.40 crores. (13.09% of total revenue of Voltas Limited (‘Voltas’) for the said year.</p> <p>‘Net Worth’ of the aforesaid overseas branches as at 31st March, 2023 was ₹ 206.34 crores. (3.43% of total Net Worth of Voltas).</p> <p>(b) Revenue and Net Worth of overseas subsidiaries for the financial year 2022-23 was under:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th></th> <th style="text-align: center;">Voltas Shareholding %</th> <th style="text-align: center;">Revenue in ₹ crores</th> <th style="text-align: center;">% of Revenue of Voltas</th> <th style="text-align: center;">Net Worth in ₹ crores</th> <th style="text-align: center;">% of Net Worth of Voltas</th> </tr> </thead> <tbody> <tr> <td>(i) Weathermaker FZE, UAE</td> <td style="text-align: center;">100</td> <td style="text-align: center;">29</td> <td style="text-align: center;">0.30</td> <td style="text-align: center;">30</td> <td style="text-align: center;">0.55</td> </tr> <tr> <td>(ii) Saudi Ensas Company for Engineering Services WLL, Kingdom of Saudi Arabia.</td> <td style="text-align: center;">92</td> <td style="text-align: center;">83</td> <td style="text-align: center;">0.86</td> <td style="text-align: center;">2</td> <td style="text-align: center;">0.03</td> </tr> <tr> <td>(iii) Lalbuksh Voltas Engineering Services & Trading LLC, Sultanate of Oman</td> <td style="text-align: center;">20</td> <td style="text-align: center;">84</td> <td style="text-align: center;">0.87</td> <td style="text-align: center;">101</td> <td style="text-align: center;">1.85</td> </tr> </tbody> </table>		Voltas Shareholding %	Revenue in ₹ crores	% of Revenue of Voltas	Net Worth in ₹ crores	% of Net Worth of Voltas	(i) Weathermaker FZE, UAE	100	29	0.30	30	0.55	(ii) Saudi Ensas Company for Engineering Services WLL, Kingdom of Saudi Arabia.	92	83	0.86	2	0.03	(iii) Lalbuksh Voltas Engineering Services & Trading LLC, Sultanate of Oman	20	84	0.87	101	1.85
	Voltas Shareholding %	Revenue in ₹ crores	% of Revenue of Voltas	Net Worth in ₹ crores	% of Net Worth of Voltas																					
(i) Weathermaker FZE, UAE	100	29	0.30	30	0.55																					
(ii) Saudi Ensas Company for Engineering Services WLL, Kingdom of Saudi Arabia.	92	83	0.86	2	0.03																					
(iii) Lalbuksh Voltas Engineering Services & Trading LLC, Sultanate of Oman	20	84	0.87	101	1.85																					
2.	Date on which the agreement for sale has been entered into	The Proposed Transactions have been approved by the Audit Committee at its Meeting held on 25 th April, 2023 and by the Board at its Meeting held on 26 th April, 2023. The Business Transfer Agreements (‘BTA’) and Share Purchase Agreements (SPA) are expected to be executed on or before 30 th September, 2023.																								
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 and procedures as may be required in the respective local jurisdictions) and in accordance with the provisions of BTA and SPA, respectively, the transactions are expected to be consummated by the end of December 2023 or such other extended date as may be mutually agreed between the parties.																								

4.	Consideration received from such sale/disposal	<p>(i) Consideration for overseas branches being transferred would in the aggregate be in the range of ₹ 150 crores to ₹ 350 crores, subject to necessary adjustments, in accordance with the provisions of the BTA for each branch separately, upon satisfactory completion of conditions precedent, including novation of existing contracts by the Main Contractors/Clients and applicable accounting policies and such other compliances or procedures necessary in the respective local jurisdiction.</p> <p>(ii) Consideration for investments in overseas subsidiaries being transferred would in the aggregate be in the range of ₹ 50 crores to ₹ 150 crores, subject to necessary adjustments, in accordance with the provisions of SPA and such other requisite approvals and procedures, as may be required.</p>
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 Pte. Limited (UMPPPL), incorporated in Republic of Singapore, is a wholly owned subsidiary of Voltas Netherland B.V., which is a 100% wholly owned subsidiary of Voltas Limited.
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “Arm’s length”	<p>Since UMPPL is a step-down subsidiary of Voltas Limited, the transactions are related party transactions and at arm’s length. The consideration is determined based on independent valuations.</p> <p>The financial statements of UMPPL 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>UMPPPL: UMPPL, a new entity incorporated in August 2021 in the Republic of Singapore, is a wholly-owned subsidiary of Voltas Netherlands B.V. (VNBV). VNBV is a wholly-owned subsidiary of Voltas Limited. The main objects of UMPPL are:</p> <p>Investment holding company; Trading in Engineering and Consumer Durable goods; undertaking turnkey projects in the field of mechanical, plumbing and electrical works.</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, Cold Rooms, Medical Refrigeration equipment, etc. (Sales and Service).</p>

VOLTAS

8.	Rationale	<p>To focus on Product business and Projects business, independent of each other, and to expand their respective growths. With the aforesaid internal structuring, the international operations of the Company including the Company's investments in overseas joint ventures / subsidiaries would be housed in a separate wholly-owned subsidiary – UMPPL, in the Republic of Singapore.</p> <p>The segregation of the businesses in separate entities will lead to</p> <ul style="list-style-type: none">(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	There will be no change in shareholding pattern of the Company due to these transactions.

VOLTAS LIMITED

V. P. Malhotra
Head - Taxation
Legal & Company Secretary

VOLTAS LIMITED

Corporate Management Office

Registered Office Voltas House 'A' Dr Babasaheb Ambedkar Road Chinchpokli Mumbai 400 033 India

Tel 91 22 66656251 66656258 Fax 91 22 66656311 e-mail vpmalhotra@voltas.com website www.voltas.com

Corporate Identity Number L29308MH1954PLC009371

A **TATA** Enterprise