

Ref-LTF/ SE/ 2019-20/

Date: 13th December, 2019

To,
The Department of Corporate Relations
Bombay Stock Exchange Limited (BSE)
Phiroze Jeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001.

The Secretary
The National Stock Exchange of India
Exchange Plaza, 5th Floor, Plot No. C/1,
G-Block, Bandra-Kurla Complex
Bandra (E), Mumbai.

Dear Sir/ Madam

Ref.: Code-532783 Scrip ID: Daawat

Sub: Outcome of Board meeting - Disclosure in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Scheme of Arrangement and Consolidation of its International business

The Board of Directors of LT Foods ('the Company') at their meeting held on December 13, 2019 approved a Scheme of Arrangement and Consolidation between LT Foods Limited ('**LT Foods**' or '**Transferor Company**') and LT Foods Holding BV ('**LT Foods Holding BV**' or '**Transferee Company**') and their respective shareholders and creditors under Sections 230-232 read with Section 234 of the Companies Act, 2013, including any statutory modification or re-enactments thereof for the time being in force ('**the Scheme**').

This Scheme is subject to consent / approval of requisite majority of shareholders and creditors of LT Foods and LT Foods Holding BV, Reserve Bank of India, Securities and Exchange Board of India, National Stock Exchange of India, BSE Limited, National Company Law Tribunal, Delhi Bench, and all other regulatory approvals as may be necessary for the implementation of the Scheme.

The relevant details of the Scheme are as follows:

a) Brief Details of the division(s) to be transferred:

The Scheme provides for integration and consolidation of the Specified Investment Undertaking of the Transferor Company as a going concern under the Transferee Company.

Specified Investment Undertaking comprises of the Transferor Company's overseas direct investments (i.e. equity instruments) in: (i) Sona Global Limited (UAE), (ii) LT Overseas North America Inc. (US) and its underlying subsidiaries.

Post the transfer and consolidation, the Transferor Company (i.e. LT Foods Limited) will continue to have 100% control over the Transferee Company (i.e. LT Foods Holding BV) and thereby ultimate control over the Specified Investment Undertaking.

b) Turnover of the division being transferred and as percentage to the total turnover of the listed entity in the immediately preceding financial year / based on financials of last financial year:

Not Applicable since the division being transferred consists of investments in overseas subsidiary companies.

c) Rationale for the transfer:

The Scheme would interalia have the following benefits:

1. The Transferor Company, as part of its global operations, has multiple overseas operating companies which are direct and/or indirect subsidiaries of the Transferor Company. The Transferee Company is also a **direct wholly owned subsidiary** of the Transferor Company. By virtue of this scheme, all the investments of the Transferor Company in the overseas direct/ indirect subsidiaries will be integrated and consolidated under the Transferee Company.
2. Existence of an overseas holding entity (i.e. Transferee Company) would facilitate greater focus and attention on the international operations of the group and serve as the platform for strategic expansion and organic/ inorganic growth in the overseas. The same will also facilitate fund raising at overseas level through financial institutions / PE / Strategic investors.
3. Imparting better management focus, facilitating administrative convenience and ensuring optimum utilization of various resources of the Companies;
4. The proposed arrangement shall also enable the Transferor Company to address the risks and policies, ability to strategies the remaining business for long term growth, consolidation and creation of shareholder value.
5. The transfer of Specified Investment Undertaking from the Transferor Company to the Transferee Company is without consideration and therefore covered under subsection (iii) of Section 47 of the Income Tax Act, 1961, besides enabling the Transferor Company and the Transferee Company to better focus, strategies and will also help to retain and increase the competitive strength of the group thereby directly and indirectly strengthening the reputation, goodwill, etc. for the respective businesses of the companies.
6. Proposed business restructuring will facilitate smooth integration of investment undertaking and thereby benefit the shareholders, employees and other stakeholders. This Scheme is not expected to be prejudicial to the interest of the concerned members, creditors, employees or general public at large in any manner.

d) Brief details of change in shareholding pattern (if any) of all entities:

The Transferee Company is a wholly owned subsidiary of Transferor Company. The Scheme is intended to integrate and consolidate the investments held by Transferor as part of the Specified Investment Undertaking in a more efficient and focused manner in the Transferee Company consistent with the diverse needs of the business and does not involve any movement of assets to any company outside the group controlled by the

Transferor Company. Post the transfer, Transferor Company will continue to have ultimate control over the Specified Investment Undertaking. Hence, the Transferee Company shall not be required to issue any shares or pay any consideration to the Transferor Company or to its shareholders. Accordingly, Specified Investment Undertaking shall be transferred without any consideration, to the Transferee Company under the Scheme.

Therefore, there is no change in the shareholding of the Transferor or Transferee Company.

e) In case of cash consideration – amount or otherwise share exchange ratio:

For the reason mentioned in point no. (d) there is no cash consideration being discharged pursuant to the Scheme.

f) Whether listing would be sought for the resulting entity:

As per the Scheme, no shares of the Transferee Company are being issued and allotted and therefore, no listing would be sought for Transferee Company.

The Board of Directors of the Company have obtained Valuation Report from Jain Gandharv & Associates and Fairness Opinion from M/s D & A Financial Services (P) Ltd for the Scheme.

The Outcome of the Board Meeting is also being made available at the website of the Company i.e. www.ltgroup.in

This is for your information and record.

Kindly acknowledge the same.

Yours truly
For LT Foods Limited

M. Chawla
Monika Chawla Jaggia
Company Secretary
Membership No. F5150
Address: 4th Floor, MVL- I Park, Sector-15, Gurugram-122001

Place: Gurugram