



# LT Foods

**LT FOODS LTD.**

**CORPORATE OFFICE**

MVL-1 Park, 4th Floor Sector-15, Gurgaon - 122001,  
Haryana, India. T. +91-124-3055100 F. +91-124-3055199

CIN No. : L74899DL1990PLC041790

**Regd. OFFICE**

Unit - 134, 1st Floor, Rectangle-1, Saket District Center, Saket,  
New Delhi-110017, India, T. +91-11-29565344 F. +91-11-29563099

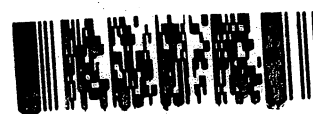
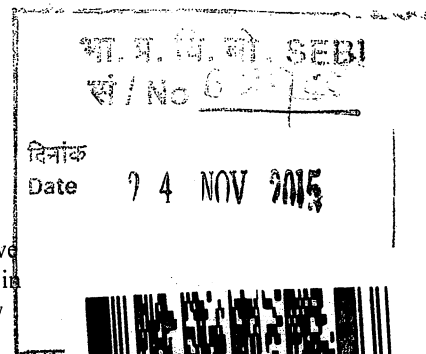
Date: November 20, 2015

To,

General Manager,  
Corporation Finance Department,  
Division of Corporate Restructuring  
Securities

Dear Sir/Madam,

Sub: Request for an informal guidance by way of interpretive letter under SEBI (Informal Guidance) Scheme 2003 in connection with proposed inter-se transfer of shares by and between member promoter group.



SEBI/IW/P/20151121/0000062955

In connection with the above we wish to submit following facts for your consideration:

1. LT Foods Limited (Company) is a Listed Company having its registered office at Unit No. 134, 1st Floor, Rectangl-1, Saket District Centre, New Delhi. The equity shares of the Company are listed on Bombay Stock Exchange as well as on National Stock Exchange of India Limited (Scrip Id: 532783 and Reference Code: DAAWAT).
2. Break up of Current shareholding of the Company:

Category of Shareholders Group	No of shares	Shareholding %
Promoter Group (Annexure A)	17,914,173	67.70
Public	8,539,409	32.30
Total	26,453,582	100.00

3. All Members/ Entities in the Promoter Group are shareholders of the Company for last over 3 (three) years.
4. The Members of Promoter Group ( with shareholding of 67.7%) intends to holds shares of the M/s . LT Foods Ltd. (Company) into M/s. Raghuvesh Holdings Pvt. Ltd (RHPL) which already is a part of the Promotor's Group for last over 3(three) years. The Shares of the M/s. Raghuvesh Holdings Pvt. Ltd. are also held and owned by the Promoters of the company for last over 3years. RHPL currently holds 11.7% of the shares of LT Foods Ltd.
5. Prior to transfer of Shares by the Promoter Group to RHPL, it is proposed to do certain inter se transfers as per details hereunder:-
  - a) Division of joint shareholding of shares of the Company equally between the holders. (forming part of Promoter Group Shareholders)

TRANSFEROR	NO. OF SHARES	TRANSFeree	NO.OF SHARES
Mr. Vijay Kumar Arora & Mr. Ashwani Kumar Arora	16,06,320	1. Vijay Kumar Arora 2. Ashwani Kumar Arora	8,03,160/- 8,03,160/-
Mr. Surinder Kumar Arora & Mr. Gurcharan Dass Arora	11,09,520	1) Mr.Surinder Kumar Arora 2) Mr.Gurcharan Dass Arora	5,54,760/- 5,54,760/-
		www.ltgroup.in	

**DAAWAT**



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b) **Inter-se gift of shares by and between the Promoter Group Members:-**

DONOR	DONEE	RELATIONSHIP	NO OF SHARES
Mr.Ashwani Kumar Arora	Mr.Vijay Kumar Arora	Brother	2,07,568
Mr.Ashwani Kumar Arora	Mrs. Ranju Arora	Brother's wife	4,56,902
Mr. Ashwani Kumar Arora	Mrs. Vandana Arora	Wife	733,150
Mr. Ashok Kumar Arora	Mrs. Anita Arora	Wife	613,726
Mr. Surinder Kumar Arora	Mrs. Ranju Arora.	Brother's wife	2,77,380
Mr. Surinder Kumar Arora	Mrs. Anita Arora	Brother's wife	1,38,690
Mr. Surinder Kumar Arora	Mrs. Sakshi Arora	Wife	8,30,150

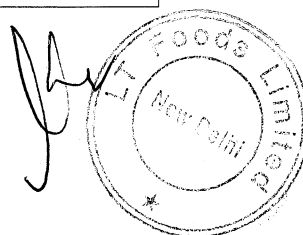
6. Post Division of Joint Shareholding and Gift of Shares (as detailed hereinabove) the following Shares shall be transferred by way of sale of shares at current market value prevailing on the date of transfer at NSE/BSE:-

SELLER	NO OF SHARES	BUYER
Mr. Vijay Kumar Arora	2128692	Raghuvesh Holding Pvt. Ltd
Mr Ashwani Kumar Arora	2128692	Raghuvesh Holding Pvt. Ltd
Mr. Ashok Kumar Arora	2128692	Raghuvesh Holding Pvt. Ltd
Mr. Surinder Kumar Arora	2128692	Raghuvesh Holding Pvt. Ltd
Mr. Gurucharan Dass Arora	2128692	Raghuvesh Holding Pvt. Ltd

This is to confirm that all the transferor(s) and transferee(s) have been Members of Promoters group for last over 3 years. List of promoters and promoter family is enclosed herewith as Annexure A & B. The Company LT Foods Limited is regularly filing returns of Promoter Group holdings with NSE/BSE.

7. The following individuals who are part of the Promoter Group will hold Equity Shares of M/s. Raghuvesh Holding Pvt Ltd.(RHPL) in the ratio in which shares are transferred to RHPL.

Name
Mr. Vijay Kumar Arora
Mr Ashwani Kumar Arora
Mr. Surinder Kumar Arora
Mr. Ashok Kumar Arora
Mr. Gurucharan Dass Arora



We are of the view that the takeover provisions on the Division of Joint Shareholdings, Gift of Shares and on sale of shares by the promoters to RHPL are not applicable as all the transactions/transfers are by and between the existing members of Promoter(s) Group who are shareholders for last over 3 years and accordingly:

- a) We seek your opinion on the applicability of the provisions of General Exemptions under Regulation 10(1) (a)(ii) of SEBI(SAST) Regulations, 2011 with following queries:
- (i) Whether the provisions of Reg 3 and 4 of the SEBI(SAST) Regulations are applicable on aforesaid transfer of shares by the transferor(s) to the transferee(s) as mentioned in S.No. 5 & 6 hereinabove?
  - (ii) Whether proposed transfer to RHPL by way of sale can be done in different tranches with prior intimation to stock exchanges ?

We further request you to treat the same as confidential.


In case you require any additional information or explanation, we shall provide the same upon hearing from you.

Looking forward for an early response.

Thanking You,

Yours truly,

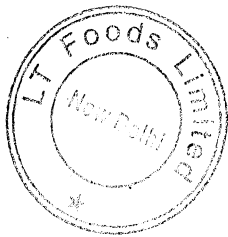
For LT Foods Limited

  
Monika Chawla Jaggia  
Company Secretary

Membership No. F5150

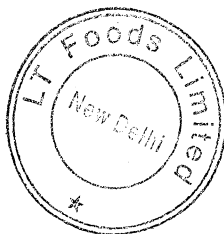
Address: 4<sup>th</sup> Floor, MVL-I Park, Sector-15, Gurgaon-122001

Contact No. 09818200721, 08826592284



**Annexure A****Promoters shareholding**

Name	Shareholding	Percentage
Raghuvesh Holding Private Limited	3098413	11.71
Surinder Kumar Arora	2820152	10.66
Ashok Kumar Arora	2742418	10.37
Ashwani Kumar Arora	2723152	10.29
Vijay Kumar Arora & Ashwani Kumar Arora	1606320	6.07
Gurucharan Dass Arora	1573932	5.95
Vijay Kumar Arora	1117964	4.23
Gurucharan Dass Arora & Surinder Kumar Arora	1109520	4.19
Parvesh Rani	680000	2.57
Vandana Arora	104000	0.39
Munish Kumar Arora	64366	0.24
Abhinav Arora	63334	0.24
Gurucharan Dass Arora HUF	63334	0.24
Aditya Arora	63334	0.24
Ranju Arora	39534	0.15
Vaneet Arora	16000	0.06
Gursajan Arora	12666	0.05
Anita Arora	8734	0.03
Sakshi Arora	7000	0.03
<b>Total</b>	<b>17914173</b>	<b>67.72</b>



## Annexure B

Promoters & their family	Total Shareholding	%
<b>Mr. Vijay Kumar Arora &amp; Family</b>		
Mr. Vijay Kumar Arora	1117964	4.23
Mr. Vijay Kumar Arora & Ashwani Kumar Arora (joint holding)	1606320	6.07
Mrs. Ranju Arora	39534	0.15
Mr. Abhinav Arora	63334	0.24
<b>Sub Total</b>	<b>2827152</b>	<b>10.69</b>
<b>Mr. Ashok Kumar Arora &amp; Family</b>		
Mr. Ashok Kumar Arora	2742418	10.37
Mrs. Anita Arora	8734	0.03
Mr. Aditya Arora	63334	0.24
Mr. Gursajan Arora	12666	0.05
<b>Sub Total</b>	<b>2827152</b>	<b>10.69</b>
<b>Mr. Surinder Kumar Arora &amp; Family</b>		
Mr. Surinder Kumar Arora	2820152	10.66
Mrs. Sakshi Arora	7000	0.03
<b>Sub Total</b>	<b>2827152</b>	<b>10.69</b>
<b>Mr. Ashwani Kumar Arora &amp; Family</b>		
Mr. Ashwani Kumar Arora	2723152	10.29
Mrs. Vandana Arora	104000	0.39
<b>Sub Total</b>	<b>2827152</b>	<b>10.69</b>
<b>Mr. Gurcharan Dass Arora &amp; Family</b>		
Mr. Gurcharan Dass Arora	1573932	5.95
Mr. Gurcharan Dass Arora & Surinder Kumar Arora (joint holding)	1109520	4.19
Mr. Gurcharan Dass Arora (HUF)	63334	0.24
Mr. Munish Kumar	64366	0.24
Mr. Vaneet Arora	16000	0.06
<b>Sub Total</b>	<b>2827152</b>	<b>10.69</b>
<b>Parvesh Rani</b>	<b>680000</b>	<b>2.57</b>
<b>Sub Total</b>	<b>680000</b>	<b>2.57</b>
<b>14815760</b>		<b>56.01</b>

