



## HERITAGE FOODS LIMITED

**Registered & Corporate Office:** : # H. No.8-2-293/82/A/1286 Plot No: 1286, Road No. 1 & 65, Jubilee Hills, Hyderabad- 500033 Telangana, India  
(For changes in Registered Office, please refer to page 50 of the Letter of Offer)

**Tel:** +91 40 23391221/2; **Contact Person:** Umakanta Barik, Company Secretary and Compliance Officer

**E-mail:** rights.issue@heritagefoods.in; **Website:** www.heritagefoods.in

**Corporate Identification Number:** L15209TG1992PLC014332

### ENTITLEMENT LETTER FOR THE RIGHTS ISSUE

Dear Shareholder,

**ISSUE OF UPTO 4,63,98,000 EQUITY SHARES OF FACE VALUE OF ₹5 EACH (“RIGHTS EQUITY SHARES”) OF OUR COMPANY FOR CASH AT A PRICE OF ₹5 PER EQUITY SHARE (THE “ISSUE PRICE”), FOR AN AMOUNT AGGREGATING UPTO ₹2319.9 LAKHS# ON A RIGHTS BASIS TO THE EXISTING ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 1 (ONE) RIGHTS EQUITY SHARE(S) FOR EVERY 1 (ONE) FULLY PAID-UP EQUITY SHARE(S) HELD BY SUCH EXISTING ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON FRIDAY, JANUARY 20, 2023, (THE “ISSUE”). FOR FURTHER DETAILS, SEE “TERMS OF THE ISSUE” ON PAGE 260 OF THE LETTER OF OFFER**

*# Assuming full subscription*

*This letter does not constitute an offer of, or a solicitation of an offer to purchase, any securities of the Company in any jurisdiction where such offers or solicitations are not permitted by law. You are advised to read the disclaimer carefully before reading, accessing or making any other use of the documents. By accessing this letter and its enclosures, you are hereby deemed to represent that you qualify under the above criteria. This letter and its enclosures should not be reproduced, transmitted or distributed to any other person.*

You have been sent this letter (including its enclosures) to comply with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), and relevant circulars issued by SEBI from time to time. This letter does not constitute an offer of, or a solicitation of an offer to purchase, any securities of the Company in any jurisdiction where offers or solicitations are not permitted by law. The information in this letter is solely intended for distribution to, and use by, Eligible Equity Shareholders as of the Record Date i.e., Friday, January 20, 2023, who have provided an Indian address to the Company or who are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights Equity Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. By accepting this letter and its enclosures, you are hereby deemed to represent that you qualify under one of the foregoing criteria. This letter and its enclosures should not be reproduced, transmitted or distributed to any other person.

**IF YOU ARE NOT PERMITTED TO VIEW THIS LETTER OR ARE IN ANY DOUBT AS TO WHETHER YOU ARE PERMITTED TO VIEW THIS LETTER, PLEASE TREAT THIS LETTER AS SENT FOR INFORMATION PURPOSES ONLY AND SHOULD NOT BE ACTED UPON FOR SUBSCRIPTION TO THE RIGHTS EQUITY SHARES AND SHOULD NOT BE COPIED OR REDISTRIBUTED.**

With reference to above, please find below the details of Equity Shares held by you as on Record Date i.e., Friday, January 20, 2023 along with your Rights Entitlements:

Folio Number / DP or Client ID	No. of Equity Shares held by you on Record date being January 20, 2023	No. of Rights Entitlement

Abridged Letter of Offer & Application Form are enclosed herewith.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., <https://kfintech.com>) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company (i.e., [www.heritagefoods.in](http://www.heritagefoods.in)).

**This is to inform you that the captioned Issue opens for subscription on Monday, January 30, 2023 and closes for subscription on Monday, February 13, 2023.** Our Board or a duly authorised committee thereof will have the right to extend the Issue Period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 days from the Issue Opening Date. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

#### **Procedure for Application in the Issue**

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 read with SEBI circular SEBI/HO/CFD/DIL2/CIR/2020/78 dated May 6, 2020, SEBI circular SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, SEBI circular SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/552 dated April 22, 2021 and SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/633 dated October 1, 2021 (“SEBI Rights Issue Circulars”) and subject to the conditions prescribed under the SEBI circular SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009 and SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011 (together “ASBA Circulars”), all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process (instituted only for resident Investors in this Issue, in the event the Investors are not able to utilize the ASBA facility for making an Application despite their best efforts). Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details see “*Terms of Issue - Procedure for Application through the ASBA Process*” of the Letter of Offer (“LOF”).

#### **Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders**

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account (namely, “**HERITAGE FOODS LIMITED**”) opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (e) credit of the Rights Entitlements returned/reversed/failed; or (f) the ownership of the Equity Shares currently under dispute, including any court proceedings

**PLEASE NOTE THAT NON-RESIDENT ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.**

#### **ATTENTION FOR PHYSICAL SHAREHOLDERS**

The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, email address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by email, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date.

**Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.**

Pursuant to the SEBI Rights Issue Circulars, resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date cannot renounce until the details of their demat account are provided to our Company or the Registrar and the dematerialized Rights Entitlements are transferred from suspense escrow demat account to the respective demat accounts of

such Eligible Equity Shareholders within prescribed timelines. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for additional Rights Equity Shares while submitting the Application through ASBA process.

Investors can access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

- a) Our Company at [www.heritagefoods.in](http://www.heritagefoods.in)
- b) the Registrar to the Issue at [www.kfintech.com](http://www.kfintech.com)
- c) the Lead Manager at [www.cfml.in](http://www.cfml.in); and
- d) the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com);

#### **Trading of the Rights Entitlements:**

In accordance with the SEBI Rights Issue Circulars, the Rights Entitlements credited shall be admitted for trading on the Stock Exchanges under ISIN INE978A20019. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchanges for trading of Rights Entitlements. Investors shall be able to trade/ transfer their Rights Entitlements either through On Market Renunciation or through Off Market Renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism. For more details, see “*Procedure for Renunciation of Rights Entitlements*” on page 273 of the Letter of Offer.

#### **Renunciation of Rights Entitlements**

The Equity Shares are being offered on a rights basis to the existing Eligible Equity Shareholders in the ratio of 1:1 (1 Rights Equity Share for every 1 fully paid-up Equity Share) held as on Friday, January 20, 2023, the Record Date. Accordingly, no circumstance is likely to arise which would result in fractional entitlement.

For details, please see the section entitled “*Terms of the Issue- Procedure for Renunciation of Rights Entitlements*” on page 273 of the Letter of Offer.

**PLEASE NOTE THAT THE RIGHTS ENTITLEMENTS WHICH ARE NEITHER RENOUNCED NOR SUBSCRIBED ON OR BEFORE THE ISSUE CLOSING DATE SHALL LAPSE AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE.**

#### **Fractional Entitlements**

The Equity Shares are being offered on a rights basis to the existing Eligible Equity Shareholders in the ratio of 1:1 (1 Rights Equity Share for every 1 fully paid-up Equity Share) held as on Friday, January 20, 2023, the Record Date. Accordingly, no circumstance is likely to arise which would result in fractional entitlement.

#### **Issue Schedule**

Last Date for credit of Rights Entitlements	Tuesday, January 24, 2023
Issue Opening Date	Monday, January 30, 2023
Last Date for On Market Renunciation of Rights #	Wednesday, February 8, 2023
Issue Closing Date *	Monday, February 13, 2023
Finalization of Basis of Allotment (on or about)	Monday, February 20, 2023
Date of Allotment (on or about)	Tuesday, February 21, 2023
Date of credit (on or about)	Thursday, February 23, 2023
Date of listing (on or about)	Monday, February 27, 2023

# Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date.

\* Our Board of Directors, or a duly authorized committee thereof, will have the right to extend the Issue period as it may determine from time to time, provided that the Issue will not remain open in excess of 30 (thirty) days from the Issue Opening date. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing date.

Investors can access the LOF, the Abridged LOF and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Equity Shares under applicable securities laws) from the website of the Lead Manager or the Company or the Registrar or the Stock Exchanges.

Please refer to the FAQs available on the websites of the Company and the Registrar to the Issue, which may be used as guidance for making an Application in the Rights Issue

## NOTICE TO INVESTORS

The distribution of the LOF, the Abridged LOF, the Application Form, the Rights Entitlement Letter, any other offering material and the issue of Rights Entitlement and the Equity Shares on a rights basis to persons in certain jurisdictions outside India are restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the LOF, the Abridged LOF, the Application Form or the Rights Entitlement Letter may come, are required to inform themselves about and observe such restrictions. For details, see "Selling Restrictions" at page 254 of the LOF.

## NO OFFER IN THE UNITED STATES

THE RIGHTS ENTITLEMENTS AND THE RIGHTS EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE SECURITIES ACT OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES OF AMERICA OR THE TERRITORIES OR POSSESSIONS THEREOF ("UNITED STATES"), EXCEPT IN A TRANSACTION NOT SUBJECT TO, OR EXEMPT FROM, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS. THE OFFERING TO WHICH THIS LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENT FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENT. THERE IS NO INTENTION TO REGISTER ANY PORTION OF THE ISSUE OR ANY OF THE SECURITIES DESCRIBED HEREIN IN THE UNITED STATES OR TO CONDUCT A PUBLIC OFFERING OF SECURITIES IN THE UNITED STATES. ACCORDINGLY, THE ISSUE MATERIAL AND RIGHTS ENTITLEMENT LETTERS SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO THE UNITED STATES AT ANY TIME. IN ADDITION, UNTIL THE EXPIRY OF 40 DAYS AFTER THE COMMENCEMENT OF THE ISSUE, AN OFFER OR SALE OF RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES WITHIN THE UNITED STATES BY A DEALER (WHETHER OR NOT IT IS PARTICIPATING IN THE ISSUE) MAY VIOLATE THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT.

In case of any queries, you may contact the Company, the Lead Manager to the Issue or the Registrar to the Issue.

COMPANY	LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
		
<b>HERITAGE FOODS LIMITED</b> # H. No.8-2-293/82/A/1286 Plot No: 1286, Road No. 1 & 65, Jubilee Hills, Hyderabad- 500033, Telangana, India <b>Tel No.:</b> +91 40 23391221/2; <b>E-mail</b> rights.issue@heritagefoods.in <b>Website:</b> www.heritagefoods.in <b>Contact Person:</b> Mr. Umakanta Barik <b>CIN:</b> L15209TG1992PLC014332	<b>CHARTERED FINANCE MANAGEMENT PRIVATE LIMITED</b> <i>(Formerly known as Chartered Finance Management Limited)</i> 2 <sup>nd</sup> Floor, Wakefield House, Sprott Road, Ballard Estate, Mumbai – 400038, Maharashtra, India <b>Tel. No.:</b> +91 22 22696944 <b>Email:</b> rights.issue@cfml.in <b>Website:</b> www.cfml.in <b>Investor Grievance Email:</b> investor.grievance@cfml.in <b>Contact Person:</b> Mr. R. Ramnath <b>SEBI Registration No.:</b> INM000012052 <b>Validity:</b> Permanent	<b>KFin TECHNOLOGIES LIMITED</b> Karvy Selenium, Tower B, Plot No. 31 & 32, Gachibowli Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi - 500032, Telangana, India <b>Tel. No.:</b> +91 40 67162222 <b>Toll Free No.:</b> 1-800-309-4001 <b>Email:</b> heritagefoods.rights@kfintech.com <b>Website:</b> www.kfintech.com <b>Investor Grievance Email:</b> einward.ris@kfintech.com <b>Contact Person:</b> Mr. M. Murali Krishna <b>SEBI Registration No.:</b> INR000000221 <b>CIN:</b> U72400TG2017PLC117649

**Note:** All capitalized terms, unless defined herein, shall have the meaning ascribed to them in the Letter of Offer.

For **Heritage Foods Limited**

Sd/-

Umakanta Barik

Company Secretary and Compliance Officer