

National Stock Exchange Of India Limited

Ref.No: NSE/LIST/33876

December 29, 2022

The Company Secretary,
Heritage Foods Limited H.No.8-2-293/82/A/1286,
Plot No: 1286, Road No. 1 & 65, Jubilee Hills,
Hyderabad-500033, Telengana

Kind Attn.: Mr. Umakanta Barik

Dear Sir,

Sub: Proposed Rights issue of up to 46398000 Equity shares of Face Value ₹ Rs. 5 each.

We are in receipt of application regarding in-principle approval for proposed issue of up to 46398000 equity shares of face value of Rs. 5/- each of the Company for cash at a price of Rs. 5 per equity share aggregating up to Rs. 23.1 Crore on a rights basis to the eligible equity shareholders of the company in the ratio of 1 rights Equity for every 1 equity share held by the eligible equity shareholders of the company on the record date.

In this regard, the Exchange is pleased to grant in-principle approval for issue, subject to the Company fulfilling the following conditions:

1. Filing the listing application at the earliest from the date of allotment.
2. Receipt of statutory and other approvals and compliance of guidelines/regulations issued by the statutory authorities including SEBI, RBI, MCA, etc.
3. Compliance with all the guidelines, regulations, directions of the Exchange or any statutory authorities, documentary requirements from time to time.
4. Compliance of all conditions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as on date of listing.
5. Compliance of the Companies Act, 1956 / Companies Act, 2013 and other applicable laws.

The Exchange reserves its right to withdraw its in-principle approval at a later stage if the information submitted to the Exchange is found to be incomplete/incorrect/misleading/false or in contravention of any Rules, Bye-laws and Regulations of the Exchange and Securities Laws.

You have been permitted to use the name of the National Stock Exchange of India Limited in the Letter of Offer in respect of the proposed rights issue provided the Company prints the Disclaimer Clause as given below in the offer document after the SEBI disclaimer clause.

“As required, a copy of this letter of offer has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref. No. NSE/LIST/33876 dated December 29, 2022 permission to the Issuer to use the Exchange’s name in this letter of offer as one of the stock exchanges on which this Issuer’s securities are proposed to be listed. The Exchange has scrutinized this letter of offer for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer.

It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the letter of offer has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this letter of offer; nor does it warrant that this Issuer’s securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.”

You may insert the following lines in the advertisements instead of the entire disclaimer clause: "It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the letter of offer has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the letter of offer. The investors are advised to refer to the letter of offer for the full text of the 'Disclaimer Clause of NSE'".

“Kindly note, this Exchange letter should not be construed as approval under any other Act / Regulation/ rule/bye laws (except as referred above) for which the Company may be required to obtain approval from other department(s) of the Exchange. The Company is requested to separately take up matter with the concerned departments for approval, if any.”

Kindly note that the Exchange will issue approval for listing and trading of equity shares subject to the compliances as stated above. The Company should not take any steps to dematerialize any of the securities except rights entitlement pursuant to the in – principle approval given in this letter by the Exchange, until further notice.

Yours faithfully,

For National Stock Exchange of India Limited

Bansri Gosalia
Manager

cc:

Lead Managers to the Issue	Registrar to the Issue
Chartered Finance Management 2nd Floor, Wakefield House, Sprott Road, Ballard Estate, Mumbai – 400038, Maharashtra	KFin Technologies Limited Karvy Selenium, Tower B, Plot No. 31 & 32, Gachibowli Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi - 500032, Telangana

Depositories	
National Securities Depository Limited 4th Floor, Trade world, Kamala Mills, Compound, Senapati Bapat Marg., Lower Parel, Mumbai - 400013	Central Depository Services Limited Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai - 400013.