



Ref: SECT: STOC: 127-25

October 27, 2025

To
The Manager
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

To
The Manager,
Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, C-1, G Block, Bandra-Kurla Complex
Bandra (East), Mumbai - 400 051

Scrip Code: 519552

Scrip Code: HERITGFOOD

Sub: Outcome of the Board Meeting

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulation"), we wish to inform you that the Board of Directors of the Company at its meeting held today i.e. 27th October, 2025 has approved the acquisition of 51% of the equity share capital of M/s. Peanutbutter and Jelly Private Limited (CIN:U15400MH2022PTC377342) (Target Company) a Private Limited Company engaged in curating & retailing healthy desserts under the brand name "Get-A-Way"(GAW).

In this regard, the Company shall enter into a Share Purchase Agreement ("SPA") for the acquisition of the said 51% with M/s. Sky Gate Hospitality Private Limited (CIN:U15122HR2015PTC056192), which presently holds 51% of the equity share capital of the Target Company and a definitive agreement with M/s. Peanutbutter and Jelly Private Limited and its Promoters.

The completion of this acquisition is subject to fulfilment of the conditions in the SPA and other transaction documents / agreements. Further, upon successful completion of the acquisition of 51% issued and paid-up share capital, the Target Company will become a Subsidiary Company of Heritage Foods Limited.

The detailed disclosure as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are enclosed herewith as **Annexure-A**.

The meeting of the Board of Directors commenced at 10:30 am (IST) and concluded at 11:15 am (IST)

We request you to take this on record and also arrange to place it in the website of the Stock Exchange.

Thanks & Regards,

For HERITAGE FOODS LIMITED

UMAKANTA BARIK

Company Secretary & Compliance Officer

M No: FCS-6317

Encl: a/a

HERITAGE FOODS LIMITED

CIN : L15209TG1992PLC014332

AN ISO: 22000 CERTIFIED COMPANY

Regd. Off : H.No. 8-2-293/82/A/1286 , Plot No. 1286, Road No. 1 & 65, Jubilee Hills, Hyderabad - 500033, Telangana, INDIA.
Tel. : +91-40-23391221, 23391222, Fax: 23326789, 23318090 Email : hfl@heritagefoods.in, Website : www.heritagefoods.in





Annexure-A

Disclosure pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 relating to the aforesaid acquisition:

S. No.	Particulars	Details
1	Name of the target entity, details in brief such as size, turnover etc.	M/s. Peanutbutter and Jelly Private Limited CIN: U15400MH2022PTC377342 Registered Office: A-7/09 Bldg No 7, Balratna Chs Ltd, Mahesh Nagar, S.V Road Goregaon West, Mumbai, Maharashtra, India – 400104 is a private company incorporated under the Companies Act, 2013, is engaged in curating & retailing healthy desserts, primarily protein Ice Creams, Keto Desserts, Vegan Ice Pops, Low Cal Kulfis and other food products through e-commerce and q-commerce platforms and retail chain stores in India under the brand name “Get-A-Way” (GAW). Authorised Share Capital: Rs.10,00,000 Paid-up Share Capital: Rs.1,55,770 Turnover of FY 2024-25: Rs. 18.08 crore
2	Whether the acquisition would fall within related party transaction(s) and whether the promoter/promoter group/group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at 'arm's length'.	The acquisition does not fall within related party transactions. The promoter/promoter group of the Company have no interest in M/s. Peanutbutter and Jelly Private Limited.
3	Industry to which the entity being acquired belongs.	Food and Beverages Industry (Ice-creams)
4	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity).	This acquisition aligns with the Company’s strategic growth initiatives aimed at business expansion, diversification and strengthening of its market presence in the healthy desserts & guilt-free indulgence category. The acquisition is expected to bring synergistic benefits, enhance the Company’s market reach of Ice-cream and Frozen Dessert and contribute to long-term shareholder value. For acquiring 51% shareholding, Heritage Foods Limited (“HFL”) shall enter into a Share Purchase

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S. No.	Particulars	Details
		Agreement (“SPA”) with M/s. Sky Gate Hospitality Private Limited (CIN: U15122HR2015PTC056192), which currently holds 51% of the equity share capital of the Target Company and execute a definitive agreement with M/s. Peanutbutter and Jelly Private Limited and its promoters. The remaining 49% shareholding will continue to be held by the existing promoters of the Target Company. Further, HFL will acquire an additional 20% stake from the promoters after March 2026, at an appropriate valuation prevailing at that time. Post-acquisition of 51% stake, the Target Company will become a subsidiary of the Company.
5	Brief details of any governmental or regulatory approvals required for the acquisition	No governmental or regulatory approvals are required for the acquisition.
6	Indicative time period for completion of the acquisition	Within 45 days from the date of approval of the Board of Directors, subject to the fulfilment of the conditions as per SPA.
7	Nature of consideration (cash consideration or share swap and details of the same)	Cash consideration
8	Cost of acquisition and/ or the price at which the shares are acquired	INR 9 Crore (Rupees Nine Crores)
9	Percentage of shareholding/control acquired and/or number of shares acquired	Acquisition of 51% of equity share capital of the Target Company
10	Brief background about the entity acquired in terms of products/ line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence, and any other significant information (in brief)	M/s. Peanutbutter and Jelly Private Limited (CIN:U15400MH2022PTC377342) is a Private company incorporated on 23 February 2022 engaged in the curating & retailing of healthy desserts, primarily Protein Ice Creams, Keto Desserts, Vegan Ice Pops, Low Cal Kulfis and other food products through e-commerce and q-commerce platforms and retail chain stores in India under the brand name “Get-A-Way” Turnover of M/s. Peanutbutter and Jelly Private Limited for the last 3 (three) financial years is: FY 2022-23: Rs. 7.89 crore FY 2023-24: Rs.14.80 crore FY 2024-25: Rs.18.08 crore

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