



NHC FOODS LIMITED

Registered Office: Survey No. 777, Umarsadi Desaiwad Road, Village Umarsadi, Taluka Pardi, Valsad - 396175, Gujarat, India;
Corporate Office: 419/420, C Wing, Atrium 215, Andheri-Kurla Road, Chakala, Andheri East, J. B. Nagar, Mumbai – 400059, Maharashtra, India
Contact Person: Mrs. Alesha Hakim Khan, Company Secretary & Compliance Officer ; **Telephone:** +91 8104472565
E-mail: cs@nhcgroup.com; **Website:** www.nhcgroup.com ; **Corporate Identification Number:** L15122GJ1992PLC076277

ENTITLEMENT LETTER FOR THE RIGHTS ISSUE

Dear Shareholder,

ISSUE OF UP TO 47,42,00,000 EQUITY SHARES OF FACE VALUE OF Re.1/- (RUPEE ONE ONLY) (“RIGHTS EQUITY SHARES”) EACH AT A PRICE OF Re.1/- PER RIGHTS EQUITY SHARE AGGREGATING UP TO Rs.4,742.00 LAKHS* ON A RIGHTS BASIS TO THE ELIGIBLE PUBLIC SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 4 (FOUR) RIGHTS EQUITY SHARES FOR EVERY 1 (ONE) FULLY PAID-UP EQUITY SHARE HELD BY THE ELIGIBLE PUBLIC SHAREHOLDERS AS ON THE RECORD DATE, TUESDAY, NOVEMBER 26, 2024 (“THE ISSUE”). FOR FURTHER DETAILS, KINDLY REFER TO THE CHAPTER TITLED “TERMS OF THE ISSUE” BEGINNING ON PAGE 214 OF THE LETTER OF OFFER.

* Assuming full subscription

For details, please refer to the section entitled “Terms of the Issue” on page 214 of the Letter of Offer.

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. The information in this letter is solely intended for distribution to, and use by, Eligible Public Shareholders as of the Record Date i.e., Tuesday, November 26, 2024, 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., Tuesday, November 26, 2024, along with your Rights Entitlements for information:

Folio Number / DP or Client ID	No. of Equity Shares held by you on Record date being Tuesday, November 26, 2024	No. of Rights Entitlement

Abridged Letter of Offer & Application Form are enclosed herewith.

Eligible Public Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., <https://www.skylinerta.com/>) by entering their DP ID and Client ID or Folio Number (in case of Eligible Public 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.nhcgroup.com).

This is to inform you that the captioned Issue opens for subscription on Thursday, December 05, 2024 and closes for subscription on Wednesday, December 18, 2024. Our Board / Rights Issue Committee 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 bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 and SEBI circular bearing reference number SEBI/HO/CFD/SSEP/CIR/P/2022/66 dated May 19, 2022, and any other circular issued by SEBI in this regard, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details see “Terms of Issue” of the Letter of Offer (“LOF”) on page 214 of the Letter of Offer.

Credit of Rights Entitlements in demat accounts of ELIGIBLE PUBLIC SHAREHOLDERS

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the Circulars, 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 Public Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account (namely, “NHC FOODS LIMITED RIGHTS ISSUE SUSPENSE ESCROW DEMAT ACCOUNT”) opened by our Company, for the Eligible Public Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the Investor Education and Protection Fund (“IEPF”) authority; or (b) the demat accounts of the Eligible Public Shareholders which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI LODR Regulations) or details of which are unavailable with our Company or with the Registrar to the Issue on the Record Date; or (c) Equity Shares held by Eligible Public Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Public Shareholders to our Company or Registrar to the Issue; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or (f) non-institutional equity shareholders in the United States.

For Eligible Public Shareholders holding Equity Shares in physical form, please also see ‘Attention for Physical Shareholders’ below.

PLEASE NOTE THAT ELIGIBLE PUBLIC 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 Public 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 not 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 Public 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 Public 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 Public Shareholders within prescribed timelines. However, such Eligible Public 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 Public Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

- Our Company at www.nhcgroup.com;
- the Registrar to the Issue at <https://www.skylinerta.com/>;
- the Lead Manager at www.finshoregroup.com; and
- the Stock Exchange at www.bseindia.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 Exchange under ISIN – INE141C20010. Prior to the Issue Opening Date, the Company will obtain the approval from the Stock Exchange for trading of Rights Entitlements. Investors shall be able to trade their Rights Entitlements either through On Market Renunciation or through Off Market Renunciation. The Eligible Public Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchange (the “On Market Renunciation”); or (b) through an off-market transfer (the “Off Market Renunciation”), during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the 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 227 of the Letter of Offer.

Renunciation of Rights Entitlements

This Issue includes a right exercisable by Eligible Public Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Public Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchange or through an off-market transfer.

For details, please see the section entitled “Terms of the Issue- Procedure for Renunciation of Rights Entitlements” on page 227 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 Rights Equity Shares are being offered on a rights basis to existing Eligible Public Shareholders in the ratio of 4 (Four) Rights Equity Shares for every 1 (One) Equity Shares held as on the Record Date. In terms of the present ratio, there will be no fractional shares.

Issue Schedule

Last Date for credit of Rights Entitlements (on or before)	Wednesday, December 04, 2024
Issue Opening Date	Thursday, December 05, 2024
Last Date for On Market Renunciation*	Thursday, December 12, 2024
Issue Closing Date*	Wednesday, December 18, 2024
Finalizing of Basis of Allotment with the Designated Stock Exchange (on or about)	Monday, December 23, 2024
Date of Allotment (on or about)	Tuesday, December 24, 2024
Date of Credit (on or about)	Tuesday, December 31, 2024
Date of listing / Commencement of trading of Equity Shares on the Stock Exchange (on or about)	Thursday, January 02, 2025

* Eligible Public 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 Renouncees on or prior to the Issue Closing Date.

* Our Board / Rights Issue Committee will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of 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 Public 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 Exchange.

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

NOTICE TO INVESTORS

NO ACTION HAS BEEN TAKEN OR WILL BE TAKEN THAT WOULD PERMIT A PUBLIC OFFERING OF THE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES TO OCCUR IN ANY JURISDICTION OTHER THAN INDIA, OR THE POSSESSION, CIRCULATION OR DISTRIBUTION OF THE LETTER OF OFFER OR ANY OTHER MATERIAL RELATING TO OUR COMPANY, THE RIGHTS ENTITLEMENTS AND THE RIGHTS EQUITY SHARES IN ANY JURISDICTION WHERE ACTION FOR SUCH PURPOSE IS REQUIRED. ACCORDINGLY, THE RIGHTS ENTITLEMENTS AND RIGHTS EQUITY SHARES MAY NOT BE OFFERED OR SOLD, DIRECTLY OR INDIRECTLY, AND NEITHER THE LETTER OF OFFER NOR ANY OFFERING MATERIALS OR ADVERTISEMENTS IN CONNECTION WITH THE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES MAY BE DISTRIBUTED OR PUBLISHED IN OR FROM ANY COUNTRY OR JURISDICTION EXCEPT IN ACCORDANCE WITH THE LEGAL REQUIREMENTS APPLICABLE IN SUCH COUNTRY OR JURISDICTION. THIS ISSUE WILL BE MADE IN COMPLIANCE WITH THE APPLICABLE SEBI REGULATIONS. EACH PURCHASER OF THE RIGHTS ENTITLEMENTS OR THE RIGHTS EQUITY SHARES IN THIS ISSUE WILL BE DEEMED TO HAVE MADE ACKNOWLEDGMENTS AND AGREEMENTS AS DESCRIBED IN THE LETTER OF OFFER.

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

COMPANY	LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
 <p>NHC Foods Limited Registered Office: Survey No. 777, Umarsadi Desaiwad Road, Village Umarsadi, Taluka Pardi, Valsad - 396175, Gujarat, India; Corporate Office: 419/420, C Wing, Atrium 215, Andheri-Kurla Road, Chakala, Andheri East, J. B. Nagar, Mumbai – 400059, Maharashtra, India Telephone: +91 8104472565 Contact Person: Mrs. Alesha Hakim Khan, Company Secretary & Compliance Officer E-mail: cs@nhcgroup.com; Website: www.nhcgroup.com CIN: L15122GJ1992PLC076277</p>	 <p>FINSHORE Creating Enterprise Managing Values</p> <p>Finshore Management Services Limited “Anandlok”, Block-A, 2nd Floor, Room No. 207, 227 A.J.C Bose Road, Kolkata-700020, West Bengal, India Telephone: +91 33 2289510 / +91 33 4603 2561 E-mail: info@finshoregroup.com; Investor grievance E-mail: investors@finshoregroup.com; Website: www.finshoregroup.com; Contact person: Mr. S. Ramakrishna Iyengar SEBI Registration No.: INM000012185 CIN: U74900WB2011PLC169377</p>	 <p>Skyline Financial Services Private Limited D-153A, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 Telephone: 011-40450193-197 Fax: 011-26812683 Email: ipo@skylinerta.com Website: https://www.skylinerta.com/ Investor Grievance Email Id: grievances@skylinerta.com Contact Person: Mr. Anuj Rana SEBI Registration No: INR000003241 CIN: U74899DL1995PTC071324</p>

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

For **NHC FOODS LIMITED**

Sd/-
Alesha Hakim Khan
Company Secretary and Compliance Officer