

**HERANBA INDUSTRIES LIMITED**

Corporate Office : 2nd Floor, A- Wing,
Fortune Avirahi, Jain Derasar Lane,
Borivali West, Mumbai - 400 092.

Registered Office : Plot No. 1504 / 1505 /
1506/ 1, GIDC, Phase III, Vapi, Dist. Valsad,
Gujarat - 396 195.



Website : www.heranba.co.in.

Tel no. : 022-50705050

Email : sales@heranba.com

CIN No : L24231GJ1992PLC017315

Date: April 27, 2026

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001, Scrip Code: 543266	National Stock Exchange of India Limited Exchange Plaza, 5 th Floor Plot no. C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051. Symbol: HERANBA
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Subject: Disclosure pursuant to Regulation 30 – Acquisition of Optionally Fully Convertible Debentures of Unlisted Wholly Owned Subsidiary Company.

Dear Sir / Madam,

In continuation of our Letter dated April 27, 2026 wherein we had intimated that the Board of Directors of the Company at their meeting held on April 27, 2026 have considered and approved the proposal for **conversion of Inter-Corporate Deposits (ICDs)** granted by the Company to its wholly owned subsidiary, Heranba Organics Private Limited (“**HOPL**”), into **Optionally Fully Convertible Debentures (OFCDs)** to be issued by HOPL to the Company at par on a private placement basis, by way of adjustment and set-off against the said ICD, on such terms and conditions as may be mutually agreed.

In this regards and Pursuant to **Regulation 30** read with **Schedule III, Part A** of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to further inform you that Heranba Organics Private Limited (“**HOPL**”), a material unlisted wholly owned subsidiary of the Company, has, today on April 27, 2026, agreed to offer, issue and allot 45,00,00,000 (Forty Five Crores) fully paid-up **Optionally Fully Convertible Debentures (OFCDs)** of face value ₹10/- (Rupees Ten only) each, at par, to Heranba Industries Limited (“**the Company**”), against the conversion of an existing unsecured inter corporate deposits (“**ICD**”) granted by the Company to HOPL.

The details as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFDPoD-1/P/CIR/2023/123 dated July 13, 2023 and SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are attached as **Annexure – A**.



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This disclosure is being made in compliance with the applicable provisions of SEBI (LODR) Regulations, 2015.

You are requested to kindly take the above information on record.

Thanking you,
Yours sincerely,

For Heranba Industries Limited

Abdul Latif
Company Secretary and Compliance Officer
Membership No.: A17009
Encl: As above

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Annexure-A

Disclosure under Regulation 30 of the SEBI (LODR) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024

Sl.No.	Particulars	Details
1	Name of the target entity, details in brief such as size, turnover etc.;	<p>Name: Heranba Organics Private Limited (“HOPL”)</p> <p>Authorised Share Capital of HOPL: Rs. 15,00,000/- (Rupees Fifteen Lakhs only) divided into 1,50,000 (One Lakh Fifty Thousand) Equity Shares of Rs. 10/- Each</p> <p>Issued & Paid up Share Capital of HOPL: Rs. 10,00,000/- (Rupees Ten Lakhs only) divided into 1,00,000 (One Lakh) Equity Shares of Rs. 10/- Each</p> <p>Turnover of HOPL as per last audited financial year:- FY 2024-25- Rs.220.58 Crores</p>
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”;	<p>HOPL is related party of the Company being wholly-owned subsidiary of the Company.</p> <p>Mr. Sadashiv K. Shetty, Mr. Raghuram K. Shetty, Mr. Shriraj S. Shetty, Mr. Raunak R. Shetty and Mr. Anilkumar M Marlecha are common directors on the Boards of the Company and HOPL.</p> <p>Except as stated above, neither the promoters nor the promoter group have any other interest in HOPL.</p> <p>The conversion of ICDs into OFCDs is undertaken on an arm’s-length basis</p>

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3	industry to which the entity being acquired belongs;	Agro Chemicals
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);	<p>The proposed acquisition relates to conversion of existing unsecured ICDs of ₹450 Crores granted by the Company to HOPL into unsecured OFCDs of equivalent value.</p> <p>The transaction does not involve fresh cash outflow and is part of internal debt restructuring of the wholly owned subsidiary. There is no impact on the shareholding or control of the Company in HOPL</p>
5	brief details of any governmental or regulatory approvals required for the acquisition;	Not Applicable
6	indicative time period for completion of the acquisition;	<p>One Time.</p> <p>The acquisition shall be completed upon allotment of OFCDs by HOPL pursuant to the conversion of ICDs.</p>
7	consideration - whether cash consideration or share swap or any other form and details of the same;	Conversion of an existing Unsecured ICDs amounting to Rs. 450.00 Crores (Rupees Four Hundred Fifty Crores Only) into 45,00,00,000 OFCDs of Rs. 10/- each
8	Cost of acquisition and/or the price at which the shares are acquired	Rs. 450 Crores. 45,00,00,000 fully paid 1% OFCDs amounting to Rs. 450 Crores of Face Value of INR 10/- each are agreed to be acquired at par.



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9	percentage of shareholding / control acquired and / or number of shares acquired;	The acquisition relates to OFCDs of HOPL. The Company continue holds 100% of the equity share capital and control of HOPL both prior to and after the transaction.
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);	Brief Background: HOPL is a wholly owned subsidiary of the Company. It engaged in the business of Agro Chemicals. Date of Incorporation: August 29, 2022 Last 3 Years Turnover: FY 2024-25 – Rs. 220.58 Crores FY 2023-24 – Rs. 0.27 Crores FY 2022-23 – Rs. Nil Presence and Incorporation: India