



2nd November, 2016

To
National Stock Exchange of India Limited,
 Exchange Plaza, C-1,
 G Block, Bandra-Kurla Complex,
 Bandra (East), Mumbai – 400 051
 Dear Sir/Madam,

Sub: Clarification – Reg
Ref: Stock Code: HERITGFOOD

With reference to your mail dated 01st November, 2016, please find the following clarification by the company sought by you:

Sl No	Clarification Sought by NSE	Clarified by Heritage Foods Ltd
1	Whether the transaction would fall within related party transactions 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";	It's not a related party transaction. Transaction is on an arm's length basis We would like to clarify that the proposed transaction is not to acquire a corporate entity; it is an acquisition of only dairy business of Reliance Retail Limited.
2	Objects and effects of transaction	The objective of the transaction is for our company to establish its presence in core business of Dairy in geographies where it is currently not present and expand in geographies where it is currently operating.
3	Brief details of any governmental or regulatory approvals required for the transaction	We are acquiring the above said business under slump sale basis as per the Income Tax Act, 1961. The transaction requires customary filings to regulatory authorities for transfer of licenses, employees, trademarks etc.
4	Indicative time period for completion of the transaction;	It is estimated to take around 60 days.



HERITAGE FOODS LIMITED
 (Formerly known as M/s. Heritage Foods (India) Limited)
 CIN : L15209TG1992PLC014332
 AN ISO: 22000 CERTIFIED COMPANY





Sl No	Clarification Sought by NSE	Clarified by Heritage Foods Ltd									
5	Cost of acquisition or the price at which the shares are acquired (if any);	There is no share issuance, share swap or share acquisition as it is a transfer on slump sale basis. The transaction consideration would be paid in cash. As per the agreement the final value of the assets and liabilities will be determined at transaction closing date i.e. the date of the transfer will be used to determine the valuation.									
6	Nature of consideration - whether cash consideration or share swap and details of the same										
7	Percentage of shareholding / control acquired and / or number of shares acquired (if any);	No shares are being issued or being acquired.									
8	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)	We are acquiring the dairy business of Reliance Retail Limited (RRL) and not a corporate entity. Dairy Business of RRL operates a pan-India dairy procurement, processing and distribution platform under the two brands, namely, 'Dairy Life' and 'Dairy Pure'. It offers a wide variety of products such as Packed Milk, Flavored Milk, Butter, Ghee, Curd, Dairy Whitener, Sweets, Skimmed Milk Powder, etc. It has been operational since 2007 and generated annual revenues of INR. 553 crore in FY 2015-16. The last three Financial year turnover of Dairy business of RRL is as follows: <table border="1"> <thead> <tr> <th colspan="3">Rs in Crores</th></tr> <tr> <th>FY16</th><th>FY15</th><th>FY14</th></tr> </thead> <tbody> <tr> <td>553</td><td>571</td><td>535</td></tr> </tbody> </table>	Rs in Crores			FY16	FY15	FY14	553	571	535
Rs in Crores											
FY16	FY15	FY14									
553	571	535									

We hope the above clarification by the Company will meet your requirement.

This is for your information and record.

Thanking you,

Yours Faithfully,

For HERITAGE FOODS LTD


UMAKANTA BARIK
 Company Secretary
 M No: FCS-6317



HERITAGE FOODS LIMITED
 (Formerly known as M/s. Heritage Foods (India) Limited)
 CIN : L15209TG1992PLC014332
 AN ISO: 22000 CERTIFIED COMPANY

