



USHANTI COLOUR CHEM LIMITED

Registered Office: 88/8 GIDC, Phase I, Vatva, Ahmedabad- 382445, Gujarat, India

Telephone: 079-25833315; **E-mail:** admin@ushanti.com

Website: www.ushanti.com;

Contact Person: Ms. Vishakha Tanwar, Company Secretary & Compliance Officer;

Corporate Identity Number: L24231GJ1993PLC019444

RIGHTS ENTITLEMENT LETTER

Date:

DP ID- Client ID/Folio Number:

Application Number:

Sole/First Holder Name:

Add 1:

Add 2:

Add 3:

Add 4:

PIN

Joint Holder 1:

Joint Holder 2:

Joint Holder 3:

Dear Shareholder,

ISSUE OF UPTO 5,35,085 EQUITY SHARES WITH A FACE VALUE OF ₹10 EACH (“RIGHTS EQUITY SHARES”) OF OUR COMPANY FOR CASH AT A PRICE OF ₹ 55 EACH INCLUDING A SHARE PREMIUM OF ₹ 45 (RUPEE FORTY FIVE ONLY) PER RIGHT EQUITY SHARE (“ISSUE PRICE”) FOR AN AGGREGATE AMOUNT OF UPTO ₹ 294.29 LACS ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 05 RIGHTS EQUITY SHARES FOR EVERY 100 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON OCTOBER 11, 2024 (THE “ISSUE”). THE ISSUE PRICE FOR THE RIGHTS EQUITY SHARES 5.5 TIMES THE FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, SEE “TERMS OF THE ISSUE” ON PAGE 95 OF THIS LETTER OF OFFER.

*You have been sent this letter (including its enclosures) in electronic form to comply with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and relevant circulars issued by the Securities and Exchange Board of India from time to time. 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 offers or solicitations are not permitted by law. The information in this e-mail is solely intended for distribution to, and use by, shareholders as of the Record Date i.e. **Friday, October 11, 2024**, who are (i) a resident of India and (ii) outside of India and the United States and eligible to exercise rights entitlements and acquire Rights Shares in accordance with the legal requirements applicable in such shareholders’ jurisdiction and in compliance with all applicable laws and regulations. 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 ACCESS THESE ISSUE MATERIALS OR ARE IN ANY DOUBT AS TO WHETHER YOU ARE PERMITTED TO ACCESS THESE ISSUE MATERIALS, PLEASE TREAT THIS LETTER AS SENT FOR INFORMATION PURPOSES ONLY AND SHOULD NOT BE ACTED UPON FOR SUBSCRIPTION TO THE RIGHTS SHARES AND SHOULD NOT BE COPIED OR REDISTRIBUTED.

With reference to above, please find below for your information the details of Equity Shares held by you as on the Record Date i.e., Friday, October 11, 2024, along with your Rights Entitlements:

Folio Number/ DP or	No. of Equity Shares held by you on Record Date -	No. of Rights
---------------------	---	---------------

Client ID	being Friday, October 11, 2024,	Entitlements

Abridged Letter of Offer & Application Form are enclosed.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar i.e., www.bigshareonline.com by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and such other credentials for validation of the identity of the shareholder, as may be required.

THIS IS TO INFORM YOU THAT THE CAPTIONED ISSUE OPENS FOR SUBSCRIPTION ON MONDAY, NOVEMBER 04, 2024 AND ISSUE CLOSES# FOR SUBSCRIPTION ON MONDAY, NOVEMBER 25, 2024

#Our Board will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (thirty) 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.

Fractional Entitlements: The Right Shares are being offered on a rights basis to existing Eligible Shareholders in the ratio of 05 (Five) Right Shares for every 100 (One Hundred) Equity Share held as on the Record Date. As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. Accordingly, if the shareholding of any of the Eligible Shareholders is less than 100 (One Hundred) Equity Share or is not in the multiple of 100 (Hundred) Equity Share, the fractional entitlements of such Eligible Shareholders shall be ignored by rounding down of their Rights Entitlements. However, the Eligible Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the Allotment of one additional Rights Security if they apply for additional Rights Shares over and above their Rights Entitlements, if any, subject to availability of Right Shares in this Issue post allocation towards Rights Entitlements applied for. For further details, see *“Terms of the Issue”* beginning on page 95 of the Letter of Offer.

Facilities for Application in this Issue: In accordance with Regulation 76 of the SEBI (ICDR) Regulations, SEBI Rights Issue Circulars and subject to the conditions prescribed under the SEBI circular SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009 and SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011 (together *“ASBA Circulars”*), 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 the Issue – Procedure for Application through the ASBA Process”* on page 95 of the Letter of Offer.

Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders: Pursuant to provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars and in terms of the Letter of Offer, the Rights Entitlements of the Eligible Equity Shareholders have been credited in their respective demat account and shall be admitted for trading on the Stock Exchange under the ISIN – INE00NI20015 subject to requisite approvals. For details of credit of the Rights Entitlements, see *“Terms of the Issue – Process of Credit of Rights Entitlements in dematerialized account”* on page 95 of the Letter of Offer.

In accordance with Regulation 77A of the SEBI (ICDR) Regulations read with the SEBI Rights Issue Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the credit of Rights Entitlements and Allotment of Rights Shares shall be made in dematerialized form only.

The Physical Shareholders are requested to furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date i.e. Thursday, November 21, 2024, to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat accounts at least one day before the Issue Closing Date Friday, November 22, 2024. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse and they 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. To update respective email addresses/ mobile numbers in the records maintained by our Company, Eligible Equity Shareholders should visit the website of the Registrar to the Issue at www.bigshareonline.com. The Physical Shareholders are requested to ensure that their demat account, details of which is provided to our Company or Registrar, is active. For further details, please refer to the heading *“Procedure for application by Resident Eligible Equity Shareholders holding Equity Shares in physical form”* in the chapter titled *“Terms of the Issue”* at page 94 of the Letter of Offer.

PLEASE NOTE THAT CREDIT OF THE RIGHTS ENTITLEMENTS IN THE DEMAT ACCOUNT DOES NOT, PER SE, ENTITLE THE INVESTORS TO THE RIGHTS SHARES AND THE INVESTORS HAVE TO SUBMIT APPLICATION FOR THE RIGHTS SHARES ON OR BEFORE THE ISSUE CLOSING DATE AND MAKE PAYMENT OF THE APPLICATION MONEY. FOR DETAILS, SEE *“TERMS OF THE ISSUE – PROCEDURE FOR APPLICATION”* ON PAGE 95 OF THE LETTER OF OFFER.

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 INE00NI20015. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchanges for trading of Rights Entitlements. Investors shall be able to trade/ transfer their Rights Entitlements either through On Market Renunciation or through Off Market 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 “*Terms of the Issue - Procedure for Renunciation of Rights Entitlements*” on page 95 of the Letter of Offer.

Renunciation of Rights Entitlements: This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part. The renunciation of Rights Entitlements credited in your demat account can be made either a) by using the secondary market platform of the Stock Exchanges through a registered stock broker or b) through off market transfer through a depository participant during the Renunciation Period. For details, see “*Terms of the Issue - Procedure for Renunciation of Rights Entitlements*” on page 95 of the Letter of Offer.

PLEASE NOTE THAT THE RIGHTS ENTITLEMENTS WHICH ARE NEITHER RENOUNCED NOR SUBSCRIBED BY THE INVESTORS ON OR BEFORE THE ISSUE CLOSING DATE SHALL LAPSE AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE.

Issue Schedule

You are requested to take note of the following schedule of the Issue:

Last Date for credit of Rights Entitlements	October 31, 2024
Issue Opening Date	November 04, 2024
Last Date for On Market Renunciation of Rights Entitlements#	November 18, 2024
Issue Closing Date*	November 25, 2024
Finalization of Basis of Allotment (on or about)	November 29, 2024
Date of Allotment (on or about)	December 02, 2024
Date of credit (on or about)	December 05, 2024
Date of listing (on or about)	December 11, 2024

* *Eligible Equity 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 Renounees on or prior to the Issue Closing Date.*

ATTENTION FOR PHYSICAL SHAREHOLDERS

The Eligible Equity 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 e-mail, registered post, speed post, courier, or hand delivery or by uploading the said documents in the “Rights Issue” module available in the portal of the Registrar at www.bigshareonline.com so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date, i.e., Thursday, November 21, 2024.

Please note that in accordance with Regulation 77A of the SEBI (ICDR) Regulations read with the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the credit of Rights Entitlements and Allotment of Rights Shares shall be made in dematerialized form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights 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 Equity 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 Equity Shareholders within prescribed timelines. However, such Eligible Equity 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 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 Equity Shareholder is eligible to subscribe for the Rights Shares under applicable securities laws) on the websites of the Company at www.ushanti.com, the Registrar at www.bigshareonline.com, the NSE at www.nseindia.com.

PLEASE NOTE THAT THE ELIGIBLE EQUITY 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.

The Investors can visit following links for the below-mentioned purposes:

- Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: www.bigshareonline.com
- Updation of e-mail address/ mobile number in the records maintained by the Registrar or our Company: www.bigshareonline.com
- Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: www.bigshareonline.com
- Updation of Indian address can be done by way of an email to www.bigshareonline.com

THE RIGHTS ENTITLEMENTS AND THE RIGHTS EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE “U.S. SECURITIES ACT”), OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OF AMERICA AND MAY NOT BE OFFERED, SOLD, IN THE UNITED STATES OF AMERICA, ITS TERRITORIES AND POSSESSIONS ANY STATE OF THE UNITED STATES, AND THE DISTRICT OF COLUMBIA (“UNITED STATES”), EXCEPT IN A TRANSACTION NOT SUBJECT TO, OR EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS. THE RIGHTS ENTITLEMENTS AND RIGHTS EQUITY SHARES ARE BEING OFFERED AND SOLD ONLY TO PERSONS OUTSIDE THE UNITED STATES IN RELIANCE ON REGULATIONS UNDER THE SECURITIES ACT (“REGULATION S”). IN ADDITION, UNTIL THE EXPIRY OF 40 DAYS AFTER THE COMMENCEMENT OF THE ISSUE, AN OFFER OR SALE OF RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES IN THE UNITED STATES BY A DEALER (WHETHER OR NOT IT IS PARTICIPATING IN THE ISSUE) MAY VIOLATE THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT IF SUCH OFFER OR SALE IS MADE OTHERWISE THAN IN ACCORDANCE WITH AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT. THE RIGHTS EQUITY SHARES ARE TRANSFERABLE ONLY IN ACCORDANCE WITH THE RESTRICTIONS DESCRIBED IN “SELLING RESTRICTIONS” IN THE CHAPTER TITLED “OTHER REGULATORY AND STATUTORY DISCLOSURES” ON PAGE 89 OF THE LETTER OF OFFER.

In case of any queries, you may contact the Company or Registrar as per the details mentioned herein:

DETAILS OF THE ISSUER COMPANY	DETAILS OF REGISTRAR TO THE ISSUE
	
<p>Ushanti Colour Chem Limited 88/8 GIDC, Phase I, Vatva, Ahmedabad- 382445, Gujarat, India Telephone: 079-25833315 Email: admin@ushanti.com Website: www.ushanti.com Contact Person: Ms. Vishakha Tanwar CIN: L24231GJ1993PLC019444</p>	<p>Bigshare Services Private Limited Address: Office No. S6-2, VI Floor, Pinnacle Business Park, Mahakali Caves Road, Andheri (E), Mumbai-400093 Telephone: +91-022-62638200 Fax: +91-022-62638299 Email: rightsissue@bigshareonline.com Investor Grievance: investor@bigshareonline.com Website: www.bigshareonline.com Contact person: Mr. Suraj Gupta SEBI Registration No: INR000001385</p>

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

For **Ushanti Colour Chem Limited**

Sd/-

Ms. Vishakha Tanwar

Company Secretary and Compliance Officer