

DECLARATION OF INDEPENDENCE

[Pursuant to Regulation 25(8) of SEBI (LODR) Regulations, 2015 and section (7) of section 149 of the Companies Act, 2013]

To,
The Board of Directors
HERITAGE FOODS LIMITED
CIN: L15209TG1992PLC014332
H.No.8-2-293/82/A/1286, Plot No: 1286,
Road No. 1 & 65, Jubilee Hills,
Hyderabad, Telangana, 500033

Dear Sir(s),

I, Aparna Surabhi (DIN: 01641633), Non-Executive Independent Director of the Company be and hereby declare under Section 149(6) of the Companies Act, 2013 and Rules made thereof, as amended from time to time and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that:

- ✧ I am the person of integrity and posses' relevant expertise and experience under the opinion of the Board.
- ✧ I am/was not a promoter of the company or its holding, subsidiary or associate company, joint venture company or member of the promoter group of the company;
- ✧ I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its subsidiary or associate, joint venture company;
- ✧ I do not have nor had any pecuniary relationship with the Company, its holding, subsidiary or associate Company, joint venture company or their promoters or directors, during the three immediately preceding financial years or during the current financial year except receiving remuneration by way of sitting fees for attending Board and Committee meetings of the company, its subsidiary or associate, joint venture company.
- ✧ None of my relatives :
 - i. is holding any security of or interest of face value exceeding fifty lakh rupees or two per cent. of the paid-up capital of the company, its holding, subsidiary or associate company, joint venture company or such higher sum as may be prescribed; in the company, its holding, subsidiary or associate, joint venture company during the three immediately preceding financial years or during the current financial year
 - ii. is indebted to the company, its holding, subsidiary or associate company or joint venture company or their promoters, or directors, in excess of an amount of fifty lakhs rupees or any such other amount as may be specified by SEBI, at any time during the three immediately preceding financial years or during the current financial
 - iii. has given a guarantee or provided any security in connection with the indebtedness of any third person to the company, its holding, subsidiary or associate company or joint venture company or their promoters, or directors of

such holding company, in excess of an amount of fifty lakhs rupees or any such other amount as may be specified by SEBI, at any time during the three immediately preceding financial years or during the current financial year or

- iv. Has any other pecuniary transaction or relationship with the company, or its subsidiary, or its holding or associate company, joint venture company amounting to two per cent. or more of its gross turnover or total income.;
- v. has or had pecuniary relationship or transaction with the listed entity, its holding, subsidiary or associate company, joint venture company or their promoters, or directors, singly or in combination with the transactions referred to in sub-clause (i), (ii) (iii) and (iv) amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed from time to time, whichever is lower.

✶ Neither me nor any of my relatives:

- i. holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary associate company, joint venture company or any Company belonging to the promoter group of the Company in any of the three financial years immediately preceding the financial year;
- ii. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of ;
 - 1) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company, joint venture company ; or
 - 2) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company, joint venture company amounting to 10% or more of the gross turnover of such firm;
- iii. holds together with my relatives 2% or more of the total voting power of the company; or

is a Chief Executive or director, by whatever name called, of any non-profit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company, joint venture company or that holds 2% or more of the total voting power of the company; or

- ✶ I am not a material supplier, service provider or customer or a lessor or lessee of the company;
- ✶ I am not less than 21 years of age and had not attained the age of 75 years
- ✶ I possess qualifications as prescribed under Schedule IV of the Companies Act, 2013 and appropriate skills, experience and knowledge in one or more fields as mentioned in Rule 5 of The Companies (Appointment and Qualification of Directors) Rules, 2014.
- ✶ I am not a non-independent director of another company on the board of which any non-independent director of the company is an independent director:

Declaration

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

Thanking you.

Yours faithfully,



Aparna Surabhi

Non-Executive Independent Director
(DIN: 01641633)

Place: Hyderabad

Date: 10-01-2024