



25  
YEARS  
OF HERITAGE

**Ref: SECT: STOC: 31 – 18**

07<sup>th</sup> July, 2018

**To**  
**The Secretary,**  
The Stock Exchange, Mumbai  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

**To**  
**The Manager,**  
Listing Department,  
National Stock Exchange of India Limited,  
Exchange Plaza, C-1,  
G Block, Bandra-Kurla Complex,  
Bandra (East), Mumbai – 400 051

Dear Sir / Madam,

**Sub: Corporate Governance Report for the quarter ended 30<sup>th</sup> June, 2018**

**Ref: No. Stock Code: 519552 / HERITGFOOD**

With reference to subject, please find enclosed herewith the Corporate Governance Report for the quarter ended 30<sup>th</sup> June, 2018 furnished pursuant to Regulation 27 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,

Yours Faithfully,

**For HERITAGE FOODS LIMITED**

**UMAKANTA BARIK**  
Company Secretary  
M. No. FCS-6317

Encl: a/a



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





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**ANNEXURE I**

1. Name of Listed Entity: Heritage Foods Limited
2. Quarter ending: 30<sup>th</sup> June, 2018

**I. Composition of Board of Directors**

Titl e (Mr /M s)	Name of the Director	*PAN & DIN	Category (Chairpers on /Executive/ \Non- Executive/in dependent/N ominee)	Date of Appointm ent in the current term /cessation	Ten ure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr. D Seetharamaiah		ACYPD0157H & 00005016	Non- Executive Independent Chairperson	26.09.2014	5	1	2	0
Mr. N Srivishnu Raju		AAUPN8358A & 00025063	Non- Executive Independent Director	26.09.2014	5	2	3	1
Mr. V Nagaraju Naidu		AAZPV1250G & 00003730	Non- Executive Director	26.09.2014	-	1	1	1
Mrs. N Bhuvaneshwari		ABEPN6265D & 00003741	Vice Chairperson & Managing Director	01.07.2014	-	1	1	-
Mrs. N Brahmani		AERPN8112P & 02338940	Executive Director	01.06.2014	-	1	-	-
Mr. Rajesh Thakur Ahuja		AAAPA9558P & 00371406	Non- Executive Independent Director	23.03.2016	5	1	1	-

\*PAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.



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Name of Committee	Name of Committee members	Category(Chairperson/Executive/Non-Executive/independent/Nominee) \$
Audit Committee	1. N. Sri Vishnu Raju 2. V. Nagaraju Naidu 3. D. Seetharamaiah 4. Rajesh Thakur Ahuja	Chairperson (Non-Executive Independent) Member (Non-Executive) Member (Non-Executive Independent) Member (Non-Executive Independent)
Nomination & Remuneration Committee	1. N. Srivishnu Raju 2. D. Seetharamaiah 3. Rajesh Thakur Ahuja	Chairperson (Non-Executive Independent) Member (Non-Executive Independent) Member (Non-Executive Independent)
Risk Management Committee(if applicable)	1. Rajesh Thakur Ahuja 2. D. Seetharamaiah 3. N. Bhuvanewari 4. N. Sri Vishnu Raju	Chairperson (Non-Executive Independent) Member (Non-Executive Independent) Member (Executive) Member (Non-Executive Independent)
Stakeholders Relationship Committee'	1. V. Nagaraju Naidu 2. D. Seetharamaiah 3. N. Bhuvanewari 4. N. Sri Vishnu Raju	Chairperson (Non-Executive) Member (Non-Executive Independent) Member (Executive) Member (Non-Executive Independent)
CSR Committee	1. D. Seetharamaiah 2. N. Bhuvanewari 3. N. Sri Vishnu Raju	Chairperson (Non-Executive Independent) Member (Executive) Member (Non-Executive Independent)
Management Committee	1. D Seetharamaiah 2. N Srivishnu Raju 3. N Bhuvanewari	Chairperson (Non-Executive Independent) Member (Non-Executive Independent) Member (Executive)

\$Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen.

**III. Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
27 <sup>th</sup> March, 2018 6 <sup>th</sup> February, 2018	24 <sup>th</sup> May, 2018	57 Days

**IV. Meeting of Committees – Audit Committee Meeting**

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive Meetings in number of days*
24 <sup>th</sup> May, 2018	Yes (4 out of 4 members)	27 <sup>th</sup> March, 2018 6 <sup>th</sup> February, 2018	57 Days
<b>Stakeholders Relationship Committee</b>			
19 <sup>th</sup> April, 2018	Yes (4 out of 4 members)	6 <sup>th</sup> February, 2018	71 Days



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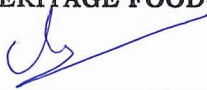




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Risk Management Committee			
NIL	NIL	24 <sup>th</sup> March, 2018	NIL
CSR Committee			
21 <sup>st</sup> June, 2018	Yes (3 out of 3 members)	6 <sup>th</sup> February, 2018	134 Days
Management Committee			
21 <sup>st</sup> June, 2018 19 <sup>th</sup> April, 2018	Yes (3 out of 3 members)	NIL	NIL
Nomination & Remuneration Committee			
24 <sup>th</sup> May, 2018 19 <sup>th</sup> April, 2018	Yes (3 out of 3 members)	NIL	NIL
V. Related Party Transactions			
Subject		Compliance status (Yes/No/NA)	
Whether prior approval of audit committee obtained		Yes	
Whether shareholder approval obtained for material RPT		N.A	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		N.A	
<b>Note</b>			
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.			
If status is "No" details of non-compliance may be given here.			
VI. Affirmations			
<ol style="list-style-type: none"> <li>The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015               <ol style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination &amp; remuneration committee</li> <li>Stakeholders relationship committee</li> <li>Risk management committee (applicable to the top 100 listed entities)</li> </ol> </li> <li>The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> </ol> <p>This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:</p>			

For HERITAGE FOODS LIMITED

  
UMAKANTA BARIK  
Company Secretary  
M. No. FCS-6317



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