

**ANNEXURE I**

1. Name of Listed Entity: Heritage Foods Limited
2. Quarter ending: 31<sup>ST</sup> March, 2019

<b>I. Composition of Board of Directors</b>								
<b>Title (Mr/ Ms)</b>	<b>Name of the Director</b>	<b>*PAN &amp; DIN</b>	<b>Category (Chairperson /Executive/ Non-Executive/ independent/ Nominee)</b>	<b>Date of Appointment in the current term /cessation</b>	<b>Tenure*</b>	<b>No of Directorship in listed entities including this listed entity Refer Regulation 25(1) of Listing Regulations)</b>	<b>Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>	<b>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>
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	3	2	1
Mr.	V NAGARAJU NAIDU	AAZPV1250G & 00003730	Non- Executive Director	26.09.2014	-	1	1	1
Mrs.	N BHUVANESWARI	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	-
Mrs.	APARNA SURABHI	AFVPS8513C & 01641633	Non-Executive Independent Woman Director	30.01.2019	5	1	-	-

<b>Name of Committee</b>	<b>Name of Committee members</b>	<b>Category(Chairperson/Executive/Non-Executive/independent/Nominee) \$</b>
Audit Committee	1. N. Sri Vishnu Raju 2. D. Seetharamaiah 3. V. Nagaraja Naidu 4. Rajesh Thakur Ahuja	Chairperson (Non-Executive Independent) Member (Non-Executive Independent) Member (Non-Executive) 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 Nagaraja 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

<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
31-10-2018 05-12-2018	30.01.2019 25.03.2019	109 Days

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

<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive Meetings in number of days*</b>
30.01.2019 25.03.2019	Yes (3 out of 4 members)	31-10-2018	91 Days
<b>Stakeholders Relationship Committee</b>			
30.01.2019	Yes (4 out of 4 members)	31-10-2018	91 Days

<b>Risk Management Committee</b>			
25-03-2019	Yes (4 out of 4 members)	NIL	NIL
<b>CSR Committee</b>			
Nil	Yes (3 out of 3 members)	31-10-2018	NIL
<b>Management Committee</b>			
18-02-2019	Yes (3 out of 3 members)	29-11-2018	80 Days
<b>Nomination &amp; Remuneration Committee</b>			
30-01-2019	Yes (3 out of 3 members)	NIL	NIL
<b>V. Related Party Transactions</b>			
<b>Subject</b>		<b>Compliance status (Yes/No/NA)</b>	
Whether prior approval of audit committee obtained		<b>Yes</b>	
Whether shareholder approval obtained for material RPT		<b>N.A</b>	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		<b>N.A</b>	
<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.			
2. If status is “No” details of non-compliance may be given here.			
<b>VI. Affirmations</b>			
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.			
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015			
a. Audit Committee			
b. Nomination & remuneration committee			
c. Stakeholders relationship committee			
d. Risk management committee (applicable to the top 100 listed entities)			
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.			
4. 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.			
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:			

**For HERITAGE FOODS LIMITED**

**Sd/-**

**UMAKANTA BARIK**

Company Secretary

M. No. FCS-6317

**ANNEXURE II**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA) refer note below</b>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management	Yes	
Details of establishment of vigil mechanism/ Whistle Blower	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or</i>	16(1)(b) & 25(6)	YES
<i>Board composition</i>	17(1)	YES
<i>Meeting of Board of directors</i>	17(2)	YES
<i>Review of Compliance Reports</i>	17(3)	YES
<i>Plans for orderly succession for appointments</i>	17(4)	YES
<i>Code of Conduct</i>	17(5)	YES
<i>Fees/compensation</i>	17(6)	YES
<i>Minimum Information</i>	17(7)	YES
<i>Compliance Certificate</i>	17(8)	YES
<i>Risk Assessment &amp; Management</i>	17(9)	YES
<i>Performance Evaluation of Independent Directors</i>	17(10)	YES
<i>Composition of Audit Committee</i>	18(1)	YES
<i>Meeting of Audit Committee</i>	18(2)	YES
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	YES
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	YES
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	YES
<i>Vigil Mechanism</i>	22	YES
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	YES
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	Yes

<i>Approval for material related party transactions</i>	23(4)	NA
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	YES
<i>Other Corporate Governance requirements with respect to subsidiary</i>	24(2),(3),(4),(5) & (6)	YES
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	YES
<i>Meeting of independent directors</i>	25(3) & (4)	YES
<i>Familiarization of independent directors</i>	25(7)	YES
<i>Memberships in Committees</i>	26(1)	YES
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	YES
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	YES
<i>Policy with respect to Obligations of directors and Senior Management</i>	26(2) & 26(5)	YES
<b>Note:</b>		
<p>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.</p> <p>2 If status is “No” details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<b>III Affirmations:</b>		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.		

**FOR HERITAGE FOODS LIMITED**

**Sd/-**  
**UMAKANTA BARIK**  
**Company Secretary**  
**M. No: FCS-6317**