

CERTIFICATE FROM INDEPENDENT DIRECTOR

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

To,
The Board of Directors
HERITAGE FOODS LIMITED
CIN: L15209TG1992PLC014332
#6-3-541/1, Punjagutta,
Hyderabad – 500082, Telangana

Dear Sir(s),

I Undertake to comply with the conditions laid down in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 149 and Schedule IV of the Companies Act, 2013 and the Rules made thereof as amended from time to time, in relation to conditions of Independence and in particular:

I declare that up to the date of this certificate, apart from receiving director's remuneration, did not have any pecuniary relationship or transactions with the company, its promoter, its directors, senior management, its subsidiary, associates and Joint Venture; which may affect my independence as director on the Board of the Company.

I further declare that I will not enter into any such relationship/transactions. However, if and when I intend to enter into such relationships/transactions, whether material or non-material, I will intimate the Board immediately and shall cease to be an independent director from the date of entering into relationship/transaction.

I declare that I am not related to promoters or persons occupying management positions at the board level or at one level below the board and also have not been an executive of the Company in immediately preceding two financial years.

I was not a partner or an executive or was also not a partner or an executive during preceding two years, of any of the following:

- (i) The statutory audit firm or the internal audit firm that is associated with the company, and
- (ii) The legal firm(s) and consulting firm (s) that have a material association with the company.

I have not been a material supplier, service provider or customer or a lessor or lessee of the company, which may affect my independence, and was not a substantial shareholder of the company i.e. owning two percent or more of the block of voting shares.

Thanking you,

Yours faithfully,

Name

(DIN: _____)

Place: Hyderabad

Date: