



ANNUAL RETURN OF THE COMPANY
As on the financial year ended on 31st March, 2020
[Pursuant to section 92 of the Companies Act, 2013 and
Companies (Management and Administration) Rules 2014]

I. REGISTRATION AND OTHER DETAILS:

- (i) CIN : L15209TG1992PLC014332
- (ii) Registration Date : 05.06.1992
- (iii) Name of the Company : HERITAGE FOODS LIMITED
- (iv) Category /sub-Category of the Company : Company Limited by Shares /Indian Non-Govt. Company
- (v) Address of the Registered office and Contact details : # 6-3-541/C, Punjagutta, Hyderabad - 82, Telangana, India
- (vi) Whether Listed Company : Yes (NSE: HERITGFOOD) (BSE:519552)
- (vii) Name, Address and contact details of Registrar and Transfer Agent, if any : Kfin Technologies Private Limited
(CIN: U72400TG2017PTC117649)
Karvy Selenium Tower B, Plot 31-32, Gachibowli
Financial Dist, Nanakramguda, Tel: 040-67161566
- (viii) Financial year From date : April 01, 2019 to March 31, 2020
- (ix) Annual general meeting (AGM) date : August 28, 2020

II. PRINCIPAL BUSINESS ACITVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

Sl. No	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	Manufacturing	C1	Food, beverages and tobacco products	99.87
2	Electricity, gas, steam and air condition supply	D1	Electric power generation, transmission and distribution	0.06
3	Trade	G2	Retail Trading	0.07

- a) Net worth of the Company: Rs. 46233 Lakhs
- b) Turnover of the Company: Rs. 268111 Lakhs

III. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Sl. No.	Name of the Director	Categories of Director
1.	Mr. D. Seetharamaiah	Non-Executive Independent Chairperson
2.	Mr. N Sri Vishnu Raju	Non-Executive Independent Director
3.	Mr. Rajesh Thakur Ahuja	Non-Executive Independent Director
4.	Mrs. Aparna Surabhi	Non-Executive Independent Director
5.	Dr. V. Nagaraja Naidu	Non-Executive Director
6.	Mrs. Nara Bhuvaneswari	Vice-Chairperson & Managing Director
7.	Mrs. Brahmani Nara	Executive Director

IV. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/Associate	% of Shares held	Applicable Section
1.	Heritage Nutrivet Ltd	U15400TG2008PLC062054	Wholly Owned Subsidiary	100.00%	2(87)(ii)
2.	SKIL Raigam Power (India) Ltd	U40102TG2009PLC063671	Associate	44.83%	2(6)
3.	Heritage Novandie Foods Pvt Ltd	U74999TG2017PTC120860	Joint Venture	50.00%	-

V. SHARE CAPITAL OF THE COMPANY

a. Equity share capital

Particulars	Authorised Capital	Issued Capital	Subscribed Capital	Paid-up Capital
Number of equity shares	96,000,000	46,398,000	46,398,000	46,398,000
Nominal value per share (in rupees)	5.00	5.00	5.00	5.00
Total amount of equity shares (in rupees)	480,000,000	231,990,000	231,990,000	231,990,000

b. Preference share capital

Particulars	Authorised Capital	Issued Capital	Subscribed Capital	Paid-up Capital
Total number of preference shares	2,000,000	-	-	-
Nominal value per share (in rupees)	10.00	-	-	-
Total amount of preference shares (in rupees)	20,000,000	-	-	-

SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Shareholding

Category Of Shareholder		No. Of Shares Held At The Beginning Of The Year 30/03/2019				No. Of Shares Held At The End Of The Year 31/03/2020				% Change During The Year
		Demat	Physical	Total	% Of Total Shares	Demat	Physical	Total	% Of Total Shares	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
(A)	Promoter And Promoter Group									
(1)	INDIAN									
(a)	Individual /HUF	16065342	0	16065342	34.63	16065792	0	16065792	34.63	0.00
(b)	Central Government/State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Bodies Corporate	2447600	0	2447600	5.28	2447600	0	2447600	5.28	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total A(1) :	18512942	0	18512942	39.90	18513392	0	18513392	39.90	0.00

Category Of Shareholder		No. Of Shares Held At The Beginning Of The Year 30/03/2019				No. Of Shares Held At The End Of The Year 31/03/2020				% Change During The Year
		Demat	Physical	Total	% Of Total Shares	Demat	Physical	Total	% Of Total Shares	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
(2)	FOREIGN									
(a)	Individuals (NRIs/Foreign Individuals)	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	A(2) : Sub-Total	0	0	0	0.00	0	0	0	0.00	0.00
	Total A=A(1)+A(2)	18512942	0	18512942	39.90	18513392	0	18513392	39.90	0.00
(B)	Public Shareholding									
(1)	INSTITUTIONS									
(a)	Mutual Funds /UTI	5449349	0	5449349	11.74	6850999	0	6850999	14.77	3.02
(b)	Financial Institutions /Banks	10071	0	10071	0.02	8869	0	8869	0.02	0.00
(c)	Central Government / State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(f)	Foreign Institutional Investors	2692463	0	2692463	5.80	2137102	0	2137102	4.61	-1.20
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Others	0	0	0	0.00	72335	0	72335	0.16	0.16
	B(1): Sub-Total	8151883	0	8151883	17.57	9069305	0	9069305	19.55	1.98
(2)	NON-INSTITUTIONS									
(a)	Bodies Corporate	6780943	7400	6788343	14.63	6517146	7400	6524546	14.06	-0.57
(b)	Individuals									
	(i) Individuals holding nominal share capital upto Rs.1 lakh	5554549	695100	6249649	13.47	5254224	638300	5892524	12.70	-0.77
	(ii) Individuals holding nominal share capital in excess of Rs.1 lakh	3918334	0	3918334	8.45	4641108	0	4641108	10.00	1.56
(c)	Others									
	Clearing Members	31382	0	31382	0.07	76375	0	76375	0.16	0.10
	Employees	223183	2400	225583	0.49	86783	1600	88383	0.19	-0.30
	I E P F	734107	0	734107	1.58	739607	0	739607	1.59	0.01
	Non Resident Indians	1507035	79200	1586235	3.42	576613	31200	607813	1.31	-2.11
	Nri Non-Repatriation	197676	0	197676	0.43	243472	0	243472	0.52	0.10
	TRUSTS	1866	0	1866	0.00	1475	0	1475	0.00	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
	B(2) : Sub-Total	18949075	784100	19733175	42.53	18136803	678500	18815303	40.55	-1.98

Category Of Shareholder		No. Of Shares Held At The Beginning Of The Year 30/03/2019				No. Of Shares Held At The End Of The Year 31/03/2020				% Change During The Year
		Demat	Physical	Total	% Of Total Shares	Demat	Physical	Total	% Of Total Shares	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
	Total B=B(1)+B(2)	27100958	784100	27885058	60.10	27206108	678500	27884608	60.10	0.00
	Total (A+B) :	45613900	784100	46398000	100.00	45719500	678500	46398000	100.00	0.00
(C)	Shares held by custodians, against which									
	Depository Receipts have been issued									
(1)	Promoter and Promoter Group									
(2)	Public	0	0	0	0.00	0	0	0	0.00	0.00
	GRAND TOTAL (A+B+C) :	45613900	784100	46398000	100.00	45719500	678500	46398000	100.00	

(ii) Shareholding of Promoters / Promoters Group & PAC

S. No	Shareholder's Name	Shareholding at the beginning of the Year 01.04.2019			Shareholding at the end of the year 31.03.2020			% Change in shareholding during the year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged /encumbered to total shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged /encumbered to total shares	
1.	Nara Bhuvaneshwari	10661652	22.98	0	10661652	22.98	0	0
2.	Nara Lokesh	4732800	10.20	0	4732800	10.20	0	0
3.	Megabid Finance & Investments Pvt Ltd	2447600	5.28	0	2447600	5.28	0	0
4.	N. Brahmani	202000	0.44	0	202000	0.44	0	0
5.	Ramakrishna N.P	200000	0.43	0	200000	0.43	0	0
6.	V Nagaraju Naidu	100000	0.22	0	101250	0.22	0	0
7.	Kathya N.P	60000	0.13	0	60000	0.13	0	0
8.	Durga Ramakrishna N.P	40000	0.09	0	40000	0.09	0	0
9.	Neelima N.P	40000	0.09	0	40000	0.09	0	0
10.	Devaansh Nara	26440	0.06	0	26440	0.06	0	0
11.	A. Siva Sankara Prasad	850	0.00	0	50	0.00	0	0
12.	N. Bala Krishna	1200	0.00	0	1200	0.00	0	0
13.	Ramakrishna Nandamuri	400	0.00	0	400	0.00	0	0
		18512942	39.90	0.00	18513392	39.90	0.00	0.00

(iii) Change in Promoter's Shareholding (Please specify, if there is no change)

	Shareholding at the beginning of the year 01.04.2019		Cumulative Shareholding during the year 31.03.2020	
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
At the beginning of the year 01.04.2019	18512942	39.90	18512942	39.90
Date wise Increase/Decrease in promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/ bonus/sweat equity etc)	02-08-2019 400 Shares Sold	0.00	18512542	39.90
	20-03-2020 500 Shares Purchased	0.00	18513042	39.90
	27-03-2020 400 Shares Sold	0.00	18512642	39.90
	31-03-2020 500 Shares Sold	0.00	18512142	39.90
	31-03-2020 1250 Shares Purchased	0.00	18513392	39.90
At the end of the Year 31.03.2020	-	-	18513392	39.90

iv) Shareholding pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No		Shareholding at the beginning of the year 01.04.2019		Cumulative Shareholding during the year 31.03.2020	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	Nirvana Holdings Private Limited				
	At the beginning of the year 01.04.2019	5145684	11.09	5145684	11.09
	Date wise Increase/Decrease in promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the Year 31.03.2020			5145684	11.09

Sl. No		Shareholding at the beginning of the year 01.04.2019		Cumulative Shareholding during the year 31.03.2020	
2.	SUNDARAM MUTUAL FUND A/C SUNDARAM SELECT MICROCAP	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	At the beginning of the year 01.04.2019	1952527	4.21	1952527	4.21
	Date wise Increase/Decrease in promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)	24/05/2019 96429 Shares Purchased	0.21	2048956	4.42
		07/06/2019 4014 Shares Purchased	0.01	2052970	4.42
		14/06/2019 40000 Shares Purchased	0.09	2092970	4.51
		27/09/2019 10856 Shares Purchased	0.02	2103826	4.53
		30/09/2019 4000 Shares Purchased	0.01	2107826	4.54
	At the end of the Year 31.03.2020			2107826	4.54

Sl. No		Shareholding at the beginning of the year 01.04.2019		Cumulative Shareholding during the year 31.03.2020	
3.	V Sudha Sarada	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	At the beginning of the year 01.04.2019	1650000	3.56	1650000	3.56
	Date wise Increase/Decrease in promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)	30/08/2019 6900 Shares Purchased	0.01	1656900	3.57
		13/09/2019 5600 Shares	0.01	1662500	3.58
		31/01/2020 75 Shares Sold	0.00	1662425	3.58
		31/03/2020 75 Shares Purchased	0.00	1662500	3.58
	At the end of the Year 31.03.2020	-	-	1662500	3.58

Sl. No		Shareholding at the beginning of the year 01.04.2019		Cumulative Shareholding during the year 31.03.2020	
4.	DORIC ASIA PACIFIC SMALL CAP (MAURITIUS) LIMITED	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	At the beginning of the year 01.04.2019	1304124	2.81	1304124	2.81
	Date wise Increase / Decrease in promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the Year 31.03.2020			1304124	2.81

Sl. No		Shareholding at the beginning of the year 01.04.2019		Cumulative Shareholding during the year 31.03.2020	
5.	VINODKUMAR HARAKCHAND DAGA	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	At the beginning of the year 01.04.2019	0	0	0	0
	Date wise Increase/Decrease in promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)	20/12/2019 32520 Shares Purchased	0.07	32520	0.07
		10/01/2020 52855 Shares Purchased	0.11	85375	0.18
		17/01/2020 150000 Shares Purchased	0.32	235375	0.51
		14/02/2020 401179 Shares Purchased	0.86	636554	1.37
		28/02/2020 250000 Shares Purchased	0.54	886554	1.91
	At the end of the Year 31.03.2020			886554	1.91

Sl. No		Shareholding at the beginning of the year 01.04.2019		Cumulative Shareholding during the year 31.03.2020	
6.	KOTAK DEBT HYBRID	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	At the beginning of the year 01.04.2019	825373	1.78	825373	1.78
	Date wise Increase/Decrease in promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)	12/04/2019 31004 Shares Purchased	0.07	856377	1.85
		19/04/2019 6226 Shares Purchased	0.01	862603	1.86
		26/04/2019 24119 Shares Purchased	0.05	886722	1.91
		10/05/2019 15000 Shares Purchased	0.03	901722	1.94
		17/05/2019 8723 Shares Purchased	0.02	910445	1.96
		24/05/2019 1964 Shares Purchased	0.00	912409	1.97
		31/05/2019 50000 Shares Purchased	0.11	962409	2.07
		07/06/2019 50000 Shares Purchased	0.11	1012409	2.18
		09/08/2019 10300 Shares Purchased	0.02	1022709	2.20
		23/08/2019 4887 Shares Purchased	0.01	1027596	2.21
		30/08/2019 28160 Shares Purchased	0.06	1055756	2.28
		01/11/2019 31673 Shares Purchased	0.07	1087429	2.34
		07/02/2020 42462	0.09	1129891	2.44

Sl. No		Shareholding at the beginning of the year 01.04.2019		Cumulative Shareholding during the year 31.03.2020	
6.	KOTAK DEBT HYBRID	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
		Shares Purchased			
		21/02/2020 22375 Shares Purchased	0.05	1152266	2.48
		06/03/2020 1168 Shares Purchased	0.00	1153434	2.49
	At the end of the Year 31.03.2020			1153434	2.49

Sl. No		Shareholding at the beginning of the year 01.04.2019		Cumulative Shareholding during the year 31.03.2020	
7.	INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	At the beginning of the year 01.04.2019	734107	1.58	734107	1.58
	Date wise Increase/Decrease in promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)	03/05/2019 400 Shares Debited	0.00	733707	1.58
		24/05/2019 400 Shares Debited	0.00	733307	1.58
		14/06/2019 400 Shares Debited	0.00	732907	1.58
		05/07/2019 800 Shares Debited	0.00	732107	1.58
		12/07/2019 800 Shares Debited	0.00	731307	1.58
		02/08/2019 400 Shares Debited	0.00	730907	1.58
		23/08/2019 800 Shares Debited	0.00	730107	1.57

Sl. No		Shareholding at the beginning of the year 01.04.2019		Cumulative Shareholding during the year 31.03.2020	
7.	INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
		13/09/2019 400 Shares Debited	0.00	729707	1.57
		30/09/2019 1000 Shares Debited	0.00	728707	1.57
		15/11/2019 8400 Shares Debited	0.02	720307	1.55
		13/12/2019 20100 Shares Credited	0.04	740407	1.60
		17/01/2020 400 Shares Debited	0.00	740007	1.59
		21/02/2020 400 Shares Debited	0.00	739607	1.59
	At the end of the Year 31.03.2020			739607	1.59

Sl. No		Shareholding at the beginning of the year 01.04.2019		Cumulative Shareholding during the year 31.03.2020	
8.	TATA YOUNG CITIZENS FUND	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	At the beginning of the year 01.04.2019	590709	1.27	590709	1.27
	Date wise Increase/Decrease in promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)	05/04/2019 2000 Shares Purchased	0.00	588709	1.27
		21/06/2019 314788 Shares Purchased	0.68	273921	0.59
		08/11/2019 273921 Shares Purchased	0.59	0	0.00
	At the end of the Year 31.03.2020			0	0.00

Sl. No		Shareholding at the beginning of the year 01.04.2019		Cumulative Shareholding during the year 31.03.2020	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
9.	INVESCO TRUSTEE PRIVATE LIMITED - A/C INVESCO INDIA				
	At the beginning of the year 01.04.2019	587047	1.27	587047	1.27
	Date wise Increase/Decrease in promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)	05/04/2019 4155 Shares Purchased	0.01	591202	1.27
		12/04/2019 9051 Shares Purchased	0.02	600253	1.29
		26/04/2019 7342 Shares Purchased	0.02	607595	1.31
		03/05/2019 15569 Shares Purchased	0.03	623164	1.34
		10/05/2019 100 Shares Purchased	0.00	623264	1.34
		17/05/2019 5777 Shares Purchased	0.01	629041	1.36
		31/05/2019 24374 Shares Purchased	0.05	653415	1.41
		31/05/2019 3556 Shares Sold	0.01	649859	1.40
		07/06/2019 93109 Shares Sold	0.20	556750	1.20
		14/06/2019 24965 Shares Sold	0.05	531785	1.15
		27/09/2019 13016 Shares Purchased	0.03	544801	1.17
		11/10/2019 62702 Shares Purchased	0.14	607503	1.31
		08/11/2019 12619 Shares Sold	0.03	594884	1.28

Sl. No		Shareholding at the beginning of the year 01.04.2019		Cumulative Shareholding during the year 31.03.2020	
9.	INVESCO TRUSTEE PRIVATE LIMITED - A/C INVESCO INDIA	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
		06/12/2019 23453 Shares Purchased	0.05	618337	1.33
		31/01/2020 15487 Shares Sold	0.03	602850	1.30
		07/02/2020 33821 Shares Sold	0.07	569029	1.23
		14/02/2020 26220 Shares Sold	0.06	542809	1.17
		21/02/2020 51922 Shares Sold	0.11	490887	1.06
		28/02/2020 892 Shares Sold	0.00	489995	1.06
		20/03/2020 861 Shares Sold	0.00	489134	1.05
	At the end of the Year 31.03.2020			489134	1.05

Sl. No		Shareholding at the beginning of the year 01.04.2019		Cumulative Shareholding during the year 31.03.2020	
10.	UNION MULTI CAP FUND	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	At the beginning of the year 01.04.2019	229617	0.49	229617	0.49
	Date wise Increase/Decrease in promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)	17/05/2019 4610 Shares Purchased	0.01	234227	0.50
		24/05/2019 3313 Shares Purchased	0.01	237540	0.51
		31/05/2019 11016 Shares Purchased	0.02	248556	0.54
		07/06/2019 27855 Shares Purchased	0.06	276411	0.60

Sl. No		Shareholding at the beginning of the year 01.04.2019		Cumulative Shareholding during the year 31.03.2020	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
10.	UNION MULTI CAP FUND				
		14/06/2019 32000 Shares Purchased	0.07	308411	0.66
		22/11/2019 4923 Shares Purchased	0.01	313334	0.68
		06/12/2019 3285 Shares Purchased	0.01	316619	0.68
		13/12/2019 41485 Shares Purchased	0.09	358104	0.77
		10/01/2020 10225 Shares Purchased	0.02	368329	0.79
		17/01/2020 20752 Shares Purchased	0.04	389081	0.84
		24/01/2020 17417 Shares Purchased	0.04	406498	0.88
		31/01/2020 23878 Shares Purchased	0.05	430376	0.93
		14/02/2020 33185 Shares Purchased	0.07	463561	1.00
		06/03/2020 3311 Shares Purchased	0.01	466872	1.01
		13/03/2020 16227 Shares Purchased	0.03	483099	1.04
		31/03/2020 7271 Shares Purchased	0.02	490370	1.06
	At the end of the Year 31.03.2020			490370	1.06

VI. NUMBER OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (WHO IS NOT DIRECTOR) AS ON THE FINANCIAL YEAR END DATE

(i) *Details of directors and Key managerial personnel as on the closure of financial year : 7

(ii) Particulars of change in director(s) and Key managerial personnel during the year: Nil

VII. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS AND ATTENDANCE THEREOF:

A. Members Meeting

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	30/08/2019	24943	107	67.25%

B. Board Meeting

The Board met 8 times during the period and the said meeting were held on May 22, 2019, July 31, 2019, August 30, 2019, October 30, 2019, November 27, 2019, January 30, 2020, February 28, 2020 and March 27, 2020 and the attendance of each director at the Board Meeting and Annual General Meeting are as follows:

Directors Name	No. of Board Meetings		Attendance at Last AGM on August 30, 2019
	Held	Attended	
Independent Director			
Mr. D Seetharamaiah	8	8	Yes
Mr. N Sri Vishnu Raju	8	6	No
Mr. Rajesh Thakur Ahuja	8	8	Yes
Mrs. Aparna Surabhi	8	8	Yes
Non-Executive Director			
Dr. V Nagaraja Naidu	8	8	Yes
Whole-time Director			
Mrs. N Bhuvaneswari	8	8	Yes
Mrs. N Brahmani	8	8	Yes

VIII. Shareholding of Directors and Key managerial Personnel:

Sl. No		Shareholding at the beginning of the year 01.04.2019		Cumulative Shareholding during the year 31.03.2020	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	Sri. D. Seetharamaiah DIN No: 00005016				
	At the beginning of the year 01.04.2019	NIL			
	Date wise Increase/Decrease in promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)				
	At the end of the Year 31.03.2020				

Sl. No		Shareholding at the beginning of the year 01.04.2019		Cumulative Shareholding during the year 31.03.2020	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
2.	Sri. Vishnuraju Nandyala DIN No: 00025063				
	At the beginning of the year 01.04.2019	NIL			
	Date wise Increase/Decrease in promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)				
	At the end of the Year 31.03.2020				

Sl. No		Shareholding at the beginning of the year 01.04.2019		Cumulative Shareholding during the year 31.03.2020	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
3.	Sri. Rajesh Thakur Ahuja DIN No: 00371406				
	At the beginning of the year 01.04.2019	NIL			
	Date wise Increase/Decrease in promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)				
	At the end of the Year 31.03.2020				

Sl. No		Shareholding at the beginning of the year 01.04.2019		Cumulative Shareholding during the year 31.03.2020	
4.	Smt. Aparna Surabhi DIN No: 01641633	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	At the beginning of the year 01.04.2019	NIL			
	Date wise Increase/Decrease in promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)				
	At the end of the Year 31.03.2020				

Sl. No		Shareholding at the beginning of the year 01.04.2019		Cumulative Shareholding during the year 31.03.2020	
5.	Dr. V. Nagaraja Naidu DIN No: 00003730	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	At the beginning of the year 01.04.2019	100000	0.22	100000	0.22
	Date wise Increase/Decrease in promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)	31/12/2020 1250 Shares Purchased	0.00	101250	0.22
	At the end of the Year 31.03.2020	-	-	101250	0.22

Sl. No		Shareholding at the beginning of the year 01.04.2019		Cumulative Shareholding during the year 31.03.2020	
6.	Smt. N. Bhuvaneswari DIN No: 00003741	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	At the beginning of the year 01.04.2019	10661652	22.98	10661652	22.98
	Date wise Increase/Decrease in promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the Year 31.03.2020	-	-	10661652	22.98

Sl. No		Shareholding at the beginning of the year 01.04.2019		Cumulative Shareholding during the year 31.03.2020	
7.	Smt. N. Brahmani DIN No: 02338940	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	At the beginning of the year 01.04.2019	202000	0.44	202000	0.44
	Date wise Increase/Decrease in promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)				
	At the end of the Year 31.03.2020	-	-	202000	0.44

Sl. No		Shareholding at the beginning of the year 01.04.2019		Cumulative Shareholding during the year 31.03.2020	
8.	Dr. M Sambasiva Rao President	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	At the beginning of the year 01.04.2019	223179	0.48	223179	0.48
	Date wise Increase/Decrease in promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)	14/06/2019 5000 Shares Sold	-0.01	218179	0.47
		21/06/2019 15000 Shares Sold	-0.03	203179	0.44
		28/06/2019 3400 Shares Sold	-0.01	199779	0.43
		09/08/2019 5000 Shares Sold	-0.01	194779	0.42
		23/08/2019 18000 Shares Sold	-0.04	176779	0.38
		20/03/2020 40000 Shares Sold	-0.09	136779	0.29
		27/03/2020 50000 Shares Sold	-0.11	86779	0.19
	At the beginning of the year 31.03.2020	-	-	86779	0.19

Sl. No		Shareholding at the beginning of the year 01.04.2019		Cumulative Shareholding during the year 31.03.2020	
9.	Sri. A. Prabhakar Naidu Chief Financial Officer M No: FCA 200974	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	At the beginning of the year 01.04.2019	NIL			
	Date wise Increase/Decrease in promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
	At the end of the Year 31.03.2020				

Sl. No		Shareholding at the beginning of the year 01.04.2019		Cumulative Shareholding during the year 31.03.2020	
10.	Sri. Umakanta Barik Company Secretary M No: FCS 6317	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	At the beginning of the year 01.04.2019	NIL			
	Date wise Increase/Decrease in promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
	At the end of the Year 31.03.2020				

(V) INDEBTEDNESS**Indebtedness of the Company including interest outstanding/accrued but not due for payment**

(Rs. In Lakhs)

	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	24811	2500	-	27311
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	93	-	-	93
Total (i+ii+iii)	24905	2500	-	27405
Change in Indebtedness during the financial year				
• Addition	5033	2500	-	7533
• Reduction	4477	2500	-	6977
Net Change	556	-	-	556
Indebtedness at the end of the financial year				
(i) Principal Amount	25367	2500	-	27867
(ii) Interest due but not paid	0	-	-	-
(iii) Interest accrued but not due	133	-	-	133
Total (i+ii+iii)	25500	2500	-	28000

(VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration of Managing Director, Whole-time Director and/or Manager:**

(Rs. In Lakhs)

Sl. No	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		N. Bhuvaneswari	N. Brahmani	
1.	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	180.00	90.00	270.00
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	15.75	7.50	23.25
	(c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Annual Pay As % of profit Others, specify	203.59	221.97	425.56
5.	Others, please specify	-	-	-
Total (A)		399.33	319.47	718.80
Ceiling as per the Act		Rs.825.02 Lakhs (being 10% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)		

B. Remuneration to other Directors:

(Rs. In Lakhs)

Particulars of Remuneration	Name of Directors					Total Amount
	Sri. D. Seethara Maiah	Sri. N. Srivishnu Raju	Dr. V. Nagaraja Naidu	Sri Rajesh Thakur Ahuja	Smt. Aparna Surabhi	
Independent Directors	5.40	4.70	-	4.20	3.50	17.80
Fee for attending Board/Committee Meetings						
Commission	-	-	-	-	-	-
Others, please specify	-	-	-	-	-	-
Total (1)	5.40	4.70	-	4.20	3.50	17.80
Other Non-Executive Directors						
Independent Directors Fee for attending Board/Committee Meetings	-	-	4.20	-	-	2.20
Commission	-	-	-	-	-	-
Others, please specify	-	-	-	-	-	-
Total (2)	0	0	4.20	-	-	4.20
Total (B)= (1+2)	5.40	4.70	4.20	4.20	3.50	22.00
Overall Ceiling as per the Act	Rs.82.50 Lakhs (being 1% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)					
Total Managerial Remuneration Rs. 740.80 Lakhs *						

* Total remuneration to Managing Director, Whole-Time Directors and other Directors (being the total of A and B).

C. Remuneration to Key Managerial Personnel other than MD/WTD/Manager

(Rs. in Lakhs)

Sl. No	Particulars of Remuneration	Key Managerial Personnel				Total (Rs.)
		President Dr. M Sambasiva Rao	CFO Mr. A. Prabhakara Naidu	Company Secretary Mr. Umakanta Barik		
1.	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961. (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	127.05	56.60	28.12		211.77
		-	-	-		-
2.	Stock Option	-	-	-		-
3.	Sweat Equity	-	-	-		-
4.	Commission As % of profit Others, specify	-	-	-		-
5.	Others (Performance Incentive)	92.16	-	-		92.16
Total		219.21	56.60	28.12		303.93

VII. PENALTIES/PUNISHMENTS/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give details)
COMPANY					
Penalty					
Punishment					
Compounding					
DIRECTORS					
Penalty					
Punishment					
Compounding					
OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

NIL

For and on behalf of
HERITAGE FOODS LIMITED

Registered Office:
#6-3-541/C, Panjagutta
Hyderabad – 500 082
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Date: May 27, 2020

D SEETHARAMAIAH
Chairperson
(DIN: 00005016)

N BHUVANESWARI
Vice-Chairperson & Managing Director
(DIN: 00003741)