

Report On Corporate Governance

The Directors of Heritage Foods Limited ("the Company") have pleasure in presenting the Company's Report on Corporate Governance for the Financial Year 2019-20 in pursuant to Regulation 34(3) read with Schedule V and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulation').

1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Corporate Governance is based on preserving core beliefs and ethical business conduct while maintaining a strong commitment to maximise long-term stakeholder value. Your Company is focused towards bringing transparency in all its dealings, adhering to well-defined corporate values and leveraging the corporate resources for long-term value creation.

Your Company is committed to moulding Corporate Governance practices in line with its core values, beliefs and ethics. Your Company believes in attainment of highest levels of transparency in all facets of its operations and maintains an unwavering focus on good Corporate Governance practices.

Your Company continues to strengthen its governance principles to generate long-term value for its various stakeholders on a sustainable basis thus ensuring ethical and responsible leadership both at the Board and at the Management levels.

Your Company's Corporate Governance Framework ensures that making timely disclosures and share accurate information regarding the financial and performance, as well as the leadership and governance of the Company.

Your Company's Corporate Governance Philosophy is based on the following principles:

- Corporate Governance Standards should satisfy both the spirit of the law and the letter of the law
- Ensure transparency and maintain a high level of disclosure
- Clearly distinguish between personal conveniences and corporate resources
- Communicate externally and truthfully, about how the Company is run internally as permitted by the statute.

- Have a simple and transparent corporate structure driven solely by business needs
- The Management is the trustee of the shareholders' capital and not the owner.

Transparency and accountability are the two basic requirements of Corporate Governance. Responsible Corporate conduct is integral to the way the Company do the business. The actions are governed by the values and principles which are reinforced at all levels in your Company. The code of business is reflected in the continued commitments to ethical business practices across the dealings.

Your Company firmly believes that Board independence is essential to bring objectivity and transparency in the management and in the dealings of your Company. As on March 31, 2020, the Board consists of seven members out of which two (2) are Executive/ Whole-time Women Directors, three (3) are Non-Executive Independent Directors, one (1) is Non-Executive Independent Woman Director and one (1) is Non-Executive Director.

Ethics/Governance Policies:

Your Company strives to conduct the business and strengthen the relationship in a manner that is dignified, distinctive and responsible. Your Company adhere to ethical standards to ensure integrity, transparency, independence and accountability in dealing with stakeholders. Therefore, your Company have adopted various codes and policies to carry out business in an ethical manner. Some of these codes and policies are:

- Code of Conduct & Ethics for Board & Senior Management
- Code of Conduct for Fair Disclosure of Unpublished Price Sensitive Information
- Code of Conduct to Regulate, Monitor & Report Trading by Insiders
- Whistle Blower Policy
- Policy on Materiality of Related Party Transactions
- Corporate Social Responsibility Policy
- Board Diversity and Nomination & Remuneration Policy



- Board Evaluation Framework
- Policy for Determining Material Subsidiaries
- Risk Management Policy
- Familiarisation Programme for Independent Directors
- Policy on Preservation of Documents
- Archival Policy
- Policy on Determination of Materiality of Events
- Business Responsibility Policy
- Dividend Distribution Policy

Appropriate Governance Structure with defined roles and responsibilities:

Your Company has put in place an internal management structure with defined roles and responsibilities of every constituent of the system. The Company's shareholders appoint the Board of Directors, which in turn governs the Company. The Board has constituted six Committees to discharge its responsibilities in an effective manner. The Company Secretary acts as the Secretary to all the Committees of the Board constituted under the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 as amended from time to time. The Chairperson and the Vice Chairperson & Managing Director (VC&MD) provide overall direction and guidance to the business. In the operations and functioning of the Company, the VC&MD is assisted by Executive Director and a core group of senior level executives.

Board Leadership:

Your Company believes that an enlightened Board consciously creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance. The Board's actions and decisions are aligned with the Company's best interests. It is committed to the goal of sustainably elevating the Company's value creation. Your Company has defined guidelines and an established framework for the meetings of the Board and its Committees. These guidelines seek to systematise the decision making process at the meeting of the Board and its Committees in an informed and efficient manner.

The Board critically evaluates your Company's strategic direction, management policies and their effectiveness. The agenda for the Board reviews include strategic review from each of the Board committees, a detailed analysis and review of annual strategic and operating plans and capital allocation and budgets. Additionally, the Board reviews related party transactions if any, possible risks

and risk mitigation measures, financial reports from the Chief Financial Officer (CFO) and business reports from the division heads. Frequent and detailed interaction sets the agenda and provides the strategic roadmap for the Company's future growth.

2. BOARD OF DIRECTORS

(a) Composition and category of Directors

The Board policy is to have an appropriate mix of executive, non-executive, independent and women directors to maintain the independence of the Board and separate its functions of governance and management, which is in conformity with the requirement of Section 149(4) of the Companies Act, 2013 ("the Act") and Regulation 17 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended from time to time. As on March 31, 2020, the Board consists of Seven (7) members, out of (2) are Executive/Whole-time Women Directors, three (3) are Non-Executive Independent Directors, one (1) is Non-Executive Independent Woman Director and one (1) is Non-Executive Director. The Board periodically evaluates the need for change in its composition and size.

None of the Independent Directors on the Board serve as an independent director in more than seven listed entities and none of the Directors on the Board is a member of more than 10 Committees excluding private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 ("the Act") and Chairman of more than 5 Committees as specified in Regulation 26 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, across all the Companies in which he/she is a Director. The Directors have made the necessary disclosures regarding Committee positions during the period under review. For the purpose of determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders' Relationship Committee has been considered as per Regulation 26(1)(b) of SEBI Listing Regulations.

Roles, Responsibilities and Duties of the Board

The duties of Board of Directors have been enumerated in Listing Regulations, Section 166 of the Companies Act, 2013 read with the rules and Schedule IV of the said Act. The Board has complete access to all the information within the Company. As a part of its function, the Board periodically reviews all the relevant information, which is required to be placed before it, pursuant to the SEBI Listing Regulations, and, in particular, reviews and approves financial statements, business plans, projects, strategies, annual budgets, projects and capital expenditure. The Board discharges all its responsibilities, functions, duties and obligations in timely and effective

manner in accordance with applicable laws, keeping close watch on the business operations of the Company. The day- to day affairs of the Company are managed by the Vice Chairperson & Managing Director assisted by the Executive Director and Senior Management team of the Company under the overall supervision of the Board.

Availability of information to Board Members

The Board has unrestricted access to all Company related information including that of your employees. Regular updates provided to the Board include:

- Annual operating plans and budgets, capital budgets and any updates thereon
- Quarterly results of the operating divisions or business segments
- Quarterly/Annually report on Management Information System division wise
- Monthly summary report of Internal Audit observations division wise
- The Board minutes of the Subsidiaries/Associate Companies/Joint Venture Company
- The Board Minutes of Heritage Farmer Welfare Trust
- General notices of interest received from Directors, if any
- Dividend data
- Minutes of meetings of previous Board & Committee Meetings and abstracts of Circular Resolutions passed, (if any) etc.
- Information on recruitment and remuneration of senior officers just below the Board level, including appointment or removal of the Chief Financial Officer and Company Secretary, if any.
- Materially important Show cause, demand, penalty/prosecution notices, which are materially important.
- Fatal or serious accidents, dangerous occurrences, any material significant effluent or pollution problems.
- Any materially relevant defaults in financial obligations to and by us or substantial non-payment for goods sold by the Company.
- Any issue that involves possible public or product liability claims of a substantial nature
- Details of joint ventures or collaboration agreements, if any.
- Transactions that involve substantial payments

toward goodwill, brand equity or Intellectual Property.

- Significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
- Sale of investments, subsidiaries, assets which are material in nature and not in normal course of business.
- Details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement.
- Non-compliance with any regulatory, statutory or listing requirements, as well as shareholder services, such as non-payment of dividend and delays in share transfer etc.

Post Board Meeting Mechanism

All the decisions taken by the Board and its Committees are promptly communicated to the concerned departments or divisions. Action taken/status reports on decisions of the previous meeting(s) are followed-up and placed at the next meeting for information and further recommended actions, if any.

Selection of Independent Directors

Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field/profession and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee for appointment as Independent Director on the Board. The Committee, inter alia, considers qualification positive attributes, area of expertise and number of Directorships and Memberships held in various committees of other Companies by such persons in accordance with the Company's Policy for Selection of Directors and determining Directors' independence. The Board considers the Committee's recommendation, and takes appropriate decision.

Meetings of Independent Directors

Pursuant to Schedule IV of the Companies Act, 2013 & Rules made there under and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, the independent directors of the Company shall hold at least one meeting in a year, without the attendance of non-independent directors and members of the Management. The meeting shall review the performance of non-independent directors



and the Board as a whole; review the performance of the Chairperson of the Board, taking into account the views of the executive directors and non-executive directors; assess the quality, quantity and timeliness of flow of information between the Management and the board that is necessary for it to effectively and reasonably perform its duties.

One meeting of Independent Directors was held during the year i.e. on May 22, 2019.

Succession planning

The Nomination and Remuneration Committee works with the Board on the leadership succession plan, and also prepares contingency plans for succession in case of any exigencies.

(b) Attendance of each Director at the meeting of the Board of Directors and last Annual General Meeting:

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

Video conferencing facilities are other audio video means are also provided to Directors travelling/residing abroad or at other locations to participate in the meetings

(c) Name and number of other board of directors or committees in which a director is a member or chairperson:

Name	No. of other Directorships* (Including Heritage Foods)	Committee Memberships# (Including Heritage Foods)		Category of Directorship and name of the other listed Company(s) as on 31-03-2020
		Member	Chairman	
Independent Director				
Mr. D. Seetharamaiah	4	2	0	Nil

Name	No. of other Directorships* (Including Heritage Foods)	Committee Memberships# (Including Heritage Foods)		Category of Directorship and name of the other listed Company(s) as on 31-03-2020
		Member	Chairman	
Mr. N. Sri Vishnu Raju	19	2	1	Amara Raja Batteries Limited – Non Executive Independent Director Zydus Wellness Limited – Non Executive Independent Director
Mr. Rajesh Thakur Ahuja	4	1	-	Nil
Mrs. Aparna Surabhi	4	-	1	Nil
Non Executive Director				
Dr. V. Nagaraja Naidu	3	1	1	Nil
Whole-time Director				
Mrs. N Bhuvaneswari	5	1	-	Nil
Mrs. N Brahmani	6	-	-	Nil

* The directorships held by directors as mentioned above, does not include directorships in Foreign Companies.

In accordance with Regulation 26 of the Listing Regulations, Membership(s) / Chairmanship(s) of only Audit Committees and Stakeholders' Relationship Committees in all Public Limited Companies have been considered.

(d) Number of meeting of the Board of directors held and dates on which held:

Eight (8) Board meetings were held during the year ended March 31, 2020 and the gap between two meetings did not exceed one hundred and twenty days. The said meetings 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. The necessary quorum was present for all the meetings

The tentative dates for Board meetings in the ensuing financial year are decided in advance and published as part of the Annual Report. The Non-executive Chairperson of the Board and the Company Secretary, draft the agenda for each meeting, along with explanatory notes, in consultation with the Vice Chairperson & Managing Director and communicate these in advance to the Directors. Every Board member can suggest the inclusion of additional items in the agenda. The Board meets at least once a quarter to review the

quarterly results and other items on the agenda. Additional meetings are held when necessary.

(e) Disclosure of relationship between directors inter-se:

As on March 31, 2020, the Board consists of Seven (7) members, out of which (2) are Executive/Whole-time Women Directors, three (3) are Non-Executive Independent Directors, one (1) is Non-Executive Independent Woman Director and one (1) is Non-Executive Director.

None of the Directors has relations with each other except executive director/Whole-time director of the Company. Mrs. N Brahmani, Executive Director of the Company is the daughter-in-law of Mrs. N Bhubaneswari, Vice Chairperson cum Managing director of the Company.

(f) Number of shares and convertible instruments held by non-executive directors:

None of the Non-executive directors of the Company are having shares and convertible instruments except Dr. V. Nagaraja Naidu, Non-Executive Director of the Company is holding 1,01,250 equity shares.

(g) Familiarisation programmes for Board Members

The Board members are provided with necessary documents/ brochures, reports and internal policies to enable them to familiarise with the Company's procedures and practices. Periodic presentations are made at the Board and its Committee Meetings, on business and performance updates of the Company and business strategy. Detailed presentations on the Company's business segments were made at the meetings of the Directors held during the year. Site visits to various plant locations are organized for the Directors to enable them to understand the operations of the Company.

(h) Skills/Expertise/Competencies of the Board of Directors

The following is the list of core skills/expertise/competencies identified by the Board of Directors as required in the context of the Company's business(es) for it to function effectively and those available with the Board as a whole.

- i. **Sales & Marketing:** Experience in sales and marketing management based on understanding of the consumer & consumer goods industry, developing strategies to grow sales and market share, build brand awareness, equity and enhance enterprise reputation.
- ii. **General management/Governance and Compliance:** Service on a company board to develop insights about maintaining board and management accountability, Strategic thinking, decision making, protecting shareholder interests, and observing appropriate governance practices. Ability to identify key risks to the organisation in a wide range of areas including legal and regulatory compliance and monitor risk and compliance management frameworks and systems.
- iii. **Financial skills:** Understanding the financial statements, financial controls, risk management, mergers and acquisition, etc. Management of the finance function of an enterprise, resulting in proficiency in complex financial management, capital allocation, and financial reporting processes, or experience in actively supervising a financial officer, accounting officer, controller, auditor or person performing similar functions
- iv. **Technical and professional skills/ Policy Development:** Ability to identify key issues and opportunities for the Company within the Dairy industry and develop appropriate policies to define the parameters within which the organisation should operate and knowledge including legal and regulatory aspects.
- v. **Operational Skill/ Strategy planning, Mergers and Acquisitions:** Experience in operating and managing on dairy business. Ability to think strategically and identify and critically assess strategic opportunities and threats and develop effective strategies in the context of the strategic objectives of the Company's relevant policies and priorities. Leading growth through acquisitions and other business combinations, with the ability to assess 'build or buy' decisions, analyze the fit of a target with the Company's strategy and culture, accurately value transactions, and evaluate operational integration plan.
- vi. **Leadership:** Extended leadership experience for a significant enterprise, resulting in a practical understanding of organizations, processes, strategic planning, and risk management. Demonstrated strengths in developing talent, planning succession, and driving change and long-term growth. Oversee strategic human resource management including workforce planning, employee and industrial relations and oversee large scale organisational change.



vii. Information Technology: A significant background in technology, resulting in knowledge of how to anticipate technological trends, generate disruptive innovation, and extend or create new business models. Knowledge and experience in the strategic use and governance of information management and information technology within the organisation.

viii. International Business: Knowledge of and experience in companies with operations outside of India.

The Directors of your Company comprises of qualified individuals who collectively possess the above skills, competencies, and experience across diverse fields that enable them to make effective contributions to the Board and its Committees.

Given below is a list of core skills, expertise and competencies of the individual Directors:

Director	Area of Expertise							
	Financial	Policy Development	Leadership	Information Technology	Strategy planning, Mergers and Acquisitions	Governance and Compliance	Sales & Marketing	International Business
Mr. D. Seetharamaiah	√	√	√	√		√		√
Mr. N. Sri Vishnu Raju	√	√	√	√	√	√	√	√
Mr. Rajesh Thakur Ahuja	√	√	√	√	√	√	√	√
Mrs. Aparna Surabhi	√	√	√	√	√	√		√
Dr. V. Nagaraja Naidu	√	√	√	√	√	√	√	√
Mrs. N Bhuvanewari	√	√	√	√	√	√	√	√
Mrs. N Brahmani	√	√	√	√	√	√	√	√

These skills/competencies are broad-based, encompassing several areas of expertise/experience. Each Director may possess varied combinations of skills/experience within the described set of parameters, and it is not necessary that all Directors possess all skills/experience listed therein.

(i) Declaration by Independent Directors

All the Independent Directors of the Company have given declarations and confirmed that they meet the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. They also declare that apart from receiving director’s remuneration (sitting fees) did not have any pecuniary relationship or transactions with the company, its promoter, its directors, senior management and they are not a material supplier, service provider or customer or a lessor or lessee of the company, which may affect their independence, and was not a substantial shareholder of the company i.e. owning two percent or more of the block of voting shares.

(j) Reason for resignation of an Independent Director

During the year none of the Directors resigned from the Board.

(k) Policy for Prevention of Insider Trading

The Company has adopted a Policy for Prohibition of Insider Trading (“Policy/Code”) for Regulating, Monitoring and Reporting of Trades by Designated Persons’ (“the Code”) in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (The PIT Regulations).

The Policy is applicable to Promoters, Member of Promoter’s Group, all Directors, designated persons and third parties such as auditors, consultants etc. who are expected to have access to unpublished price sensitive information relating to the Company. The trading window is closed from the first day of the every quarter and will open after the 48 hours of the declaration of financial results and occurrence of any material events as per the code. The Audit Committee of the company shall review compliance with the provisions of these regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

The Company has also formulated ‘The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSII)’ in compliance with the PIT Regulations. The listed company also has a whistle-blower

policy to make employees aware of such policy to enable employees to report instances of leak of unpublished price sensitive information. The Code & policies are displayed on the Company's website viz. www.heritagefoods.in. All Directors and Senior Management of the Company are affirmed the compliance of all policies for the financial year ended March 31, 2020.

BOARD COMMITTEES

The Board of Directors of the Company are having 6 (Six) Committees as on March 31, 2020 i.e.

- i. Audit Committee
- ii. Nomination & Remuneration Committee
- iii. Stakeholders Relationship Committee
- iv. CSR Committee
- v. Risk Management Committee
- vi. Management Committee

The quorum for committee meetings is as per the Companies Act and SEBI Listing Regulation. The Company Secretary of the company is acting as the Secretary in each Committee.

3. AUDIT COMMITTEE

(a) Brief description of term of reference:

The Committee composition meets with requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time. Members of the Audit Committee possess financial accounting expertise/exposure.

Terms of reference

The terms of reference of the Audit Committee in alignment with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amended Listing Regulations 2018), are as follows:

- i. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- ii. Recommendation for appointment, remuneration and terms of appointment of auditors;
- iii. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- iv. Reviewing with the management, the quarterly/ annual financial results/statements and auditor's

report thereon before submission to the Board for approval; -

- v. Reviewing with the management, the statement of uses/application of funds raised through an issue, the statement of funds utilized for purposes other than those stated in offer documents/prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in the matter;
- vi. Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
- vii. Approval or any subsequent modification of transactions of the Company with related parties;
- viii. Scrutiny of inter-corporate loans and investments;
- ix. Valuation of undertakings or assets of the Company, wherever it is necessary;
- x. Evaluation of internal financial controls and risk management systems;
- xi. Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- xii. Reviewing the adequacy of internal audit function and discussion with the internal auditors of any significant findings and follow up thereon;
- xiii. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- xiv. Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- xv. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders and creditors;
- xvi. Review the functioning of whistle blower mechanism;
- xvii. Approval of appointment of Chief Financial Officer;
- xviii. Reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding ₹ 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments existing as on the date of coming into force of this provision



xix. Such other matter as prescribed under Part-B of Schedule-II of SEBI Listing Regulation and from time to time be required under any statutory, contractual or other regulatory requirement

(b) Composition, name of the members and chairperson:

Composition of the Committee as on March 31, 2020:

Name	Designation	Category
Mrs. Aparna Surabhi	Chairperson	Non Executive Independent Director
Mr. N Sri Vishnu Raju	Member	Non Executive Independent Director
Mr. D Seetharamaiah	Member	Non Executive Independent Director
Mr. Rajesh Thakur Ahuja	Member	Non Executive Independent Director
Dr. V. Nagaraja Naidu	Member	Non Executive Director

Apart from the aforementioned terms of reference, the Audit Committee mandatorily monitors and provides an effective supervision of the Management’s financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting. The Audit Committee oversees the work carried out in the financial reporting process by the Management, the internal auditors and the statutory auditors, and notes the processes and safeguards employed by each of them. The committee has the ultimate authority and responsibility to select, evaluate and where appropriate, replace the statutory auditors in accordance with the law. All possible measures were taken by the committee to ensure the objectivity and independence of the statutory auditors.

(c) Meeting and attendance during the year:

Six meetings of Audit Committee were held during the financial year 2019-20, i.e. May 22, 2019, July 31, 2019, October 30, 2019, January 30, 2020, February 28, 2020 and March 27, 2020. The attendance details of the Committee Meeting are as follows:-

Name	No. of Meetings	
	Held	Attended
Mrs. Aparna Surabhi*	4	4
Mr. N Sri Vishnu Raju	6	5
Mr. D Seetharamaiah	6	6
Mr. Rajesh Thakur Ahuja	6	6
Dr. V Nagaraja Naidu	6	6

* Mrs. Aparna Surabhi has been appointed as the Chairperson of the Audit Committee on 31.07.2019.

Mrs. N. Bhuvanewari, Vice Chairperson & Managing Director, Mrs. N. Brahmani, Executive Director, Dr. M. Sambasiva Rao, President, Mr. A Prabhakara Naidu, Chief Financial Officer of the Company are permanent invitees and Auditors are also invited to the Audit Committee Meeting, Mr. Umakanta Barik, Company Secretary is the Secretary to the Committee.

4. NOMINATION & REMUNERATION COMMITTEE

(a) Brief description of terms of reference:

The terms of reference, constitution, powers, quorum and other matters in relation to the Nomination and Remuneration Committee are as per of the Regulation 19 read with Part D of Schedule II of SEBI Listing Regulations, Section 178 of the Companies Act, 2013 and in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014, as amended from time to time.

Further, in terms of the provisions of the Amended Listing Regulations, 2018, the terms of reference of the Committee are as follows:

- i. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to for remuneration for the directors, key managerial personnel and other employees;
- ii. Formulation of criteria for evaluation of performance of Independent Directors and the board of directors;
- iii. Devising a policy on diversity of board of Directors;
- iv. Identifying persons who are qualified to become of Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal;
- v. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of Independent Directors;
- vi. Recommend to the Board, all remuneration, in whatever form payable to senior management
- vii. To formulate detailed terms and conditions of employee stock option scheme which shall include the provisions as specified by SEBI from time to time;
- viii. Determine the number of stock options to be granted under the Company’s Employees Stock

Option Schemes and administer any stock option plan.

(b) Composition, name of members and chairperson:

Name	Designation	Category
Mr. NSri Vishnu Raju	Chairman	Non-Executive Independent Director
Mr. D Seetharamaiah	Member	Non-Executive Independent Director
Mr. Rajesh Thakur Ahuja	Member	Non-Executive Independent Director

The committee shall review and discuss all matters pertaining to candidates and shall evaluate the candidates in accordance with a process that it sees fit, passing on the recommendations to the Board. The committee coordinates and oversees the annual self- evaluation of the Board and of individual directors. The Committee also review the performance and approve the revision of annual fixed salary & variable pay and promotions of all the Employees one level below the Board including the Functional Heads of the Company. The committee also regularly evaluate the usefulness of such performance parameters, and make necessary amendments.

(c) Meeting and attendance during the year:

The Nomination & Remuneration Committee held two meetings during the financial year 2019-20 i.e. on May 22, 2019 and March 27, 2020. The attendance details of the Committee Meetings are as follows:

Name	No. of Meetings	
	Held	Attended
Mr. N Sri Vishnu Raju	2	2
Mr. D Seetharamaiah	2	2
Mr. Rajesh Thakur Ahuja	2	1

Mrs. N Brahmani, Executive Director, Dr. M Sambasiva Rao, President of the Company are invitees to the Committee Meeting, Mr. Umakanta Barik Company Secretary is the Secretary to the Committee.

(d) Performance evaluation criteria for independent directors:

One of the key functions of the Committee is to monitor and review the board evaluation framework. The Board works with the nomination and remuneration committee

to lay down the evaluation criteria for the performance of executive / nonexecutive / independent directors. The questionnaire is a key part of the process of reviewing the functioning and effectiveness of the Board and for identifying possible paths for improvement. Each Board member is requested to evaluate the effectiveness of the Board dynamics and relationships, information flow, decision-making of the directors, relationship to stakeholders, company performance, company strategy, and the effectiveness of the whole Board and its various committees on a scale of one to five. Feedback on each director is encouraged to be provided as part of the questionnaire and shares the feedback with the Chairman. The Chairman discusses the feedback at the Board Meeting.

5. REMUNERATION OF DIRECTORS

The Nomination and Remuneration Committee determines and recommends to the Board the compensation payable to director(s). All Board-level compensation shall be approved by the shareholders and disclosed separately in the financial statements. Remuneration for the Vice-Chairperson & Managing Director and Executive Director consists of fixed component and variable component.

The compensation payable to the Independent/ Non-Executive Directors is limited to sitting fees and reimbursement of actual conveyance, travelling and other expenses for attending the Board & Committee meeting(s), as approved by the Board & shareholders, as per the provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time. The performance of the Independent Directors are reviewed by the Board on an annual basis.

(a) All pecuniary relationship or transactions of the Non-Executive Directors

There is no pecuniary relationship or transactions between the company and Non-Executive directors except the sitting fees they are getting for attending the board/committee meeting and dividend on shares held by him/her.

(b) Criteria of making payments to Non-Executive Directors:

The Non-Executive Directors are paid remuneration by way of Sitting Fees and reimbursement of actual expenses for attending the Board/ Committee Meeting. The Non-Executive Directors/ Independent Directors do not have any material pecuniary relationship or transactions with the

Company. The Performa appointment letter of the Non-Executive Director including the payment thereof is available in the website of the Company i.e. https://www.heritagefoods.in/uploads/investors/pdf/15861534467Draft_Appointment_Letter-Non-Executive_Independent_Director.pdf. The details of the amount paid to all Directors are disclosed in point no. 5(c)(i) of the Corporate Governance Report section in the Annual Report.

(₹ in Lakhs)

Name	Sitting Fees	Remuneration	Perquisites/Perks	Annual Pay	Total
Independent Directors					
Mr. D Seetharamaiah	5.40	-	-	-	5.40
Mr. N Sri Vishnu Raju	4.70	-	-	-	4.70
Mr. Rajesh Thakur Ahuja	4.20	-	-	-	4.20
Mrs. Aparna Surabhi	3.50	-	-	-	3.50
Non Executive Directors					
Dr. V Nagaraja Naidu	4.20	-	-	-	4.20
Whole-time Directors					
Mrs. N. Bhuvanewari	- 180.00	15.75	203.59		399.33
Mrs. N Brahmani	- 90.00	7.50	221.97		319.47

(c) Other disclosures with respect to remuneration:

- i. All elements of remuneration of individual directors summarized under major groups such as salary, benefits, bonuses, stock options, pensions etc:

The Details of remuneration paid/payable for the year ended March 31, 2020 is as follows:

- ii. Details of fixed component and performance linked incentives, along with the performance criteria:

The Non-Executive Directors of the Company were paid only sitting fees and reimbursement of actual expenses for Board/Committee meetings. The performance criteria for two Executive Directors entitled for Performance Linked Incentive as determined by the Nomination & Remuneration Committee, Board of Directors and approved by the Shareholders of the Company as follows:

Particulars	Mrs. N Bhuvanewari – Vice-Chairperson & Managing Director	Mrs. N Brahmani – Executive Director
A Salary	₹15.00 Lakhs (Rupees Fifteen Lakhs only) per month	₹7.50 Lakhs (Rupees Seven Lakhs Fifty Thousand only) per month
B 1 Housing	Furnished/unfurnished residential accommodation or house rent allowance of maximum of 50% of salary in lieu thereof. The expenditure incurred by the Company if any, on gas, electricity and water shall be valued as per the Income Tax Rules, 1962.	Furnished/unfurnished residential accommodation or house rent allowance of maximum of 50% of salary in lieu thereof. The expenditure incurred by the Company if any, on gas, electricity and water shall be valued as per the Income Tax Rules, 1962.
2 Medical Reimbursement	Payment/Reimbursement of Medical expenses incurred for self and family subject to a ceiling of one month's basic salary in a year or as is provided by the Companies' Group Medical Insurance Policy.	Payment/Reimbursement of Medical expenses incurred for self and family subject to a ceiling of one month's basic salary in a year or as is provided by the Companies' Group Medical Insurance Policy.
3 Leave Travel Assistance	For self and family, once a year subject to ceiling of one month's salary.	For self and family, once a year subject to ceiling of one month's basic salary.
4 Club Fees	Fees of clubs subject to a maximum of two clubs. This will include admission and corporate annual membership fees.	Fees of clubs subject to a maximum of two clubs. This will include admission and corporate annual membership fees.
5 Personal Accident Insurance	Premium of which shall not exceed ₹ 1,00,000 (Rupees One Lakh only) per Annum	Premium of which shall not exceed ₹ 1,00,000 (Rupees One Lakh Only) per Annum

Particulars		Mrs. N Bhuvanewari – Vice-Chairperson & Managing Director	Mrs. N Brahmani – Executive Director
6	Books & Periodicals	Books & Periodicals and outfit requirements not exceeding of ₹ 50,000/- (Rupees Fifty Thousand only) per month.	Books & Periodicals and outfit requirements not exceeding of ₹ 45,000/- (Rupees Forty Five Thousand only) per month
7	Others	Such other benefits, amenities, facilities and perquisites as per the rules of the Company, as applicable and as may be permitted by the Board of Directors of the Company.	Such other benefits, amenities, facilities and perquisites as per the rules of the Company, as applicable and as may be permitted by the Board of Directors of the Company.
C Other Benefits			
1	Provident Fund contribution	As per rules of the company	As per rules of the company
2	Gratuity	As per rules of the company	As per rules of the company
3	Leave encashment benefits	As per rules of the company	As per rules of the company
4	Superannuation contribution	As per rules of the company	As per rules of the company
D	1 Car & Telephone	The Company shall provide a car with driver, telephone, other communication devices at the residence and Mobile phone for the Companies business purpose.	The Company shall provide a car with driver, telephone, other communication devices at the residence and Mobile phone for the Companies business purpose.
E	Performance / Annual Pay	Mrs. N. Bhuvanewari shall be entitled for Performance / Annual Pay, however the Performance/Annual Pay so paid plus her substantive salary as referred to above from A to C shall not exceed 5% of the net profit of the Company calculated in accordance with Sec.197 & 198 of the Companies Act, 2013 and read with the Schedule V of the Companies Act, 2013 and ruled made thereof as approved by the Remuneration Committee and Board of Directors approved by the members of the Company.	Mrs. N. Brahmani shall be entitled for Performance/Annual Pay, however the Performance/Annual Pay so paid plus her substantive salary as referred to above from A to C shall not exceed 4% of the net profit of the Company calculated in accordance with Sec.197 & 198 of the Companies Act, 2013 and read with the Schedule V of the Companies Act, 2013 and ruled made thereof as approved by the Remuneration Committee and Board of Directors approved by the members of the Company.
F	Minimum Remuneration	in case of losses or inadequacy of profits in any financial year during her tenure she shall be eligible for a minimum remuneration of ₹ 15 lakhs (Rupees Fifteen Lakhs Only) per month, perquisites and allowances as referred above from A to D."	in case of losses or inadequacy of profits in any financial year during her tenure she shall be eligible for a minimum remuneration of ₹ 7.50 Lakhs (Rupees Seven Lakhs Fifty Thousand only) per month, perquisites, and allowances as referred above from A to D."



iii. Service contracts, notice period, severance fees:

The Company has entered service contract/issued appointment letter with executive directors having a 3 month's notice period either side and there is no severance fees involved for any of its directors of the Company. The Company also has issued appointment letter to Non-Executive independent director as prescribed by the companies Act and applicable regulations.

iv. Stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable:

The Company has not granted any stock option to any of its directors. Dr. V Nagaraja Naidu, Non-Executive Director of the Company is holding 1,01,250 equity shares, Mrs. N Bhuvanewari and Mrs. N Brahmani, Executive/ Whole-time Directors of the Company are holding 1,06,61,652 and 2,02,000 equity shares of the Company respectively as on March 31, 2020.

Besides dividend on equity shares, if any, held by the Directors and payments as mentioned above no other payments have been made nor have the Directors of the company entered into any transactions of pecuniary nature.

6. (a) STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee's (SRC) composition and the terms of reference meet with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as specified in Section 178 of the Companies Act, 2013 & rules made thereof as amended from time to time.

Terms of Reference :

The terms of reference of SRC was framed in terms of the provisions of the Companies Act, 2013 and Listing Regulations. to align with the provisions of the Amended Listing Regulations, 2018, which is given below: -

- i. Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.
- ii. Review of measures taken for effective exercise of voting rights by shareholders
- iii. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent

iv. Review of various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuing timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company

The terms of reference of the Stakeholders Relationship Committee further includes to approve, Sub- division, Consolidation and issue of new/duplicate share certificates, whenever requested for by the shareholders of the company.

The Committee authorised Vice Chairperson & Managing Director and Executive Director of the Company to sign the Memorandum of Share Transfer/Transmissions submitted by Registrar of Transfer Agent and counter signed by Company Secretary of the company and same to be rectified by the Committee in subsequent meeting

(a) Name of non-executive director heading the committee:

Dr. V Nagaraja Naidu – Non-executive Director

(b) Name and designation of compliance officer:

Mr. Umakanta Barik, Company Secretary acts as the Secretary for the Committee who is designated as Compliance Officer pursuant to SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

(c) Details of the Complaints /request during Financial Year 2019-20 as follows:

Number of shareholder complaints/request received: 90

Number of solved to the satisfaction to the shareholders: 90

Number of pending complaints: NIL

Composition, name of members and chairperson:

Name	Designation	Category
Dr. V Nagaraja Naidu	Chairperson	Non Executive Director
Mr. D Seetharamaiah	Member	Non Executive Independent Director
Mr. N. Sri Vishnu Raju	Member	Non Executive Independent Director
Mrs. N Bhuvanewari	Member	Executive Director

Four Stakeholders Relationship Committee meetings were held during the financial year 2019-20. These were held on May 22, 2019, July 31, 2019, October 30,

2019 and January 30, 2020. The attendance details of the Committee Meeting are as follows:-

Stakeholders Relationship Committee Attendance:

Name	No. of Meetings	
	Held	Attended
Dr. V Nagaraja Naidu	4	4
Mr. D Seetharamaiah	4	4
Mr. N Sri Vishnu Raju	4	3
Mrs. N Bhuvaneswari	4	4

All valid requests for share transfer received during the year have been acted upon and no such transfer is pending.

6. (b) Corporate Social Responsibility Committee (CSR)

The Committee’s prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the framework of ‘Corporate Social Responsibility policy’ observe practices of Corporate Governance at all levels, and to suggest remedial measures wherever necessary.

The Committee’s constitution and terms of reference meet with the requirements of the Companies Act, 2013 and rules made thereof as amended from time to time Composition of the Committee as on March 31, 2020:

Name	Designation	Category
Mr. D Seetharamaiah	Chairperson	Non Executive Independent Director
Mr. N. Sri Vishnu Raju	Member	Non Executive Independent Director
Mrs. N Bhuvaneswari	Member	Executive Director

The committee shall be overseeing the activities/ functioning with regards to Company’s project/ works of M/s. NTR Memorial Trust, Hyderabad, being an external agency for implementation of the CSR activities of the Company and identifying the areas of CSR activities, programs and execution of initiatives as per pre-defined guidelines/policy.

One CSR Committee meetings was held during the financial year 2019-20 on June 28, 2019. The attendance details of the Committee Meeting are as follows:-

CSR Committee Attendance:

Name	No. of Meetings	
	Held	Attended
Mr. D Seetharamaiah	1	1
Mr. N Sri Vishnu Raju	1	1
Mrs. N Bhuvaneswari	1	1

Mrs. N Brahmani, Executive Director, Dr. M Sambasiva Rao, President and Mr. A Prabhakara Naidu Chief Financial Officer of the Company are permanent invitees to the Committee Meeting. Mr. Umakanta Barik Company Secretary is the Secretary to the Committee.

6. (c) Risk Management Committee

The Committee’s prime responsibility is to implement and monitor the risk management plan and policy of the Company, Framing of Risk Management Plan and Policy, Overseeing implementation of Risk Management Plan and Policy, Monitoring the process of risk management, Validating the process of risk management, Validating the procedure for Risk Minimisation, Periodically reviewing and evaluating the Risk Management Policy and practices with respect to risk assessment and Risk Management process, Performing such other functions as may be necessary or appropriate for the performance of its oversight function.

The Committee’s constitution and terms of reference meet with the requirements of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Composition, name of members and chairperson:

Name	Designation	Category
Mr. Rajesh Thakur Ahuja	Chairperson	Non Executive Independent Director
Mr. D Seetharamaiah	Member	Non Executive Independent Director
Mr. N. Sri Vishnu Raju	Member	Non Executive Independent Director
Mrs. N Bhuvaneswari	Member	Executive Director

One Risk Management committee meeting was held during the financial year 2019-20 on March 27, 2020.

The attendance detail of the committee meeting is as follows:

Risk Management Committee Attendance:

Name	No. of Meetings	
	Held	Attended
Mr. Rajesh Thakur Ahuja	1	1
Mr. D Seetharamaiah	1	1
Mr. N Sri Vishnu Raju	1	1
Mrs. N Bhuvanewari	1	1

Mrs. N Brahmani, Executive Director, Dr. M Sambasiva Rao, President and Mr. A Prabhakara Naidu Chief Financial Officer of the Company are permanent invitees to the Committee Meeting, Mr. Umakanta Barik Company Secretary is the Secretary to the Committee.

6. (d) Management Committee:

The terms of reference of the Management Committee is to consider and dispose of any day to day matters, with a view to ensuring smooth operations and timely action/compliances. The Committee meets at frequent intervals and disposes matters which are of urgent in nature without having to wait for the next Board Meeting.

Composition, name of members and chairperson:

Name	Designation	Category
Mr. D Seetharamaiah	Chairperson	Non Executive Independent Director
Mr. N Sri Vishnu Raju	Member	Non Executive Independent Director
Mrs. N Bhuvanewari	Member	Executive Director

Four Management Committee meetings were held during the financial year 2019-20. These were held on June 28, 2019, August 20, 2019, September 24, 2019 and December 24, 2019. The attendance details of the Committee Meeting are as follows:-

Management Committee Attendance:

Name	No. of Meetings	
	Held	Attended
Mr. D Seetharamaiah	4	4
Mr. N Sri Vishnu Raju	4	4
Mrs. N Bhuvanewari	4	4

Mrs. N Brahmani, Executive Director, Dr. M Sambasiva Rao, President and Mr. A Prabhakara Naidu Chief Financial Officer of the Company are permanent invitees to the Committee Meeting, Mr. Umakanta Barik Company Secretary is the Secretary to the Committee.

7. GENERAL BODY MEETINGS

(a) Location and time, where the last three annual general meeting held:

During the preceding three years, the Company's Annual General Meetings were held at Auditorium Hall, 2nd Floor, National Institute for Micro, Small and Medium Enterprises, Yousufguda, Hyderabad-45. Details of date & time are as follows:

Financial year ended	Date and time	Special Resolution(s) Passed
March 31, 2019	August 30, 2019 at 10.30 a.m.	Re-appointment of Mr. N Sri Vishnu Raju (DIN:00025063) as Non Executive Independent Director of the company
March 31, 2018	August 30, 2018 at 10.30 a.m.	NIL
March 31, 2017	August 23, 2017 at 11.00 a.m.	NIL

(b) Whether any special resolutions passed in the previous three annual general meeting:

Yes, during the financial year 2018-19 a special resolution passed i.e.

- Re-appointment of Mr. N Sri Vishnu Raju (DIN:00025063) as Non Executive Independent Director of the company for a second term of five years.

(c) Postal ballot:

During the last financial year 2018-19, members of the company have approved the resolutions, stated in the below table by requisite majority, by means of Postal ballot, including Electronic Voting (e-voting). The Postal Ballot Notice dated January 30, 2019 along with the Postal Ballot Form was sent in electronic form to the members whose e-mail addresses were registered with the Company/respective Depository Participants. The physical copies of the Postal Ballot Notice along with Postal Ballot Form are sent by courier along with self-addressed postage pre-paid Business Reply Envelope to all the members.

The Company had published a notice in the newspaper on February 8, 2019 in Financial Express and Visalaandhra in compliance with the provisions of the Companies Act, 2013 and Secretarial Standard – 2. The voting period commenced from at 9:00 a.m. on Friday, February 8, 2019 and ended at 5:00 p.m. on Saturday, March 9, 2019 (IST). The voting rights of members were reckoned on the paidup value of shares registered in the name of member/beneficial owner (in case of electronic shareholding) as on Friday, February 1, 2019.

The details of the voting pattern are given below:

Name of the Resolution	Type of Resolution	No of Votes Polled	Votes Cast in favour		Votes Cast against	
			No of Votes	%	No of Votes	%
Re-appointment of Mr. D Seetharamaiah (DIN:00005016) as Non-Executive Independent Director for second term of 5 (five) consecutive years	Special	30932683	30320831	98.02	611852	1.98
Appointment of Mrs. Aparna Surabhi (DIN01641633) as an Non-Executive Independent Woman Director for a term of 5 (five) consecutive years	Ordinary	31120165	31119669	99.99	496	0.01
Re-Appointment of Mrs. N. Bhuvaneshwari (DIN:00003741) as Whole-time Director designated as Vice-Chair person and Managing Director (VC&MD) of the Company for further term of 5 (five) years w.e.f. April 1, 2019	Special	7461539	6849365	91.80	612174	8.20
Re-Appointment of Mrs. N. Brahmani (DIN:02338940) as Whole-time Director designated as Executive Director of the Company for further term of 5 (five) years w.e.f. April 1, 2019	Special	7461542	6751014	90.48	710528	9.52

(d) Person who conducted the postal ballot process:

The Board had appointed Mr. K.V.S. Subramanyam, Partner of M/s.Ravi & Subramanyam (CP No: 4815) Practicing Company Secretary, Hyderabad-500 063, as Scrutiniser to conduct the postal ballot process in a fair and transparent manner and had engaged the services of Karvy Fintech Private Limited as the agency for the purpose of providing e-voting facility.

Mr. K.V.S. Subramanyam, Scrutiniser, had submitted his report on the postal Ballot to the Chairman on March 12, 2019.

(e) Whether any special resolution is proposed to be conducted through postal ballot:

The Company has proposed to pass the following Special Resolutions through Postal Ballot as per the Companies Act, 2013, rules made thereof and MCA circular dated April 08, 2020 and April 13, 2020.

Resolution- 1

To approve for giving guarantee or providing security under Section 185 of Companies Act, 2013 to the Joint Venture Company

Resolution- 2

To approve for giving loan or guarantee or providing security in connection with loan availed by any of Company's Subsidiary, Associate, Joint Venture Company and other person specified under section 185 of the Companies Act, 2013.

The e-voting was commenced on 9:00 am Tuesday, May 19, 2020 and will end on 5:00 pm Wednesday, June 17, 2020. The result will be declared on June 19, 2020. Mrs. Savita Jyoti, Partner of, M/s. Savita Jyoti Associates, Practicing Company Secretary (CP No:1796) was appointed as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

(f) Procedure for postal ballot:

In compliance with Sections 108 and 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company provides electronic voting (e-voting) facility, in addition to physical ballot, to all its members. For this purpose, the Company has engaged the services of M/s. Kfin Technologies Pvt Ltd.

Postal ballot notices and forms are dispatched, along with postage prepaid business reply envelopes to registered



members/ beneficiaries. The same notice is sent by email to members who have opted for receiving communication through the electronic mode. The Company also publishes a notice in the newspaper declaring the details and requirements as mandated by the Act and applicable rules.

Voting rights are reckoned on the paid-up value of the shares registered in the names of the members as on the cut-off date. Members who want to exercise their votes by physical postal ballot are requested to return the forms, duly completed and signed, to the scrutinizer on or before the close of the voting period. Those using the e-voting option are requested to vote before the close of business hours on the last date of e-voting.

The scrutinizer will complete her scrutiny and submit her report to the Chairperson, and the consolidated results of the voting are announced by the Chairperson/ authorized officer. The results are also displayed on the Company website, www.heritagefoods.in, besides being communicated to the stock exchanges and registrar and share transfer agent.

8. Means of Communication

(a) Quarterly/Financial Results:

The Quarterly/Half yearly/Annual Un-Audited/Audited Financial Results (Standalone & Consolidated) along with the Limited Review Report from Statutory Auditors are uploaded in the website of the Company and submitted to the Stock Exchanges as per the applicable provisions of the SEBI (LO&DR) Regulations, 2015 as amended from time to time.

The shareholders are provided with the necessary information with notices sent for the Annual General Meeting / Extraordinary General Meeting. Any other information sought by shareholders is being provided on request.

(b) News Paper where results normally published:

The quarterly/annual Financial results are published in English newspaper namely i.e. Financial Express all editions and vernacular language newspaper namely i.e. Vishalandhra/Andhra Prabha Hyderabad edition.

(c) Website:

The Company's website i.e., www.heritagefoods.in contains a separate dedicated section 'Investor Relations' where shareholders information is available. Full text of Annual Report is also available on the website in a user friendly and downloadable format as per the requirement

of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time.

(d) News Releases, Presentations etc :

The Quarterly results, Shareholding Patterns, Official News releases, analysis and information to investors, etc. are displayed on the company's website: www.heritagefoods.in

(e) Presentations to institutional investors/analysts:

Detailed presentations are made to institutional investors and financial analysts on the Company's unaudited quarterly as well as audited annual financial results. These presentations are also uploaded on the Company's website www.heritagefoods.in

Annual Report: The Annual Report containing inter- alia Notice of the 28th Annual General Meeting, Audited Annual Accounts (Standalone & Consolidated), Directors' Report including Annexure thereto, Auditors Report, Management Discussion and Analysis, Report on Corporate Governance, Secretarial Audit Report and other important information is circulated to Members and others entitled thereto.

Chairman's Communiqué: The printed copy of the Chairman's speech is distributed to shareholders at Annual General Meeting venue.

Reminder to Investors: Reminders for unclaimed/ unpaid dividend and shares thereof are sent to shareholders as per records every year.

NSE Electronic Application Processing System (NEAPS): The NEAPS is a web-based application designed by National Stock Exchange of India Limited (NSE), Mumbai for Corporates. All compliance filings like shareholding pattern, corporate governance report, media releases, among others are filed electronically on NEAPS.

BSE Corporate Compliance & Listing Centre (the 'Listing Centre'): BSE's Listing Centre is a web- based application designed for Corporates. All compliance filings like shareholding pattern, corporate governance report, media releases, among others are also filed electronically on the Listing Centre.

SEBI Complaints Redress System (SCORES): The investor complaints are processed in a centralised web- based complaints redress system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

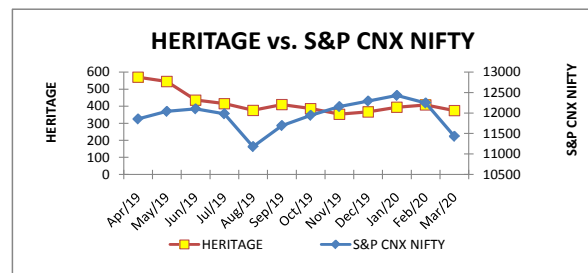
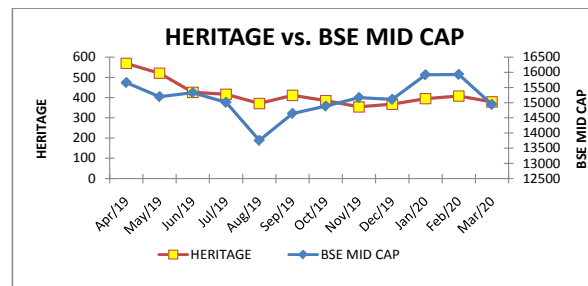
9. GENERAL SHAREHOLDER INFORMATION

(a)	Company Identification No.(CIN)	L15209TG1992PLC014332
	Annual General Meeting -Date andTime	August 28, 2020 at 10:30 am
	Venue	The Company is conducting meeting through VC/OAVM pursuant to the Ministry of Corporate Affairs ("MCA") circular No. 20/2020 dated May 5, 2020 read together with circulars No. 14/2020 dated April 8,2020 and No. 17/2020 dated April 13, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 and as such, there is no requirement to have a venue for the AGM. The deemed venue shall be the Registered Office of the Company. For further details please refer to the Notice of this AGM.
(b)	Financial year	April 01 to March 31
	Financial Calendar (tentative) Results for the quarter ending	June 30, 2020 – Last week of July, 2020 September 30, 2020 – Last week of October, 2020 December 31, 2020 - Last week of January, 2021 March 31, 2021 - Last week of May, 2021 Annual General Meeting - August, 2021
	Date of Book Closure	Friday, August 21, 2020 to Friday, August 28, 2020 (both days inclusive)
(c)	Dividend Payment date	The dividend, if declared, shall be paid/credited to the respective bank account of shareholders on September 04, 2020 subject to deduction of applicable taxes. The dispatch of dividend warrants may take sometime due to COVID-19 pandemic.
(d)	Listing on Stock Exchanges	BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001 National Stock Exchange of India Limited (NSE) Exchange Plaza, Plot no. C/1, Bandra-Kurla Complex, Bandra (E), Mumbai - 400051
	Payment of Listing Fee	Annual listing fee for the year 2020-21 has been paid by the Company to BSE and NSE.
(e)	Stock / Scrip Code	BSE – 519552 NSE – HERITGFOOD (Shares of the Company are trading in demat form only as per the SEBI regulations)
	ISIN Number for Equity Shares	INE978A01027

(f) Market Price Data – high, low during each month of the financial year 2019-20

Month	NSE (in ₹ per share)		BSE (in ₹ per share)	
	HIGH	LOW	HIGH	LOW
Apr-19	570.00	479.00	569.00	480.65
May-19	545.00	410.00	520.40	408.00
Jun-19	436.00	388.00	426.00	387.00
Jul-19	415.00	329.30	416.90	330.00
Aug-19	376.00	312.25	370.95	312.50
Sep-19	409.80	340.70	410.95	341.05
Oct-19	386.00	289.90	385.00	288.00
Nov-19	353.30	297.70	354.30	298.60
Dec-19	367.00	325.10	367.40	324.00
Jan-20	394.20	347.95	395.00	343.00
Feb-20	407.70	310.00	407.95	303.80
Mar-20	374.55	146.70	379.00	145.50

(g) Performance in comparison to broad based indices – BSE MID CAP & NSE NIFTY





(h) During the year under review the securities of your Company are not suspended from trading by any of the stock exchange where the shares are listed.

(i) **Registrar to an issue and share transfer agent:**

KFin Technologies Private Limited

(Formerly known as KFinTech Private Limited)

Karvy Selenium Building, Tower B,

Plot No. 31-32, Gachibowli, Financial District.

Nanakramguda, Hyderabad – 500 032

Tel: +91-40-67161566

Toll Free No.: 1800-4258-998;

Fax: +91-40-23114087

(j) **Share transfer system:**

SEBI vide its notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2019 notified that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository and came into effect from April 01, 2019. However, transfer deed(s) once lodged prior to deadline and returned due to deficiency in the document may be re-lodged for transfer even after the deadline of April 01, 2019 as per the clarification made by SEBI vide PR No.:12/2019 dated Mar 27, 2019. Therefore, transfers in physical form for those shares are registered by the Registrar and share Transfer Agents immediately on receipt of completed documents and certificates are issued within 7 days of date of lodgement of transfer. The Board has delegated the authority for approving transfer, transmission, etc. of the Company's securities to the Vice Chairperson & Managing Director/Executive Director. A summary of transfer/ transmission of securities of the Company so approved by the Vice Chairperson & Managing Director/ Executive Director is placed at every Stakeholder's Relationship Committee. The Company obtains from a Company Secretary in Practice half-yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of SEBI (Listing Obligations & Disclosure Requirement) Regulations 2015 and files a copy of the said certificate with Stock Exchanges.

(k) **Distribution of Shareholding as on March 31, 2020**

Category Code	Category of Shareholder	Number of Share-holders	Total Number of Shares	As a % of (A+B+C)
(A)	Shareholding of Promoters and Promoter Group			
1	Indian	13	1,85,13,392	39.90
2	Foreign	0	0	0
	Total Shareholding of Promoter and Promoter Group	13	1,85,13,392	39.90
(B)	Public Shareholding			
1	Institutions	71	89,96,970	19.39
2	Non-institutions	22,454	1,88,87,638	40.71
	Total Public Shareholding	22,525	2,78,84,608	60.10
(C)	Shares held by Custodians and against which Depository Receipts have been issued			
1	Promoter and Promoter Group	0	0	0
2	Public	0	0	0
TOTAL(A)+(B)+(C)		22,538	4,63,98,000	100.00

Shareholding Pattern by Size as on March 31, 2020

Category (No. of Shares)	No. of Shareholders	No. of Shares	% of Total Shares
Up to 500	21,243	32,73,754	7.06
501 - 1000	663	9,63,149	2.08
1001 - 2000	310	9,21,191	1.99
2001 - 3000	71	3,52,451	0.76
3001 - 4000	47	3,44,287	0.74
4001 - 5000	43	4,00,164	0.86
5001 - 10000	65	9,85,150	2.12
10001 - Above	96	3,91,57,854	84.40
TOTAL	22,538	4,63,98,000	100.00

(l) Dematerialization of shares and liquidity:

Total Shares in Demat and Physical form as on March 31, 2020.

Sl. No	Category	No. of Holders	Total Shares	% To Equity
1	Physical	868	6,78,500	1.46
2	NSDL	12,962	3,98,79,441	85.95
3	CDSL	8,708	58,40,059	12.59
Total		22,538	46398000	100.00

Dematerialisation of Shares

98.54% of the Company's paid-up Equity share capital has been dematerialised as on March 31, 2020. The total holdings of shares of promoters/PAC are in Demat form. The trading of the Equity shares of the company is permitted only in dematerialised form as per the notification issued by SEBI.

The Company has complied the Regulation 31(2) of SEBI (Listing Obligation & Disclosure Requirement) Regulation 2015, as follows:

Category of Shareholder	Total		Shares In Demat Form		
	No of Shareholders	Number of shares Held	No of Shareholders	No of Shares	% of Respective Shareholding
Promoters & Promoters Group	13	1,85,13,392	13	1,85,13,392	100%
Public	22,525	2,78,84,608	21,657	2,72,06,108	97.57%
Total:	22,538	4,63,98,000	21,670	4,57,19,500	

To enable us to serve our investors better, we request shareholders whose shares are in the physical mode to dematerialize their shares and update their bank accounts with the respective depository participants.

(m) The Company has not issued any ADRs/GDRs/ Warrants or any convertible instruments during the year under review.

(n) Commodity price risk or foreign exchange risk and hedging activities:

The Company is subject to the Commodity price risk due to fluctuation price of Dairy products. During the year Company has exported very less amount of Dairy products all receivables are in US Dollars and it is subject to the foreign exchange risk. The risks are tracked and monitored on regular basis.

(o) Major Plant Locations:

B. Kotha Kota

Bering (V), Sankarapuram (Post),
Kotha kota (M), Chittoor Dist-517370
Andhra Pradesh, India

Bayyavaram

Bayyavaram (V),
Kasimakota (M), Visakhapatnam Dist.-531031
Andhra Pradesh, India

**Bengaluru**

Yadavanhalli (V) Neraluru Post, Attibele Hobli
Anekal Taluk Bengaluru South-562107
Karnataka, India

Bhattiprolu

Vellaturu Raod, Bhattiprolu (V) & (M),
Guntur. Dist-522 256
Andhra Pradesh, India

Bobbili

Mettavalasa (V),
Growth Center, Bobbili,
Vizianagaram Dist-535 558
Andhra Pradesh, India

Chittoor

Sundrajapuram (V),
ER palli post, G.D Nellore (M),
Chittoor Dist-517 125
Andhra Pradesh, India

Gokul

Kasipentala (V),
Charndragiri (M), Chittoor Dist-517 101
Andhra Pradesh, India

Pamaru

Yendagandi (V), K.Gangavaram(M),
East Godavari Dist-533 305
Andhra Pradesh, India

Rai

D No.497, Food Park, Phase 1,
Sector-38, Industrial Estate-HSIIDC,
Rai, Sonapat Dist-131 029,
Haryana, India

Sangvi

Milakt No. 892.
AT/Post - Sangvi,
Phaltan taluka, Satara Dist-415 523
Maharashtra, India

Vadamadurai

MorePatti (V), Vadamadurai,
Dindigul Dist-624 802
Tamilnadu, India

Kalluru

Koralagudam (V) Kalluru (M),
Khammam Dist-507 209
Telangana, India

Narketpalli

Cheruguttu (V), Narketpalli (M),
Nalgonda Dist-508 254

Telangana, India

Shameerpet

Survey No 174,198, 203.
Sampanbole Village Shamirpet Mandal,
Medchal Dt-500 078, Telangana, India

Uppal

C- 10 Raoad No 7,
IDA Uppal, Hyderabad-500 039
Telangana, India

(p) Address for Correspondence**Investor Correspondence****KFin Technologies Private Limited**

(Formerly known as KFinTech Private Limited)
Karvy Selenium Building, Tower B,
Plot No. 31-32, Gachibowli, Financial District.
Nanakramguda, Hyderabad – 500 032
Tel: +91-40-67161566
Toll Free No.: 1800-4258-998; Fax: +91-40-23001153
Website: www.kfintech.com

Any query on the Annual Report

Mr. Umakanta Barik
Company Secretary & Compliance Officer

Heritage Foods Limited,
#6-3-541/C, Panjagutta,
Hyderabad-500 082, Telangana, India,
Tel: +91-40-23391221
E-mail: hfl@heritagefoods.in
Website: www.heritagefoods.in

(q) Credit Rating:

During the year under review your Company has obtained the Credit Rating from CRISIL Limited an S & P Global Company which is as follows:

Long-Term Rating	CRISIL A/Stable
Short-Term Rating	CRISIL A1

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Regulation") your Company has intimated to the stock exchanges where the share are listed.

10. OTHER DISCLOSURES

(a) Disclosure in materiality significant related party transactions: Regulation 23 of the SEBI Listing Regulations and as defined under the Act

During the period under review, there have been no materially significant related party transactions, monetary transactions or relationships between the Company and directors, the Management, Key

Managerial Person, Subsidiaries or relatives, except for those disclosed in the Notes on Accounts, forming part of the Annual Report.

The policy on Related Party Transactions is hosted on the website of the Company under the web link: <https://www.heritagefoods.in/uploads/investors/pdf/15578998544rpt-policy.pdf>

- (b) Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by the stock exchange(s) or the board or any statutory authority, on any matter related to capital market, during the last three years: Schedule V (C) 10(b) to the SEBI Listing Regulations

There was no non-compliance during the last three years by the Company on any matter related to Capital Market. There were no penalties imposed nor strictures passed on the Company by Stock Exchanges, SEBI or any Statutory Authority.

- (c) Details of establishment of vigil mechanism, whistle blower policy and affirmation that no personnel has been denied access to the audit committee: Regulation 22 of the SEBI Listing Regulations

The Board of Directors of the Company had adopted the Whistle Blower Policy. A mechanism has been established for employees to report concerns about unethical behaviour, actual or suspected fraud, or violation of Code of Conduct and Ethics. It also provides for adequate safeguards against the victimization of employees who avail of the mechanism and allows direct access to the Chairperson of the Audit Committee in exceptional cases. The Audit Committee reviews periodically the functioning of whistle blower mechanism. There is no complaint received during the Financial Year ended March 31, 2020.

No personnel have been denied access to the Audit Committee. The Whistle Blower Policy has been disclosed on the Company's website under the web link: <https://www.heritagefoods.in/uploads/investors/pdf/15578994930whistle-blower-policy.pdf>

- (d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements: Schedule II Part E of the SEBI Listing Regulations

The Company has complied with all mandatory requirements SEBI (Listing Obligations & Disclosure

Requirements) Regulations, 2015 as amended from time to time. The Company has adopted following non-mandatory requirements SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:

The Board: The Company has a Non-Executive Chairperson, separate persons were appointed for the post of Chairman and Managing Director.

Communication to Shareholders: Quarterly/ Half yearly/Annual Financial statements are published in the Newspapers and uploaded in the Company's web site and intimated to the Stock Exchanges. Shareholders presentations on Quarterly/ Half-yearly/annual financial statements are uploaded in the Company's website and intimated to Stock Exchanges and where shares of the Company are listed.

Audit Qualification: The Company is in the regime of unqualified financial statements.

Reporting of Internal Auditors: The Internal Auditors make presentations to the Audit Committee on their reports on a regular basis.

- (e) Policy for determining 'material' subsidiaries is disclosed: Regulation 24 of the SEBI Listing Regulations

The Audit Committee reviews the consolidated financial statements of the Company and the investments made in the unlisted subsidiary company. The minutes of the Board Meetings along with a report on significant developments of the unlisted subsidiary company are periodically placed before the Board of Directors of the Company.

The Company doesnot have any material unlisted subsidiary company. The Company has a policy of determining 'material' subsidiaries which is hosted on the website at <https://www.heritagefoods.in/uploads/investors/pdf/15579006696subsidiary-policy.pdf>

- (f) Web link where policy for dealing with related party transactions is disclosed:

The URL of policy on dealing with related party transaction is <https://www.heritagefoods.in/uploads/investors/pdf/15578998544rpt-policy.pdf>

- (g) **Disclosure for commodity price risks and commodity hedging activities:**

The Company is subject to the Commodity price risk due to fluctuation price of Dairy products. During the



year Company has exported very less amount of Dairy products all receivables are in US Dollars and it is subject to the foreign exchange risk. The risks are tracked and monitored on regular basis.

- (h) The Company has not made any preferential allotment or qualified institutions placement during the year under review.
- (i) A certificate obtained from Mrs. Savita Jyoti, Partner, M/s. Savita Jyoti Associates, Practicing Company Secretary (M No:3738, CP No:1796), Secunderabd - 500 094 stating that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/Ministry of Corporate Affairs or any such statutory authority which forms part of the Annual Report (Annexure-2(b) in the Directors Report).
- (j) During the year there were no instances where Board had not accepted any recommendation of any Committee of the Board which is mandatorily required.
- (k) **Remuneration/Fees of Statutory Auditor:**

-During the year under review your Company and its Subsidiary/Associate Company paid the following remuneration/ fees to the Statutory Auditor namely M/s. Walker Chandio & Co. LLP, Chartered Accountants (FRN 001076N/ 500013).

(₹ in Lakhs)

Particulars	Heritage Foods Ltd	Heritage Nutrive-t Ltd	Skil Raigam India Pvt Ltd
Statutory Audit Fee	45.34	5.71	0.69
Tax Audit Fee	7.79	1.43	-
Limited Review Fee	19.47	-	-
Taxation Matters	1.30	-	-
Certification Fee	1.30	-	-
Reimbursement of Expenses	1.60	-	-
Total	76.80	7.14	0.69

- (l) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:
 - a. number of complaints filed during the financial year: Nil
 - b. number of complaints disposed of during the financial year: Nil
 - c. number of complaints pending as on end of the financial year: Nil
- (m) Disclosures regarding the appointment or re-appointment of independent directors:

The Companies Act, 2013 and Rules made thereof as amended from time to time provides for the appointment of independent directors. Sub-section (10) of Section 149 of the Companies Act, 2013 provides that independent directors shall hold office for a term of up to five consecutive years on the board of a company; and shall be eligible for reappointment on the passing of a Special Resolution by the shareholders of the Company. Accordingly, all independent directors were appointed by the shareholders at the general meeting as required under Section 149(10).

Further, Section 149(11) states that no independent director shall be eligible to serve on the Board for more than two consecutive terms of five years each. Section 149(13) states that the provisions of retirement by rotation as defined in Sub- sections (6) and (7) of Section 152 of the Act shall not apply to such independent directors.

The Company has issued formal letter of appointment to all the Independent Directors on their appointment inter-alia explaining their roles, responsibilities, code of conduct, their functions and duties as directors of the Company. The terms and conditions of the appointment of Independent Directors have been uploaded on the website of the Company and can be accessed at https://www.heritagefoods.in/uploads/investors/pdf/15861534467Draft_Appointment_Letter_Non-Executive_Independent_Director.pdf

(n) Preservation of Documents

The Company has adopted the policy on preservation of documents in accordance with Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Documents Preservation Policy is available on the website of the Company at https://www.heritagefoods.in/uploads/investors/pdf/15796867801Preservation_of_documents_Revised.pdf

(o) Policy on Determination of Materiality of events and information for Disclosures: Regulation 30 of SEBI Listing Regulations :

The Company has adopted a Policy on Determination of Materiality for Disclosures.

The URL of policy is <https://www.heritagefoods.in/uploads/investors/pdf/15589549991policy-on-determination-of-materiality-events.pdf>

(p) Policy on Archival and Preservation of Documents: Regulation 9 of SEBI Listing Regulations

The Company has adopted a Policy on Archival and Preservation of Documents. The URL of the policy is at <https://www.heritagefoods.in/uploads/investors/pdf/15589549355archival-policy.pdf>

(q) Code of Conduct: Regulation 17 of the SEBI Listing Regulations

The members of the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them during the year ended March 31, 2020. The Annual Report of the Company contains a certificate by the Vice Chairperson and Managing Director, on the compliance declarations received from Independent Directors, Non-Executive Directors and Senior Management. The weblink is <https://www.heritagefoods.in/uploads/investors/pdf/15858254255Code-of-conduct.pdf>

(r) During FY 2020, information as mentioned in Part A of Schedule II of S-EBI Listing Regulations, has been placed before the Board for its consideration. The Board periodically reviews the compliance reports of all laws applicable to the Company

11. The Company has complied with all the requirements of Schedule V of Corporate Governance Report as stated under sub-para (2) to (10) of section (C) of Schedule V of the Securities Exchange Board of India (Listing obligation and Disclosure Requirements) Regulations, 2015.

12. The Disclosure of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Listing Regulations are as follows:

Sr. No.	Particulars	Regulation	Compliance Status Yes/No/NA
1.	Board of Directors	17	Yes
2.	Audit Committee	18	Yes
3.	Nomination and Remuneration Committee	19	Yes
4.	Stakeholders Relationship Committee	20	Yes
5.	Risk Management Committee	21	Yes
6.	Vigil Mechanism	22	Yes
7.	Related Party Transaction	23	Yes
8.	Subsidiaries of the Company	24	Yes
9.	Obligations with respect to Independent Directors	25	Yes
10.	Obligations with respect to employees including Senior Management, Key Managerial Personnel, Directors and Promoters	26	Yes
11.	Other Corporate Governance requirements	27	Yes
12.	Website	46(2)(E) WR (L)	Yes



13. CEO and CFO Certification

The Vice Chairperson & Managing Director and the Chief Financial Officer of the Company has given annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015. Vice Chairperson & Managing Director and the Chief Financial Officer also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2)(a) of the SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015. The annual certificate given by the Chairperson and Managing Director and the Chief Financial Officer is form part of the Annual Report.

14. Compliance Certificate from the Auditors

Certificate from Statutory Auditors of the Company M/s. Walker Chandiook & Co LLP, Chartered Accountants (FRN:001076N/N500013), Hyderabad confirming Compliance with the conditions of Corporate Governance as stipulated under SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 is forming part of the Annual Report.

15. Transfer of unpaid/unclaimed amounts to Investor Education and Protection Fund

During the year under review, the Company has credited ₹ 11,13,714/- (Eleven Lakhs Thirteen Thousand Seven Hundred Forteen Only) towards the unclaimed/unpaid dividend amount for the financial year 2011-12 to the Investor Education and Protection Fund (IEPF) pursuant to Section 124(5) of the Companies Act, 2013 [Section 205C (2) of the Companies Act, 1956] read with the Investor Education and Protection Fund (awareness and protection of Investors) Rules, 2001 as amended from time to time.

In compliance with the provisions of Section 124 of the Companies Act, 2013, the Company has transferred the 20,900 equity shares belongs to 29 shareholders of the company to the Investor Education and Protection fund Authority (IEPF) on December 09, 2019 of those shareholders who have not claimed the dividends for a continuous period of 7 years.

Pursuant to Section 124(5) of the Companies Act, 2013 [Section 205C (2) of the Companies Act, 1956] read with the Investor Education and Protection Fund (awareness and protection of Investors) Rules, 2001 as amended from time to time the unclaimed/unpaid dividend and the shares thereof pertaining for the financial year 2012-13 shall be transferred to the Investor Education and Protection Fund during the financial year 2020-21.

16. Secretarial Audit

A qualified practicing Company Secretary has carried out Secretarial Audit every quarter to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and physical share with the total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the aggregate total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

In terms of the amended SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 the Company has obtained the Secretarial Compliance certificate from Mrs. Savita Jyoti, Partner, M/s. Savita Jyoti Associates, Practicing Company Secretary (M No: 3738, CP No:1796), Secunderabd - 500 094 which forms part of the Annual Report and the same was also intimated to the Stock Exchanges where the shares of the Company are listed.

As per Section 204 of the Companies Act, 2013 and the Rules made thereof, the Board of Directors of the Company appointed Mrs. Savita Jyoti, Partner, M/s. Savita Jyoti Associates, Practicing Company Secretary (M No: 3738, CP No:1796), Secunderabd - 500 094 to conduct Secretarial Audit. The Secretarial Audit Report for the financial year ended March 31, 2020, is forming part of the Annual Report.

17. MANAGEMENT DISCUSSION AND ANALYSIS (MDA) :

MDA forms part of the Directors' Report and is presented in the Annual Report under a separate heading

18. Any query on the Annual Report

Mr. Umakanta Barik
Company Secretary
Heritage Foods Limited,
#6-3-541/C, Panjagutta,
Hyderabad-500 082,
Telangana, India
Tel: +91-40-23391221
E-mail: hfl@heritagefoods.in

19. Code of Conduct

In compliance with SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015 and the Companies Act, 2013, the Company has framed and adopted a Code of Conduct and Ethics ('the Code'). The Code is applicable to the members of the Board, the executive officers and all employees of the Company and its subsidiaries. The Code is available in the Company website i.e. www.heritagefoods.in.

20. Compliance with the corporate governance codes

We have always believed in maximum fiscal transparency, and benchmarked our disclosures against a host of national and international guidelines and regulations. Some of the notable ones among them are as follows :

The Listing Regulations : The Listing Regulations prescribe various corporate governance recommendations in line with the corporate governance committee constituted by SEBI. We comply with the corporate governance requirements under the Regulations and specifically to the requirements under Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (LO& DR) Regulations,2015.

Compliance with discretionary requirements

The Company has also ensured the implementation of non-mandatory items such as :

- Separate posts of Chairman and MD, with the provision for reimbursement of expenses in the performance of official duties.
- Unmodified audit opinions / reporting
- The internal auditor reporting directly to the audit committee.

Corporate Governance Voluntary Guidelines, 2009: The Corporate Governance Voluntary Guidelines, 2009, of the Ministry of Corporate Affairs, Government of India, encourage the use of better practices through voluntary adoption. These guidelines broadly focus on areas such as the Board and its responsibilities, functions, roles and responsibilities of the audit committee, appointment of auditors, compliance with secretarial standards, and a mechanism for whistleblower support. We comply with the Corporate Governance Voluntary Guidelines.

21. Certificate on Compliance with Code of Conduct

In terms of Regulation 26 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I Mrs. N Bhuvaneshwari, Vice-Chairperson & Managing Director of the Company hereby confirm that all the Members of the Board and Senior Management Personnel of the Company have affirmed the compliance of the Company's Code of Conduct for the Board of Directors and Senior Management for the financial year 2019-20.

For and on behalf of
HERITAGE FOODS LIMITED

Registered Office:

#6-3-541/C, Panjagutta,
Hyderabad – 500 082
Telangana, India
CIN: L15209TG1992PLC014332
Ph: +91-40-23391221/2
E-mail: hfl@heritagefoods.in
Date: May 27, 2020

D SEETHARAMAIAH
Chairperson
(DIN: 00005016)

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



CEO & CFO Certification

(As per Regulation 17(8) of SEBI (LO&DR) Regulation, 2015)

To
The Board of Directors,
Heritage Foods Limited
Hyderabad.

We, N Bhuvanewari, Vice-Chairperson and Managing Director and A Prabhakara Naidu, Chief Financial Officers of Heritage Foods Limited ("the Company") to the best of our knowledge and belief certify that

- a. We have reviewed the Financial Statements and the Cash Flow Statements for the financial year ended March 31, 2020 and based on our knowledge and belief, we state that:
 - i. These statements do not contain any materially untrue statement or omit any material factor or contain statements that might be misleading.
 - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of Company's code of conduct.
- c. We are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated, based on our most recent evaluation, wherever applicable, to the auditors and the Audit Committee
 - i. Significant changes, if any, in the internal controls over financial reporting during the year;
 - ii. Significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

For **HERITAGE FOODS LIMITED**

Place: Hyderabad
Date: May 27, 2020

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

A. Prabhakara Naidu
Chief Financial Officer
(M No: FCA 200974)

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of
Heritage Foods Limited

1. This certificate is issued in accordance with the terms of our engagement letter dated 30 October 2019.
2. We have examined the compliance of conditions of corporate governance by Heritage Foods Limited ('the Company') for the year ended on 31 March 2020, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2), and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Management's Responsibility

3. The compliance of conditions of corporate governance is the responsibility of the management. This responsibility includes the designing, implementing and maintaining operating effectiveness of internal control to ensure compliance with the conditions of corporate governance as stipulated in the Listing Regulations.

Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion as to whether the Company has complied with the conditions of corporate governance as stated in paragraph 2 above. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the relevant records of the Company in accordance with the applicable Generally Accepted Auditing Standards in India, the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India ('ICAI'), and Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

7. Based on the procedures performed by us and to the best of our information and according to the explanations provided to us, in our opinion, the Company has complied, in all material respects, with the conditions of corporate governance as stipulated in the Listing Regulations during the year ended 31 March 2020.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on use

8. This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No. 001076N/N500013

Sanjay Kumar Jain
Partner
Membership No.: 207660
UDIN: 20207660AAAABK7522

Place: Hyderabad
Date: 27 May 2020