

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L15209TG1992PLC014332

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACH2778K

(ii) (a) Name of the company

HERITAGE FOODS LIMITED

(b) Registered office address

6-3-541/C, PUNJAGUTTA, HYDERABAD
HYDERABAD
Telangana
500082
India



(c) *e-mail ID of the company

hfl@heritagefoods.in

(d) *Telephone number with STD code

04023391221

(e) Website

www.heritagefoods.in

(iii) Date of Incorporation

05/06/1992

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
	BSE LIMITED	1
	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,
Financial District, Nanakramguda, Serilingampally

(vii) *Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2022

(c) Whether any extension for AGM granted

Yes No

(f) Specify the reasons for not holding the same

The AGM is scheduled to be held on 24th July, 2022, being its a draft MGT-7 date of holding AGM is not mentioned

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C1	Food, beverages and tobacco products	99.07
2	D	Electricity, gas, steam and air condition supply	D1	Electric power generation, transmission and distribution	0.03

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

3

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	HERITAGE NUTRIVET LIMITED	U15400TG2008PLC062054	Subsidiary	100
2	SKIL RAIGAM POWER (INDIA) L +	U40102TG2009PLC063671	Associate	43.33
3	HERITAGE NOVANDIE FOODS P +	U74999TG2017PTC120860	Joint Venture	50

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	96,000,000	46,398,000	46,398,000	46,398,000
Total amount of equity shares (in Rupees)	480,000,000	231,990,000	231,990,000	231,990,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	96,000,000	46,398,000	46,398,000	46,398,000
Nominal value per share (in rupees)	5	5	5	5
Total amount of equity shares (in rupees)	480,000,000	231,990,000	231,990,000	231,990,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	2,000,000	0	0	0
Total amount of preference shares (in rupees)	20,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	2,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	20,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	599,700	45,798,300	46398000	231,990,000	231,990,000	
Increase during the year	0	39,804	39804	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		39,804	39804			
Shares dematerialized						
Decrease during the year	39,804	0	39804	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	39,804		39804			
Shares dematerialized						
At the end of the year	559,896	45,838,104	46398000	231,990,000	231,990,000	
Preference shares						

At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE978A01027

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text" value="30/07/2021"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	--

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor				<input type="text"/>		
Transferor's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total	<input type="text"/>		<input type="text"/>		<input type="text"/>

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

26,404,910,000

(ii) Net worth of the Company

6,605,000,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	15,845,844	34.15	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,447,600	5.28	0	
10.	Others	0	0	0	
	Total	18,293,444	39.43	0	0

Total number of shareholders (promoters)

10

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	11,652,942	25.12	0	
	(ii) Non-resident Indian (NRI)	880,348	1.9	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	752,338	1.62	0	
7.	Mutual funds	7,319,948	15.78	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	6,599,111	14.22	0	
10.	Others AIF, Trusts, Clearing Member +	899,869	1.94	0	
	Total	28,104,556	60.58	0	0

Total number of shareholders (other than promoters)

37,410

**Total number of shareholders (Promoters+Public/
Other than promoters)**

37,420

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
PREMIER INVESTMENT +	10th FLOOR RAFFLES TOWER 19 C +		MU	205,705	0.44
GYMKHANA PARTNER +	777 Third Avenue 27th Floor New +		US	185,600	0.4
EMERGING MARKETS (C) +	Building One Austin Texas 78746 +		US	93,633	0.2
THE EMERGING MARK +	Building One Austin Texas 78746 U +		US	51,381	0.11

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
WISDOMTREE INDIA IN	33 EDITH CAVELL STREET PORT LO		MU	49,507	0.11
SPDR S&P EMERGING	ONE LINCOLN STREET BOSTON MA		US	21,229	0.05
CITY OF NEW YORK GF	ONE CENTRE STREET NEW YORK NY		US	18,484	0.04
ACADIAN EMERGING	260 FRANKLIN STREET BOSTON MA		US	16,194	0.03
DIMENSIONAL WORLE	New Castle County Wilmington DE			13,843	0.03
QUADRATURE CAPITA	802 West Bay Road P.O. Box 10250			10,584	0.02
INDIA MAX INVESTME	365 ROYAL ROAD ROSE HILL MAU		MU	10,000	0.02
GUENTHER KLAR	RITZ Carlton Sheikh Zayed Road D			10,000	0.02
EMERGING MARKETS	Building One Austin Texas 78746 U		US	7,566	0.02
WORLD EX U.S. CORE	Building One Austin Texas 78746 U		US	7,562	0.02
LSV INDIA EQUITY FUN	New Castle County Wilmington DE			6,300	0.01
DIMENSIONAL EMERG	Building One Austin Texas 78746 U		US	6,075	0.01
EMERGING MARKETS	6300 BEE CAVE ROAD BUILDING C			5,612	0.01
EMERGING MARKETS	20 Triton Street Regents Place Lon		GB	5,091	0.01
TSING TECK LAWRENC	No 50 Jalan Haji Mohd Ali Sitiawar			4,472	0.01
WORLD EX U.S. TARGE	Building One Austin Texas 78746 U		US	4,435	0.01
EMERGING MARKETS	25/28 NORTH WALL QUAY DUBLIN		IE	3,915	0.01
EMERGING MARKETS	Suite 820 7 St. Paul Street Baltimor			3,266	0.01
ALASKA PERMANENT	801 WEST 10TH STREET JUNEAU A		US	2,900	0.01
CITY OF LOS ANGELES	360 E Second Street Suite 600 Los			2,127	0
DFA INTERNATIONAL	1500 WEST GEORGIA STREET VANCO		CA	2,121	0

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	11	10
Members (other than promoters)	24,704	37,410
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	2	1	2	1	23.42	0.22
B. Non-Promoter	0	3	0	4	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	3	0	4	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	4	2	5	23.42	0.22

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

11

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

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
V NAGARAJA NAIDU	00003730	Director	100,000	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
N SRI VISHNURAJU	00025063	Director	0	
N BHUVANESWARI	00003741	Managing Director	10,661,652	
N BRAHMANI	02338940	Whole-time director	203,200	
RAJESH THAKUR AHUJ	00371406	Director	0	
APARNA SURABHI	01641633	Director	0	
M P VIJAY KUMAR	05170323	Director	0	
UMAKANTA BARIK	AFZPB7852H	Company Secretary	0	
Srideep Nair Kesavan	AIOPK2706J	CEO	1,350	
A PRABHAKARA NAID	AAZPA9963H	CFO	0	
M SAMBASIVA RAO	AEDPM0491G	CEO	86,789	

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

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
SRIDEEP NAIR KESAV	AIOPK2706J	CEO	28/07/2021	Appointment
M P VIJAY KUMAR	05170323	Director	01/11/2021	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	30/07/2021	30,602	72	54.69
EXTRA ORDINARY GENERAL MEETING	24/11/2021	30,170	195	68.82

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	19/05/2021	6	6	100
2	28/07/2021	6	6	100
3	21/10/2021	6	6	100
4	02/11/2021	7	6	85.71
5	21/01/2022	7	7	100
6	25/03/2022	7	6	85.71

C. COMMITTEE MEETINGS

Number of meetings held

25

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM +	19/05/2021	4	4	100
2	AUDIT COMM +	28/07/2021	4	4	100
3	AUDIT COMM +	21/10/2021	4	4	100
4	AUDIT COMM +	21/01/2022	4	4	100
5	AUDIT COMM +	25/03/2022	5	4	80
6	STAKEHOLDER +	19/05/2021	4	4	100
7	STAKEHOLDER +	28/07/2021	4	4	100
8	STAKEHOLDER +	21/10/2021	4	4	100
9	STAKEHOLDER +	25/03/2022	4	4	100
10	CORPORATE +	19/05/2021	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	

1	V NAGARAJA	6	6	100	9	9	100	
2	N SRI VISHNU	6	4	66.67	25	21	84	
3	N BHUVANES	6	6	100	16	16	100	
4	N BRAHMANI	6	6	100	6	6	100	
5	RAJESH THA	6	6	100	18	18	100	
6	APARNA SUR	6	6	100	18	18	100	
7	M P VIJAY KU	3	3	100	2	2	100	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	N BHUVANESWAR	VICE CHAIRPE	18,000,000	0	0	58,930,000	76,930,000
2	N BRAHMANI	EXECUTIVE DIR	9,000,000	0	0	52,540,000	61,540,000
	Total		27,000,000	0	0	111,470,000	138,470,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	M SAMBASIVA RA	PRESIDENT	14,030,000	0	0	13,620,000	27,650,000
2	SRIDEEP NAIR KE	CHIEF EXECUT	10,190,000	0	0	0	10,190,000
3	A PRABHAKARA N	CHIEF FINANCI	7,960,000	0	0	0	7,960,000
4	UMAKANTA BARIK	COMPANY SEC	3,810,000	0	0	0	3,810,000
	Total		35,990,000	0	0	13,620,000	49,610,000

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	N SRIVISHNU RAJ	DIRECTOR	0	0	0	530,000	530,000
2	V. NAGARAJA NAI	DIRECTOR	0	0	0	390,000	390,000
3	RAJESH THAKUR	DIRECTOR	0	0	0	560,000	560,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
4	APARNA SURABHI	DIRECTOR	0	0	0	560,000	560,000
5	M P VIJAY KUMAR	DIRECTOR	0	0	0	150,000	150,000
	Total		0	0	0	2,190,000	2,190,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

SAVITA JYOTI ASSOCIATES

Whether associate or fellow

Associate Fellow

Certificate of practice number

1796

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

-
-
-
-

List of attachments

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

HERITAGE FOODS LIMITED

Regd.Office:#6-3-541/C PUNJAGUTTA HYDERABAD 500082

CIN NO:L15209TG1992PLC014332

Date of closure of previous financial year :31/03/2021

Sno	Date of Registration of Transfer of Shares	Type of Security	No of Shares	Nominal value (each in Rs.)	Ledger Folio of Transferor	Transferor's Name	Ledger Folio of Transferee	Transferee's Name
1	01/07/2021	1	200	5	HFL009890	MONA GOYAL	HFL035650	RAMARAPU AJAYENDER
2	11/09/2021	1	400	5	HFL013369	RAJINDAR SINGH SAWHNEY	HFL035651	HARBANS KAUR SAWHNEY
3	20/10/2021	1	400	5	HFL014975	LAKSHMI NARAYANA CHETTY KURELLA	HFL035652	SUBASHINI K L
4	31/01/2022	1	400	5	HFL019515	E KANNAMA RAJU	HFL035653	EDALA RAVITHEJA

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of
Companies (Management and Administration) Rules, 2014]

I/ We have examined the registers, records and books and papers of M/s. Heritage Foods Limited, **CIN: 15209TG1992PLC014332, registered office at 6-3-541/c, Panjagutta, Hyderabad-500082** as required to be maintained under the Companies Act, 2013 and the rules made there under for the financial year ended on 31st March, 2022. In my/our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/us by the company, its officers and agents, I/we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
1. its status under the Act;
 2. maintenance of registers/records & making entries therein within the time prescribed therefore;
 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within the prescribed time;
 4. calling/ convening/ holding meetings of Board of Directors or its committees, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
 5. Closure of Register of Members / Security holders, as the case may be.
 6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
 7. contracts/arrangements with related parties as specified in section 188 of the Act;
 8. transfer or transmission of share capital/securities and issue of security certificates in all instances;
 9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act

10. declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. The Company has not accepted any deposits during the year under review.
16. borrowings from public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

For **Savita Jyoti Associates**

Place: Hyderabad
Date:

CS Savita Jyoti
C.P. No.: 1796

Clarification on Draft Annual Return for FY 2021-22

1. This is with reference to point no. **VII. *number of promoters, members, debenture holders:**
 - The total number of promoter's and promoter group of the company as per shareholding pattern filed with stock exchanges (NSE & BSE) as per SEBI (LODR) Regulations, 2015 is 13 but as on 31st March, 2022 only 10 out of 13 promoter & Promoter Group are holding shares, i.e 3 persons are in classified in promoter & Promoter group but not holding the shares.
 - The total number of members other than promoters are 37,410 after consolidation of their PAN's.

2. This is with reference to point no **VIII (B) (I) : " Details of directors and Key managerial personnel as on the closure of financial year"** of the MGT-7 for the Financial year 2021-22, the Board of Directors of the Company appointed Dr. M Smabasiva Rao, President of the Company as a Key Managerial Personnel as per the Accounting Standard. While filling the form MGT-7, there is no radio button for designation of President under the above mentioned point no, therefore we are selecting the radio button of CEO being no other option available. We once again reiterate that he is in whole time employee of the Company having president designation and classified as KMP of the Company.

3. This is with reference to point no **IX-C: "COMMITTEE MEETINGS"** of the MGT-7 for the Financial year 2021-22, as the said point is not able to capture the total details of the committee along-with the attendance of the Chairperson/Members, we are hereby attaching the following full details of all the Committees of the Board of Directors of the Company for the FY 2021-22 for your reference.

CONSTITUTION OF COMMITTEES OF HERITAGE FOODS LIMITED DURING FY 2021-22 & ATTENDANCE OF MEMBERS

Attended - ✓

Not Attended - ✗

AUDIT COMMITTEE : 5 meetings held during FY 2021-22						
S.no	Date of Meeting	Name of Directors				
		N Sri Vishnuraju (DIN; 00025063)	V Nagaraja Naidu (DIN; 00003730)	Rajesh Thakur Ahuja (DIN; 00371406)	Aparna Surabhi (DIN; 01641633)	M P Vijay Kumar* (DIN; 05170323)
1	May 19, 2021	✓	✓	✓	✓	NA
2	July 28, 2021	✓	✓	✓	✓	NA
3	October 21, 2021	✓	✓	✓	✓	NA
4	January 21, 2022	✓	✓	✓	✓	NA
5	March 25, 2022	✗	✓	✓	✓	✓

* Mr. M P Vijay Kumar was appointed as a member in Audit Committee on 21.01.2022

STAKEHOLDER RELATIONSHIP COMMITTEE : 4 meetings held during FY 2021-22					
S.no	Date of Meeting	Name of Directors			
		V Nagaraja Naidu (DIN; 00003730)	N Sri Vishnuraju (DIN; 00025063)	N Bhuvaneswari (DIN; 00003741)	Rajesh Thakur Ahuja (DIN; 00371406)
1	May 19, 2021	✓	✓	✓	✓
2	July 28, 2021	✓	✓	✓	✓
3	October 21, 2021	✓	✓	✓	✓
4	January 21, 2022	✓	✓	✓	✓

NOMINATION AND REMUNERATION COMMITTEE : 4 meetings held during FY 2021-22					
S.no	Date of Meeting	Name of Directors			
		N Sri Vishnuraju (DIN; 00025063)	Rajesh Thakur Ahuja (DIN; 00371406)	Aparna Surabhi (DIN; 01641633)	M P Vijay Kumar* (DIN; 05170323)
1	May 19, 2021	✓	✓	✓	NA
2	July 28, 2021	✓	✓	✓	NA
3	October 21, 2021	✓	✓	✓	NA
4	March 25, 2022	✗	✓	✓	✓

* Mr. M P Vijay Kumar was appointed as a member in Nomination and Remuneration Committee on 21.01.2022

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE : 3 Meeting held during FY 2021-22				
S.no	Date of Meeting	Name of Directors		
		N Bhuvaneswari (DIN; 00003741)	N Sri Vishnuraju (DIN; 00025063)	Rajesh Thakur Ahuja (DIN; 00371406)
1	May 19, 2021	✓	✓	✓
2	October 21, 2021	✓	✓	✓
3	March 25, 2022	✓	✗	✓

RISK MANAGEMENT COMMITTEE : 2 Meeting held during FY 2021-22					
S.no	Date of Meeting	Name of Directors			
		Rajesh Thakur Ahuja (DIN; 00371406)	N Sri Vishnuraju (DIN; 00025063)	N Bhuvaneswari (DIN; 00003741)	Aparna Surabhi (DIN; 01641633)
1	October 21, 2021	✓	✓	✓	✓
2	March 25, 2022	✓	✗	✓	✓

MANAGEMENT COMMITTEE : 7 Meetings held during FY 2021-22					
S.no	Date of Meeting	Name of Directors			
		N Sri Vishnuraju (DIN; 00025063)	N Bhuvanewari (DIN; 00003741)	Aparna Surabhi (DIN; 01641633)	M P Vijay Kumar* (DIN; 05170323)
1	April 19, 2021	✓	✓	✓	NA
2	June 21, 2021	✓	✓	✓	NA
3	August 24, 2021	✓	✓	✓	NA
4	September 27, 2022	✓	✓	✓	NA
5	November 24, 2022	✓	✓	✓	NA
6	December 22, 2021	✓	✓	✓	NA
7	February 23, 2022	✓	✓	✓	✓

*Mr. M P Vijay Kumar was appointed as a member in Management Committee on 21.01.2022

4. This is with reference to point no. X Remuneration of Directors And Key Managerial Personnel:

Smt. N Bhuvanewari, Vice Chairperson & Managing Director and Smt. N Brahmani, Executive Director of the Company are entitled for a monthly remuneration, Perks Perquisites & Allowances and Performance/Annual pay as approved by shareholders at their meeting held on 30th August, 2019. In the point no. X there is no radio button to select Perks Perquisites & Allowances and Performance/Annual pay therefore we have chosen others in the table provided in point no. X.

- 5.** This is to inform that the e-form MGT-7 – Annual Return and MGT-8 - Certification by a Company Secretary in Practice as referred above, as uploaded on the website of the company in compliance with the provisions of section 92(3) and section 134(3)(a) of the Companies Act, 2013 are in draft mode. However the said Draft copies shall be replaced with the final MGT-7 –Annual Return and MGT-8 - Certification by a Company Secretary in Practice after the Annual General Meeting of the company to be held on 29 July, 2022.

For **HERITAGE FOODS LIMITED**

Sd/-

UMAKANTA BARIK

COMPANY SECRETARY & COMPLIANCE OFFICER

M. NO: FCS 6317