



Ref: SECT: STOC: 85-23

10th August, 2023

To
The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

To
The Manager,
Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, C-1, G Block, Bandra-Kurla
Complex, Bandra (East), Mumbai - 400 051

Scrip Code: 519552

Scrip Code: HERITGFOOD

Dear Sir/Madam,

Sub: Corrigendum to the Notice of the 31st Annual General Meeting

In reference to our letter SECT: STOC: 73-23 dated 25.07.2023 regarding submission of the electronic copy of Notice of the 31st Annual General Meeting ("31st AGM") of the Company along with the Annual Report for the FY 2022-23 and despatch of the same to the members, whose email address were registered with the Company/ Depository Participants, this is to inform you that in the Special Business set out at Item No. 4 of the Notice as well as in the Explanatory Statement of the 31st AGM (Item No. 4), due to an inadvertent typographical error noticed subsequent to the circulation, 'an Ordinary Resolution' should be read as 'a Special Resolution' and accordingly the opening sentence at Item No. 4 should be read as "4. To consider and if thought fit, to pass with or without modification(s) the following resolution as SPECIAL RESOLUTION". All other content of the 31st AGM notice remains the same as before.

Accordingly, all shareholders are requested to take note of the same and consider passing of resolutions under special business at Item No. 4 of the 31st AGM Notice as Special Resolution instead of Ordinary Resolution.

We also enclose the rectified Notice of 31st AGM for your record. This corrigendum and rectified Notice of the 31st AGM has also been uploaded on the website of the Company at www.heritagefoods.in.

Kindly take the same on record and display the same on the website of your exchange.

Thanks & Regards
For **HERITAGE FOODS LIMITED**

UMAKANTA BARIK
Company Secretary & Compliance Officer
M. No:FCS-6317

Encl: a/a

About the Company:

Heritage Foods founded in the year 1992 is one of the fastest growing Private Sector Enterprises in India, with two business divisions viz., Dairy and Renewable Energy under its flagship company Heritage Foods Limited and Cattle feed business through its subsidiary, Heritage Nutrivet Limited (HNL). Presently Heritage's milk and milk products have market presence in Andhra Pradesh, Telangana, Karnataka, Kerala, Tamil Nadu, Maharashtra, Odisha, NCR Delhi, Haryana, Uttar Pradesh and Uttarakhand. It has total renewable energy generation capacity of 10.50 MW from both Solar and Wind for captive consumption of its dairy factories.



HERITAGE FOODS LIMITED

CIN : L15209TG1992PLC014332

AN ISO: 22000 CERTIFIED COMPANY

Regd. Off : H.No. 8-2-293/82/A/1286 , Plot No. 1286, Road No. 1 & 65, Jubilee Hills, Hyderabad - 500033, Telangana, INDIA.
Tel. : +91-40-23391221, 23391222, Fax: 23326789, 23318090 Email : hfl@heritagefoods.in, Website : www.heritagefoods.in



Notice to Members

NOTICE is hereby given that the 31st Annual General Meeting (AGM) of the members of **HERITAGE FOODS LIMITED** will be held on **Tuesday, August 22, 2023 at 10:00 a.m. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM")** to transact the businesses mentioned below.

The venue of the meeting shall be deemed to be the Registered Office of the Company.

ORDINARY BUSINESS:

1. To receive, consider and adopt:

The Audited Standalone & Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, the Reports of the Board of Directors and Auditors' thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors' thereon, as circulated to the members be and are hereby considered and adopted."

2. Declaration of Dividend:

To declare final dividend on equity shares at the rate of 50% i.e. ₹ 2.50/- per equity share of face value of ₹5/- (Five Rupees) each for the Financial Year ended March 31, 2023 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT a final dividend at the rate of 50% i.e. ₹ 2.50/- per equity share of face value of ₹ 5/- each fully paid-up Equity Shares of the Company, as recommended by the Board of Directors be and is hereby approved for the financial year ended March 31, 2023."

3. Re-appointment of Director Retiring by Rotation

To appoint a Director in place of Mrs. N Brahmani (DIN: 02338940), who retires by rotation and being eligible, offers herself for re-appointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 152 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 Mrs. N Brahmani (DIN: 02338940), who retires by rotation at this meeting and being eligible, offers herself for reappointment, be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS:

4. To appoint Mr. Angara Venkata Girija Kumar (DIN: 02921377) as a Non-Executive Independent Director of the company

To consider and if thought fit, to pass with or without modification(s) the following resolution as SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014("Rules") including any statutory modification(s) or re-enactment thereof for the time being in force and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, Mr. Angara Venkata Girija Kumar (DIN: 02921377), who was appointed as an Additional Director in the category of Non-Executive Independent Director of the company w.e.f. June 01, 2023, by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee, pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and being eligible for appointment has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act read with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received notice in writing under Section 160(1) of the Act, from a member proposing his candidature for the office of an Independent Director, be and is hereby appointed as a Non- Executive Independent Director of the Company, to hold office for a term of 5 (five) consecutive years with effect from June 01, 2023 to May 31, 2028 and not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution and matters incidental consequential and connected therewith and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

5. Approval of request received from Mrs. Durga Ramakrishna N P, Person belonging to the Promoter Group for reclassification from "Promoter Group" category to "Public" category.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), and subject to approval from the BSE Limited, National Stock Exchange of India Limited (herein after referred to as stock exchanges) and such other Statutory Authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), the consent of the members be and is hereby accorded to reclassify Mrs. Durga Ramakrishna N P, W/o Mr. N.P. Ramakrishna R/o 20 19 Naidu Buildings, Chittoor – 517001 (A.P.) holding 71,590 no of equity shares (0.08% of the total shareholding of the Company) from “Promoter Group” shareholder category to “Public” shareholder category.

RESOLVED FURTHER THAT in supersession of any provision, the applicant’s special rights, if any, with respect to the Company through formal or informal arrangements including through any shareholders agreements, if any, stand withdrawn/terminated and be null and void, with immediate effect.

RESOLVED FURTHER THAT the above applicant confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of Listing Regulations have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions mentioned in Regulation 31A of Listing Regulations post reclassification from “Promoter Group” to “Public”.

RESOLVED FURTHER THAT on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned applicant, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of Listing Regulations and in compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.

RESOLVED FURTHER THAT the Directors and the Company Secretary and Compliance officer of the Company, be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/filings to stock exchange(s), seeking approvals from the BSE Limited, the National Stock Exchange of India Limited (as applicable), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolutions.”

6. Approval of request received from Mrs. Neelima N P, Person belonging to the Promoter Group for reclassification from “Promoter Group” category to “Public” category.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), and subject to approval from the BSE Limited, National Stock Exchange of India Limited (herein after referred to as stock exchanges) and such other Statutory Authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), the consent of the members be and is hereby accorded to reclassify Mrs. Neelima N P, D/o Mr. N.P. Ramakrishna R/o 20 19 Naidu Buildings, Chittoor – 517001 (A.P.) holding 64,950 no. of equity shares (0.07% of the total shareholding of the Company) from “Promoter Group” shareholder category to “Public” shareholder category.

RESOLVED FURTHER THAT in supersession of any provision, the applicant’s special rights, if any, with respect to the Company through formal or informal arrangements including through any shareholders agreements, if any, stand withdrawn/terminated and be null and void, with immediate effect.

RESOLVED FURTHER THAT the above applicant confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of Listing Regulations have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions mentioned in Regulation 31A of Listing Regulations post reclassification from “Promoter Group” to “Public”.

RESOLVED FURTHER THAT on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned applicant, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of Listing Regulations and in compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.

RESOLVED FURTHER THAT the Directors and the Company Secretary and Compliance officer of the Company, be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things including but

not limited to making intimation/filings to stock exchange(s), seeking approvals from the BSE Limited, the National Stock Exchange of India Limited (as applicable), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolutions”.

7. Approval of request received from Mr. N P Ramakrishna, Person belonging to the Promoter Group for reclassification from “Promoter Group” category to “Public” category.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), and subject to approval from the BSE Limited, National Stock Exchange of India Limited (herein after referred to as stock exchanges) and such other Statutory Authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), the consent of the members be and is hereby accorded to reclassify Mr. N P Ramakrishna, S/o late Mr. V N Nalagampalli R/o 20 19 Naidu Buildings, Chittoor – 517001 (A.P.) holding 1,16,971 no of equity shares (0.13% of the total shareholding of the Company) from “Promoter Group” shareholder category to “Public” shareholder category.

RESOLVED FURTHER THAT in supersession of any provision, the applicant’s special rights, if any, with respect to the Company through formal or informal arrangements including through any shareholders agreements, if any, stand withdrawn/terminated and be null and void, with immediate effect.

RESOLVED FURTHER THAT the above applicant confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of Listing Regulations have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions mentioned in Regulation 31A of Listing Regulations post reclassification from “Promoter Group” to “Public”.

RESOLVED FURTHER THAT on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned applicant, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31

of Listing Regulations and in compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.

RESOLVED FURTHER THAT the Directors and the Company Secretary and compliance officer of the Company, be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/filings to stock exchange(s), seeking approvals from the BSE Limited, the National Stock Exchange of India Limited (as applicable), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolutions”.

8. Approval of request received from Mrs. Kathya N P, Person belonging to the Promoter Group for reclassification from “Promoter Group” category to “Public” category.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), and subject to approval from the BSE Limited, National Stock Exchange of India Limited (herein after referred to as stock exchanges) and such other Statutory Authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), the consent of the members be and is hereby accorded to reclassify Mrs. Kathya N P, D/o Mr. N.P. Ramakrishna R/o 20 19 Naidu Buildings, Chittoor – 517001 (A.P.) holding NIL equity shares from “Promoter Group” shareholder category to “Public” shareholder category.

RESOLVED FURTHER THAT in supersession of any provision, the applicant’s special rights, if any, with respect to the Company through formal or informal arrangements including through any shareholders agreements, if any, stand withdrawn/terminated and be null and void, with immediate effect.

RESOLVED FURTHER THAT the above applicant confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of Listing Regulations have been complied with and also confirmed that at all times from the date of such reclassification, shall

continue to comply with conditions mentioned in Regulation 31A of Listing Regulations post reclassification from "Promoter Group" to "Public".

RESOLVED FURTHER THAT on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned applicant, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of Listing Regulations and in compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.

RESOLVED FURTHER THAT the Directors and the Company Secretary and compliance officer of the Company, be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/filings to stock exchange(s), seeking approvals from BSE Limited, the National Stock Exchange of India Limited (as applicable), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolutions."

9. Approval of request received from Mr. Sivasankara Prasad Alapati, Person belonging to the Promoter Group for reclassification from "Promoter Group" category to "Public" category

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), and subject to approval from the BSE Limited, National Stock Exchange of India Limited (herein after referred to as stock exchanges) and such other Statutory Authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), the consent of the members be and is hereby accorded to reclassify Mr. Sivasankara Prasad Alapati, S/o Mr. Apparao R/o 10-3-327 VN Colony Near Ganesh Temple Vijaya Nagar Hyderabad 500057 holding NIL equity shares from "Promoter Group" shareholder category to "Public" shareholder category.

RESOLVED FURTHER THAT in supersession of any provision, the applicant's special rights, if any, with respect to the Company through formal or informal arrangements including through any shareholders agreements, if any, stand withdrawn/terminated and be null and void, with immediate effect.

RESOLVED FURTHER THAT the above applicant confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of Listing Regulations have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions mentioned in Regulation 31A of Listing Regulations post reclassification from "Promoter Group" to "Public".

RESOLVED FURTHER THAT on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned applicant, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of Listing Regulations and in compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.

RESOLVED FURTHER THAT the Directors and the Company Secretary and compliance officer of the Company, be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/filings to stock exchange(s), seeking approvals from BSE Limited, the National Stock Exchange of India Limited (as applicable), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolutions."

By Order of the Board of Directors

Umakanta Barik

Company Secretary & Compliance Officer

Place : Hyderabad

Date: 25th May, 2023

M. No: FCS-6317

eCSIN: EF006317A000002335

Notes

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 5, 2022 and 10/2022 dated December 28, 2022 (Collectively referred to as "MCA Circulars") and SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated January 5, 2023, permitted to convene the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. In accordance with the MCA Circulars read with SEBI Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company at # H.No.8-2-293/82/A/1286, Plot No: 1286, Road No. 1 & 65, Jubilee Hills, Hyderabad, Telangana, 500033, India.
2. In compliance with the above MCA Circulars and SEBI Circular, Notice of the 31st AGM along with the 31st Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and 31st Annual Report 2022-23 will also be available on website of the Company (www.heritagefoods.in), websites of the stock exchanges, BSE Limited (www.bseindia.com), National Stock Exchange of India Limited (www.nseindia.com) and on the website of NSDL at www.evoting.nsdl.com.
3. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') setting out material facts concerning the business with respect to Item No. 4 to 9 forms part of this Notice.
4. GENERALLY, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE, THIS AGM IS BEING HELD THROUGH VC / OAVM IN PURSUANT TO THE MCA CIRCULARS, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS SHALL NOT BE AVAILABLE FOR THE AGM AND HENCE, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED HERETO.
5. Since, the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. In terms of the provisions of Section 152 of the Companies Act, 2013 and rules made thereunder, Mrs. N Brahmani (DIN: 02338940), Executive Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment. The Board of Directors of the Company recommend her re-appointment.

The above proposed retirement by rotation if re-elected shall not alter any terms and conditions with regard to remuneration, tenure of appointment and such other terms and conditions relating to her appointment as an Executive Director of the company for a term of five year (w.e.f. 01.04.2019) as approved by the Members of the Company by way of postal Ballot and remote e-voting, the results of which were declared on March 12, 2019.
7. Pursuant to Regulations 36(3) of SEBI Listing Obligation and Disclosure Requirements) Regulations, 2015, Section 152 of the Companies Act, 2013 and Secretarial Standards on General Meetings (SS- 2), details in respect of Director seeking appointment/reappointment of Directorship at 31st AGM of the Company to be held on Tuesday, August 22, 2023 is provided in Annexure-1 of this Notice.
8. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI Listing Regulations, SS-2 (Secretarial Standard on General Meeting) issued by the Institute of Company Secretaries of India ("ICSI") and the provisions of the MCA Circulars and SEBI Circular, and any amendments thereto, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the AGM and facility for those Members participating in the AGM to cast their vote through Remote e-Voting. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL), Trade World - A Wing, Kamala Mills Compound, Lower Parel, Mumbai - 400013 for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-Voting system as well as remote

e-Voting during the AGM will be provided by NSDL. In terms of the MCA & SEBI Circulars, voting can be done only by Remote E-voting/E-voting. The Members are advised to use the E-voting procedure, as provided in the Notice.

9. (a) The Company has notified closure of Register of Members and Share Transfer Books from Wednesday, August 16, 2023 to Tuesday, August 22, 2023 (both days inclusive) for determining the names of member(s) eligible for dividend on Equity Shares, if declared at the Meeting.
- (b) The dividend on equity shares, if approved at the Meeting, shall be paid/credited in the respective bank account of the members of the company on Tuesday, August 29, 2023. The dispatch of dividend warrants/ demand drafts will be completed on same day.
10. Members may avail facility of nomination in terms of Section 72 of the Companies Act, 2013, by nominating any person to whom their shares in the Company shall vest in the event of their death.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

11. As per the MCA Circulars and SEBI Circular the notice of the AGM along with the 31st Annual Report for the FY 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories unless any member has requested for a physical copy of the same. Members may note that the Notice and 31st Annual Report for the FY 2022-23 will also be available on the Company's website i.e. www.heritagefoods.in, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com.
12. For receiving all communication (including 31st Annual Report for FY 2022-23) from the Company electronically.
- a) Members holding shares in physical mode and who have not registered/ updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number(s) and attaching a self-attested copy of PAN card at hfl@heritagefoods.in or to M/s KFin Technologies Limited (KFinTech) at einward.ris@kfintech.com.
- b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant (DP).

INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:

13. PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

- i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by listed entities, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-Voting system as well as e-Voting during the AGM will be provided by NSDL.
- ii. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of **Monday, August 14, 2023** may cast their vote by remote e-Voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting before the AGM as well as e-Voting during the AGM.

Any member(s) holding shares in physical form or non-individual member who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. **Monday, August 14, 2023** may obtain the User ID and Password by sending a request at evoting@nsdl.co.in However, if a person is already registered with NSDL for remote e-Voting then the Members can use their existing User ID and password for casting the vote.

In case of Individual Shareholder holding securities in dematerialized mode and who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holds shares in demat mode as on the cut-off date may follow the steps mentioned under **'Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode.'**

- iii. The remote e-Voting period commences on **Saturday, August 19, 2023 at 9.00 a.m. (IST) and ends on Monday, August 21, 2023 at 5.00 p.m. (IST)**. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members shall be in proportion to their share of the paid-up equity Share Capital of the Company as on the cut-off date i.e. **Monday, August 14, 2023**.
- iv. Members shall be provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not cast their vote on the resolution(s) by remote e-Voting, will be eligible to exercise their right to vote on such resolution(s) upon announcement by the Chairperson. Members who have cast their vote on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM. The e-Voting module on the day of the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

14. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM AND REMOTE E-VOTING (BEFORE AND DURING THE AGM) ARE AS UNDER:

- i. Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by following the steps mentioned under 'Access NSDL e-Voting system'. After successful login, Member(s) can click on link of 'VC/OAVM' placed under 'Join Meeting' menu against Company name. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the Company will be displayed. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID/Password may retrieve the same by following the process as mentioned in paragraph

titled "The instructions for remote e-Voting before/ during the AGM" in the Notice to avoid last minute rush.

- ii. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at hfl@heritagefoods.in between August 17, 2023 (9:00 a.m. IST) to August 19, 2023 (5:00 p.m. IST). The Company reserves the right to restrict the number of questions and speakers depending on the availability of time for the AGM. Further, the sequence in which the shareholders will be called upon to speak will be solely determined by the Company.
- iii. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 022 - 4886 7000.

15. THE INSTRUCTIONS FOR REMOTE E-VOTING BEFORE/ DURING THE AGM

The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Access NSDL e-Voting system

Step 2: Cast your vote electronically and join Meeting on NSDL e-Voting system.

Details on Step 1 are mentioned below:

A. Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode

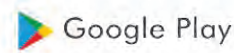
In pursuance of SEBI circular no.SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, e-Voting facility is being provided to all the demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/Depository Participants.

Shareholders are advised to update their mobile number and e-mail-id in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p data-bbox="420 265 675 294">A. NSDL IDeAS facility</p> <p data-bbox="464 308 997 337">If you are already registered, follow the below steps:</p> <ol data-bbox="464 352 1471 747" style="list-style-type: none"> <li data-bbox="464 352 1471 416">1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a personal computer or on a mobile. <li data-bbox="464 430 1471 495">2. Once the home page of e-Services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. <li data-bbox="464 509 1471 573">3. A new screen will open. You will need to enter your User ID and Password. After successful authentication, you will be able to see e-voting services under Value Added Services section. <li data-bbox="464 588 1471 652">4. Click on 'Access to e-voting' appearing on the left-hand side under e-voting services and you will be able to see e-voting page. <li data-bbox="464 667 1471 747">5. Click on options available against Company name or e-voting service provider – NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting & e-voting during the meeting. <p data-bbox="420 762 956 791">If you are not registered, follow the below steps:</p> <ol data-bbox="420 806 1471 955" style="list-style-type: none"> <li data-bbox="420 806 1065 835">a. Option to register is available at https://eservices.nsd.com <li data-bbox="420 849 1471 913">b. Select 'Register Online for IDeAS' Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="420 928 854 957">c. Please follow steps given in points 1-5 <p data-bbox="420 961 734 990">B. e-voting website of NSDL</p> <ol data-bbox="420 1004 1471 1425" style="list-style-type: none"> <li data-bbox="420 1004 1471 1069">1. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a personal computer or on a mobile phone. <li data-bbox="420 1083 1471 1147">2. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/ Member' section. <li data-bbox="420 1162 1471 1226">3. A new screen will open. You will need to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. <li data-bbox="420 1241 1471 1359">4. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against Company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & e-voting during the meeting. <li data-bbox="420 1373 1471 1425">5. Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.
Individual Shareholders holding securities in demat mode with CDSL	<ol data-bbox="420 1435 1471 1879" style="list-style-type: none"> <li data-bbox="420 1435 1471 1554">1. Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. <li data-bbox="420 1568 1471 1632">2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. <li data-bbox="420 1647 1471 1711">3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration <li data-bbox="420 1725 1471 1879">4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and e-voting during the meeting.

NSDL Mobile App is available on



Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at respective website.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depositories i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

B. Login Method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.
- Details on Step 2 are mentioned below:**
- A. **How to cast your vote electronically on NSDL e-Voting system and join General Meeting on NSDL e-Voting system?**
 1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/ OAVM" link placed under "Join General Meeting".
 3. Now you are ready for e-Voting as the Voting page opens.
 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 5. Upon confirmation, the message "Vote cast successfully" will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
 - B. **The instructions for e-Voting during the AGM are as under:**
 1. The procedure for remote e-Voting during the AGM is same as the instructions mentioned above for remote e-Voting since the Meeting is being held through VC/ OAVM.
 2. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote on such resolution(s) through e-Voting system at the AGM.

C. General Guidelines for Shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to savitajyotiassociates05@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no: 022 - 4886 7000 and 022 - 2499 7000 or send a request to evoting@nsdl.co.in.

D. Other Instructions:

1. The Board of Directors has appointed Mrs. Savita Jyoti, Partner, M/s. Savita Jyoti Associates, Practicing Company Secretary (CP No: 1796, M.No.3738) as the Scrutinizer to scrutinise the remote e-Voting process as well as e-voting during the AGM in a fair and transparent manner.

The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast prior to the AGM) and make consolidated Scrutiniser's Report and submit the same to the Chairperson.

The result of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutiniser's Report will be placed on the website of the Company at www.heritagefoods.in and on the website of NSDL www.evoting.nsdl.com. The result will simultaneously be communicated to the stock exchanges where the shares of the company are listed.

16. PROCEDURE FOR INSPECTION OF DOCUMENTS:

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM

17. DIVIDEND RELATED INFORMATION

- i). The Board of Directors recommended a final dividend on equity shares at the rate of 50% i.e. ₹ 2.50/- per Equity Share of face value of ₹ 5/- each for the Financial Year ended on March 31, 2023, subject to approval of the Members at the AGM, the dividend will be paid on Tuesday, August 29, 2023, to the Members whose names appear on the Company's Register of Members as on the Record Date and in respect of the shares held in dematerialised mode, to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date. The dispatch of dividend warrants/demand drafts will be completed on same day.
- ii). The Company has notified closure of Register of Members and Share Transfer Books from **Wednesday, August 16, 2023 to Tuesday, August 22, 2023** (both days inclusive) for determining the names of member(s) eligible for dividend on Equity Shares, if declared at the Meeting.
- iii). As per relevant Circulars, payment of dividend shall be made through electronic mode to the members who have updated their bank account details. Dividend warrants / demand drafts will be dispatched to the registered address of the members who have not updated their bank account details. To avoid delay in receiving dividend, members are requested to update their bank account details with their Depository Participants in case securities are held in demat mode and members holding securities in physical form should send a request for updating their bank details to the Company's Registrar & Share Transfer Agents.
- iv). Payment of Dividend shall be subject to deduction of tax at source (TDS) at applicable rates as notified by the Government of India.

- v). Members are requested to notify immediately any change of address and other relevant correspondence including NECS/ECS/NEFT/RTGS details and submission of Permanent Account Number (PAN)
- a. to their Depository Participants (DPs) in respect of their electronic share accounts; and
 - b. to the Company at its registered office or the Registrar & Transfer Agent, M/s KFin Technologies Limited (Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032) in respect of their physical shares, if any, quoting their folio number, Banker's name and account number to ensure prompt and safe receipt of dividend warrants
- vi). Manner of registering mandate for receiving Dividend:
- a) with their Depository Participant(s) with whom they maintain their demat accounts if shares are held in dematerialised mode by submitting the requisite documents, and
 - b) with the Company/KFinTech by clicking on <https://ris.kfintech.com/form15> or by emailing at hfl@heritagefoods.in or einward.ris@kfintech.com, if shares are held in physical mode, by submitting scanned copy of the (i) signed request letter which shall contain member's name, folio number, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details), (ii) self-attested copy of the PAN card and (iii) cancelled cheque leaf. In case shares are held in dematerialised mode, details in a form prescribed by your Depository Participant may also be required to be furnished.
 - vii. Pursuant to the amendments introduced by the Finance Act, 2020 the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its members w.e.f. April 01, 2020. No tax will be deducted on payment of dividend to the resident individual members if the total dividend paid does not exceed ₹5,000/-, The withholding tax rate would vary depending on the residential status of the member and documents registered with the Company as follows

A. RESIDENT MEMBERS:

A.1 Tax Deductible at Source for Resident Members

SI No	Particulars	Withholding tax rate	Documents required (if any)
1	Valid PAN updated in the Company's Register of Members	10%	No document required (if no exemption is sought)
2	No PAN/Valid PAN not updated in the Company's Register of Members	20%	No document required (if no exemption is sought)
3	Availability of lower/nil tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961	Rate specified in the certificate	Lower tax deduction certificate obtained from Income Tax Authority

A.2 No Tax Deductible at Source on dividend payment to resident members if the Members submit and register following documents as mentioned below table with the Company/Kfintech

SI No	Particulars	Withholding tax rate	Documents required (if any)
1	Submission of form 15G/15H	Nil	Declaration in Form No. 15G (applicable to any person other than a company or a firm) / Form 15H (applicable to an Individual who is 60 years and above), fulfilling certain conditions
2	Members to whom section 194 of the Income Tax, 1961 does not apply such as LIC, GIC, etc.	Nil	Documentary evidence that the said provisions are not applicable
3	Member covered u/s 196 of Income Tax Act, 1961 such as Government, RBI, corporations established by Central Act & mutual funds	Nil	Documentary evidence for coverage u/s 196 of Income Tax Act, 1961
4	Category I and II Alternative investment Fund	Nil	SEBI registration certificate to claim benefit under section 197A(1F) of Income Tax Act, 1961
5	<ul style="list-style-type: none"> ▪ Recognised provident funds ▪ Approved superannuation fund ▪ Approved gratuity fund 	Nil	Necessary documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes (CBDT)
6	National Pension Scheme	Nil	No TDS as per section 197A (1E) of Income Tax Act, 1961

B. NON-RESIDENT MEMBERS:

Withholding tax on dividend payment to non-resident members if the non-resident members submit and register following document as mentioned in the below table with the Company / RTA.

SI No	Particulars	Withholding tax rate	Documents required (if any)
1	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess)	FPI registration number / certificate
2	Other Non-resident members	20% (plus applicable surcharge and cess) or tax treaty rate whichever is beneficial	To avail beneficial rate of tax treaty following tax documents would be required: <ol style="list-style-type: none"> Tax Residency certificate issued by revenue authority of country of residence of member for the year in which dividend is received PAN Form 10F filled & duly signed Self-declaration for non-existence of permanent establishment/ fixed base in India (Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non- Resident member and review to the satisfaction of the Company)
3	Indian Branch of a Foreign Bank	NIL	Lower tax deduction certificate u/s 195(3) obtained from Income Tax Authority Self-declaration confirming that the income is received on its own account and not on behalf of the Foreign Bank
4	Availability of Lower/NIL tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961	Rate specified in certificate	Lower tax deduction certificate obtained from Income Tax Authority

Notes:

- The Company will issue soft copy of the TDS certificate to its members through email registered with the Company / Kfintech post payment of the dividend. Members will be able to download the TDS certificate from the Income Tax Department's website <https://incometaxindiaefiling.gov.in> (refer to Form 26AS).
- The aforesaid documents such as Form 15G/ 15H, documents under section 196, 197A, FPI Registration Certificate, Tax Residency Certificate, Lower Tax certificate etc. can be uploaded on the link <https://ris.kfintech.com/form15/> on or before July 31, 2023 to enable the Company to determine the appropriate TDS / withholding tax rate applicable. Any communication on the tax determination/deduction received post July 31, 2023 shall not be considered.
- Application of TDS rate is subject to necessary verification by the Company of the member details as available in Register of Members as on the Record Date and other documents available with the Company / RTA.
- In case TDS is deducted at a higher rate, an option is still available with the member to file the return of income and claim an appropriate refund.
- In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Member(s), such Member(s) will be responsible to indemnify the Company and also provide the Company with all information/ documents and co-operation in any appellate proceedings.
- This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Members should consult their tax advisors for requisite action to be taken by them.

18. IEPF RELATED INFORMATION:

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules as amended from time to time, the Company has uploaded the details of unclaimed/ unpaid amounts lying with the Company as on July 29, 2022 (date of the last AGM) on the website of the Company (www.heritagefoods.in) and also on the website of the Ministry of Corporate Affairs, the information in respect of such unclaimed/ unpaid dividend and the last date for claiming the same are given below:

Financial year ended	Date of Declaration of Dividend	Last date for claiming unpaid Dividend	Unclaimed/Unpaid Dividend as on March 31, 2023	
			Amount outstanding (₹ in Rupees)	No. of Shares
2015-16	19-08-2016	24-09-2023	17,10,513.00	5,70,171
2016-17	23-08-2017	27-09-2024	28,67,052.00	7,16,763
2017-18	30-08-2018	04-10-2025	14,62,160.00	7,31,080
2018-19	30-08-2019	04-10-2026	14,29,428.00	7,14,714
2019-20	28-08-2020	03-10-2027	16,39,023.50	5,00,471
2020-21	30-07-2021	03-09-2028	23,91,907.00	5,52,238
2021-22	21-10-2021 (1 st Interim Dividend)	25-11-2028	12,86,029.50	6,06,885
2021-22	29-07-2022(Final Dividend)	02-09-2029	13,92,800.50	6,33,571

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 Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time the unclaimed/unpaid dividend amount of 20,30,496 /- (Twenty Lakh Thirty Thousand Four Hundred Ninety Six Only) for the year 2014-15 was transferred to the Investor Education and Protection Fund during the financial year 2022-23.

Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, all shares on which dividend has not been claimed/paid for seven consecutive years or more shall be transferred to IEPF Authority.

In compliance with the provisions of Section 124 of the Companies Act, 2013, the Company has transferred 676 equity shares belongs to 9 members of the company to Investor Education and Protection fund Authority (IEPF) on November 16, 2022 of those members 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 Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time the unclaimed/unpaid dividend and the shares thereof pertaining for the financial year 2015-16 shall be transferred to the Investor Education and Protection Fund during the financial year 2023-24. The members who have not claimed their dividend are requested to claim it as the earliest possible.

Details of shares so far transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: [https:// www.heritagefoods.in/iepf](https://www.heritagefoods.in/iepf).

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares

in physical form should submit their PAN to the Registrar/ Company.

In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), securities of listed companies can only be transferred in dematerialised form with effect from April 1, 2019, except in case of transmission or transposition of securities. In view of the above, Members are advised to dematerialise shares held by them in physical form.

19. OTHER INFORMATION

- i). Members holding shares in physical mode are:
 - a. required to submit their Permanent Account Number (PAN) and bank account details to the Company /KFinTech at <https://karisma.kfintech.com/> members, if not registered with the Company/ KFinTech, as mandated by SEBI by writing to the Company at hfl@heritagefoods.in or to KFinTech at einward.ris@kfintech.com along with the details of folio no., self- attested copy of PAN card, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details) and cancelled cheque.
 - b. advised to register nomination in respect of their shareholding in the Company.
- ii). Members holding shares in electronic mode are:
 - a) requested to submit their PAN and bank account details to their respective Depository Participants ("DPs") with whom they are maintaining their demat accounts.
 - b) advised to contact their respective DPs for registering nomination.
- iii). Non-Resident Indian members are requested to inform KFinTech / respective DPs, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

- iv). Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents i.e. KFin Technologies Limited cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the member(s).
- v). Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / RTA.
- vi). Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Those members, who desire to receive notice / documents through e-mail, are requested to communicate their e-mail ID and changes thereto from time to time to his/ her Depository Participant / the Company's Registrar & Share Transfer Agent as the case may be. Members who have not registered their e-mail address either with the Company or with the Depository are requested to register as soon as possible
- vii). The members may note that pursuant to the Section 20 of the Companies Act, 2013 and on the approval of members in their meeting held on August 19, 2016 the Board of Directors have fixed a fee of ₹10 per page single sided excluding postage and courier charges for servicing of documents by post or by registered post or by speed post or by courier or by electronic or mode as requested by any member of the Company.
- viii). Members are requested to follow the process detailed below and intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

Type of holder	Process to be followed
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to einward.ris@kfinetech.com or by post to Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032.
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode Form ISR-1
	Update of signature of securities holder Form ISR-2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014 Form SH-13
	Declaration to opt out Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form Form ISR-4
	The forms for updating the above details are available at https://www.heritagefoods.in/static/images/pdf/investor-communication.pdf
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.

- ix). Members may also note that the 31st Annual Report for the financial year 2022-23 will also be available on the Company's website www.heritagefoods.in. For any communication, the members may also send requests to the Company's investor email id: umakanta@heritagefoods.in.

By Order of the Board of Directors

Place : Hyderabad
Date: May 25, 2023

UMAKANTA BARIK
Company Secretary & Compliance Officer
M. No: FCS-6317

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

The following explanatory Statement sets out all the material facts relating to the Special Business mentioned in Item No. 4 to 9 of the Notice of 31st AGM dated May 25, 2023:

Item No: 4

With a view to broad base the Board with respect to composition of Board of Directors of the Company, the Board at its Meeting held on May 25, 2023, on the recommendations of the Nomination and Remuneration Committee, inducted Mr. Angara Venkata Girija Kumar (DIN: 02921377), as an Additional Director in the category of Non- Executive Independent Director of the Company for a term of 5 (five) consecutive years w.e.f. June 01, 2023, subject to the approval of shareholders of the Company. Mr. Angara Venkata Girija Kumar (DIN:02921377) has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations. The Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Angara Venkata Girija Kumar as a Non-Executive Independent Director of the Company.

Mr. Angara Venkata Girija Kumar (DIN: 02921377) aged about 63 years is a B.COM, MBA, AIII with experience of nearly 40 years. Presently, he is an Independent Director (Board Member), on the Board of M/s. Royal Sundaram General Insurance Company Limited and he is a Member of (the First) Financial Services Institutions Bureau under Ministry of Finance (Appointed by Appointments Committee of the Cabinet, Govt. of India).

He was a Former Chairman and Managing Director of Oriental Insurance Company Limited and retired from service on 31st May 2020, upon attaining the age of superannuation. He held the following positions concurrently at the time of superannuation:

- Chairman (Non- Executive), Board of Directors, India International Insurance Pte Ltd, Singapore (S & P "A" rated Insurance Co. promoted by four PSU General Insurance companies)
- Chairman, Health Insurance TPA Ltd. (Promoted by four PSU General Insurance Companies and General Insurance Corporation of India)
- Chairman, General Insurance Council - which is an industry body representing 44 public and private sector general insurers, reinsurers, and stand-alone health insurance companies in India.

- Chairman, General Insurers Public Sector Association (GIPSA)- body representing public sector general insurance companies in India.
- He was also a Board Member Agriculture Insurance Company Ltd, GIC Housing Finance Co. Ltd, and Member of the Governing Board of National Insurance Academy.
- He was a Non- Executive/ Independent Director on the Board of ITC Ltd for six years (2010- 2016)
- He joined as a Direct Recruit officer in New India Assurance Co. Ltd in 1980 and had a distinguished Professional Record of 40 years in Public Sector General Insurance Industry having worked in all four PSU GI Companies.
- He was a Member of the Boards since May 2010 till his superannuation in May 2020 and served on the Boards of National Insurance, United India Insurance and Oriental Insurance Co. Ltd. over Ten years as a Whole- Time Director.
- During 2005- 2007, he was posted in Riyadh, as General Manager, with the responsibility of setting up a Composite Insurance Co. in Saudi Arabia (a JV among LIC , New India and a local business group as per local regulations).He was also responsible for getting it listed .

In compliance with Listing Regulations and Secretarial Standards-2 on General Meetings, the brief resume of Mr. Angara Venkata Girija Kumar (DIN: 02921377) is separately annexed and forming part of this notice.

The Board considers that association of Mr. Angara Venkata Girija Kumar (DIN: 02921377) as a Non-Executive Independent Director would be of immense benefit to the Company. In the opinion of the Board, Mr. Angara Venkata Girija Kumar (DIN: 02921377) fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015 as amended from time to time.

A copy of the draft letter of appointment of Mr. Angara Venkata Girija Kumar (DIN: 02921377) has been uploaded on the website of the company at www.heritagefoods.in and available for inspection.

Save and except the appointee, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of the Notice.

The Board recommends the Special Resolution set out at Item No.4 of the Notice for approval by the shareholders.

Item No: 5

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'Listing Regulations, 2015'), along with amendments thereto, has provided a regulatory mechanism for reclassification of person belonging to Promoter(s)/Promoter Group Shareholder to Public Shareholder of the Company subject to fulfillment of conditions as provided therein.

In this regard, the Company received request letter dated May 15, 2023 from Mrs. Durga Ramakrishna N P W/o Mr. N.P. Ramakrishna R/o 20 19 Naidu Buildings Chittoor – 517001 (A.P.) person belonging to the Promoter Group category of the Company holding 71,590 no of equity shares (0.08% of the total shareholding of the Company) in Demat A/c IN301022 -20953833 as of 31st March, 2023 pursuant to Regulation 31A of the Listing Regulations, 2015 for reclassification from "Promoter Group" category to "Public" category pursuant to regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

On the basis of the request received by the Company and pursuant to the provisions of Regulation 31A(3)(b) of Listing Regulations, Mrs. Durga Ramakrishna N P seeking reclassification confirmed that:

- She does not hold more than ten per cent of the total Voting Rights in the Company;
- She does not exercise control over the affairs of the Company directly or indirectly;
- She does not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- She does not represent on the Board of Directors (including not having a Nominee Director) of the Company;
- She does not act as a Key Managerial Person in the Company;
- She is not 'a willful defaulter' as per the Reserve Bank of India Guidelines;
- She is not a fugitive economic offender.
- No regulatory action is pending against her.

In view of the explanations given by her as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, 2015, the Board of Directors of the Company at their meeting held on 25.05.2023, have approved her request for reclassification received by the Company as above from Promoter group category to Public category subject

to approval by the members and relevant regulatory authorities. As required, intimation has been sent to Stock Exchanges based on declaration received from her.

Further, she has confirmed that subsequent to reclassification, she would continue to comply with the requirements as mentioned in Regulation 31A of SEBI (LODR) Regulations, 2015 failing which, she shall automatically be reclassified as Promoter/ persons belonging to Promoter Group, as applicable.

Your directors recommend the passing of the Resolution in Item No.5 of the Notice as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this Resolution.

Item No: 6

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'Listing Regulations, 2015'), along with amendments thereto, has provided a regulatory mechanism for reclassification of person belonging to Promoter(s)/Promoter Group Shareholder to Public Shareholder of the Company subject to fulfillment of conditions as provided therein.

In this regard, the Company received request letter dated May 15, 2023 from Mrs. Neelima N P, D/o Mr. N.P. Ramakrishna R/o 20 19 Naidu Buildings, Chittoor – 517001 (A.P.) is a person belonging to the Promoter Group category of the Company holding 64,950 no. of equity shares (0.07% of the total shareholding of the Company) in Demat A/c IN301022 - 20953825 as of 31st March, 2023 pursuant, to Regulation 31A of the Listing Regulations, 2015 for reclassification from "Promoter Group" category to "Public" category pursuant to regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

On the basis of the request received by the Company and pursuant to the provisions of Regulation 31A(3)(b) of Listing Regulations, Mrs. Neelima N P seeking reclassification confirmed that:

- She does not hold more than ten per cent of the total Voting Rights in the Company;
- She does not exercise control over the affairs of the Company directly or indirectly;
- She does not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- She does not represent on the Board of Directors (including not having a Nominee Director) of the Company;
- She does not act as a Key Managerial Person in the Company;

- She is not 'a willful defaulter' as per the Reserve Bank of India Guidelines;
- She is not a fugitive economic offender.
- No regulatory action is pending against her.

In view of the explanations given by her as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, 2015, the Board of Directors of the Company at their meeting held on 25.05.2023, have approved her request for reclassification received by the Company as above from Promoter group category to Public category subject to approval by the members and relevant regulatory authorities. As required, intimation has been sent to Stock Exchanges based on declaration received from her.

Further, she has confirmed that subsequent to reclassification, she would continue to comply with the requirements as mentioned in Regulation 31A of SEBI (LODR) Regulations, 2015 failing which, she shall automatically be reclassified as Promoter/ persons belonging to Promoter Group, as applicable.

Your directors recommend the passing of the Resolution in Item No.6 of the Notice as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this Resolution.

Item No: 7

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'Listing Regulations, 2015'), along with amendments thereto, has provided a regulatory mechanism for reclassification of person belonging to Promoter(s)/Promoter Group Shareholder to Public Shareholder of the Company subject to fulfillment of conditions as provided therein..

In this regard, the Company received request letter dated May 15, 2023 from Mr. N P Ramakrishna, S/o late Mr. V N Nalagampalli R/o 20 19 Naidu Buildings, Chittoor – 517001 (A.P.) is a person belonging to the Promoter Group category of the Company holding 1,16,971 no of equity shares (0.13% of the total shareholding of the Company) in Demat A/c IN304295-51823949. as of 31st March, 2023, pursuant to Regulation 31A of the Listing Regulations, 2015 for reclassification from "Promoter Group" category to "Public" category pursuant to regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

On the basis of the request received by the Company and pursuant to the provisions of Regulation 31A(3)(b) of Listing Regulations, Mr. N P Ramakrishna seeking reclassification confirmed that:

- He does not hold more than ten per cent of the total Voting Rights in the Company;

- He does not exercise control over the affairs of the Company directly or indirectly;
- He does not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- He does not represent on the Board of Directors (including not having a Nominee Director) of the Company;
- He does not act as a Key Managerial Person in the Company;
- He is not 'a willful defaulter' as per the Reserve Bank of India Guidelines;
- He is not a fugitive economic offender.
- No regulatory action is pending against him.

In view of the explanations given him as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, 2015, the Board of Directors of the Company at their meeting held on 25.05.2023, have approved his request for reclassification received by the Company as above from Promoter group category to Public category subject to approval by the members and relevant regulatory authorities. As required, intimation has been sent to Stock Exchanges based on declaration received from him.

Further, he has confirmed that subsequent to reclassification, he would continue to comply with the requirements as mentioned in Regulation 31A of SEBI (LODR) Regulations, 2015 failing which, he shall automatically be reclassified as Promoter/ persons belonging to Promoter Group, as applicable.

Your directors recommend the passing of the Resolution in Item No.6 of the Notice as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this Resolution.

Item No: 8

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'Listing Regulations, 2015'), along with amendments thereto, has provided a regulatory mechanism for reclassification of person belonging to Promoter(s)/Promoter Group Shareholder to Public Shareholder of the Company subject to fulfillment of conditions as provided therein.

In this regard, the Company received request letter dated May 15, 2023 from Mrs. Kathya N P, D/o Mr. N. P. Ramakrishna R/o 20 19 Naidu Buildings, Chittoor – 517001 (A.P.) is a person belonging to the Promoter Group category of the Company holding NIL equity shares as of 31st March, 2023 pursuant to Regulation 31A of the Listing Regulations, 2015 for reclassification from "Promoter Group" category to "Public" category pursuant to regulation 31A

of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

On the basis of the request received by the Company and pursuant to the provisions of Regulation 31A(3)(b) of Listing Regulations, Mrs. Kathya N P seeking reclassification confirmed that:

- She does not hold more than ten per cent of the total Voting Rights in the Company;
- She does not exercise control over the affairs of the Company directly or indirectly;
- She does not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- She does not represent on the Board of Directors (including not having a Nominee Director) of the Company;
- She does not act as a Key Managerial Person in the Company;
- She is not 'a willful defaulter' as per the Reserve Bank of India Guidelines;
- She is not a fugitive economic offender.
- No regulatory action is pending against her.

In view of the explanations given by her as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, 2015, the Board of Directors of the Company at their meeting held on 25.05.2023, have approved her request for reclassification received by the Company as above from Promoter group category to Public category subject to approval by the members and relevant regulatory authorities. As required, intimation has been sent to Stock Exchanges based on declaration received from her.

Further, she has confirmed that subsequent to reclassification, she would continue to comply with the requirements as mentioned in Regulation 31A of SEBI (LODR) Regulations, 2015 failing which, she shall automatically be reclassified as Promoter/ persons belonging to Promoter Group, as applicable.

Your directors recommend the passing of the Resolution in Item No.8 of the Notice as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this Resolution.

Item No: 9

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'Listing Regulations, 2015'), along with amendments thereto, has provided a regulatory mechanism for reclassification of person

belonging to Promoter(s)/Promoter Group Shareholder to Public Shareholder of the Company subject to fulfillment of conditions as provided therein.

In this regard, the Company received request letter dated May 15, 2023 from Mr. Sivasankara Prasad Alapati, S/o Mr. Apparao R/o 10 3 327 VN Colony Near Ganesh Temple Vijaya Nagar Hyderabad 500057 is a person belonging to the Promoter Group category of the Company holding NIL equity shares as of 31st March, 2023, pursuant to Regulation 31A of the Listing Regulations, 2015 for reclassification from "Promoter Group" category to "Public" category pursuant to regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

On the basis of the request received by the Company and pursuant to the provisions of Regulation 31A(3)(b) of Listing Regulations, Mr. Sivasankara Prasad Alapati seeking reclassification confirmed that:

- He does not hold more than ten per cent of the total Voting Rights in the Company;
- He does not exercise control over the affairs of the Company directly or indirectly;
- He does not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- He does not represent on the Board of Directors (including not having a Nominee Director) of the Company;
- He does not act as a Key Managerial Person in the Company;
- He is not 'a willful defaulter' as per the Reserve Bank of India Guidelines;
- He is not a fugitive economic offender.
- No regulatory action is pending against him.

In view of the explanations given him as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, 2015, the Board of Directors of the Company at their meeting held on 25.05.2023, have approved his request for reclassification received by the Company as above from Promoter group category to Public category subject to approval by the members and relevant regulatory authorities. As required, intimation has been sent to Stock Exchanges based on declaration received from him.

Further, he has confirmed that subsequent to reclassification, he would continue to comply with the requirements as mentioned in Regulation 31A of SEBI (LODR) Regulations, 2015 failing which, he shall automatically be reclassified as Promoter/ persons belonging to Promoter Group, as applicable.

None of the concerned persons/entities, acting individually and in concert, directly or indirectly exercise control over the

management and affairs of the Company. Their shareholding along with persons acting in concert does not exceed 1% of the total share capital of the Company.

Further as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on date of the notice fulfils the minimum public shareholding requirement of at least 25% and the proposed reclassification does not intend to increase the Public Shareholding to achieve compliance with the minimum public shareholding requirement.

Your directors recommend the passing of the Resolution in Item No.9 of the Notice as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this Resolution.

The Promoter & Promoters Group shareholding pre and post reclassification is as follows:

Pre-Reclassification				Post-Reclassification			
SI No	Name of the Shareholder	No. of Shares held	% of total Shares	SI No	Name of the Shareholder	No. of Shares held	% of total Shares
1	N Bhuvaneswari	2,26,11,525	24.37	1	N Bhuvaneswari	2,26,11,525	24.37
2	N Lokesh	1,00,37,453	10.82	2	N Lokesh	1,00,37,453	10.82
3	Megabid Finance & Investment Pvt Ltd	51,90,937	5.59	3	Megabid Finance & Investment Pvt Ltd	51,90,937	5.59
4	N Brahmani	4,30,952	0.46	4	N Brahmani	4,30,952	0.46
5	N Devaansh	56,075	0.06	5	N Devaansh	56,075	0.06
6	Ramakrishna Nandamuri	800	0.00	6	Ramakrishna Nandamuri	800	0.00
7	V Nagaraja Naidu	-	-	7	V Nagaraja Naidu	-	-
8	N Balakrishna	-	-	8	N Balakrishna	-	-
9	Ramakrishna N P	1,16,971	0.13				
10	Durga Ramakrishna N P	71,590	0.08				
11	Neelima N P	64,950	0.07				
12	Kathya N P	-	-				
13	Sivasankara Prasad Alapati	-	-				
	Total	3,85,81,253	41.58		Total	3,83,27,742	41.30

By Order of the Board of Directors

Place : Hyderabad
Date: May 25, 2023

UMAKANTA BARIK
Company Secretary & Compliance Officer
M. No: FCS-6317

ANNEXURE-1

Information of Director seeking re-appointment under Section 152 of the Companies Act, 2013, Regulation 36(3) of the SEBI (Listing Obligations and Requirements) Regulations, 2015 and Secretarial Standard-2

Brief resume of the Director, nature of her expertise in specific functional areas, names of Companies in which she hold directorships and chairmanships of Board / Committees and her shareholding in the Company are provided below:

1. Mrs. N.Brahmani

Name of the Director	Mrs. N.Brahmani									
Director Identification Number	02338940									
Date of Birth	21-12-1987									
Date of First Appointment	01-06-2013									
Profile/ Qualifications & Experience	Mrs. N. Brahmani, aged 35 years is holding Master's Degree in Business Administration from Stanford University, Bachelor of Science degree in Electrical Engineering from Santa Clara University, Santa Clara, California, USA and Communication Engineering from Chaitanya Bharathi Institute of Technology, Hyderabad, India. She worked as an Investment Associate in M/s. Vertex Venture Management Pte. Ltd., Singapore for a period of two years before joining in the Company. She served as Executive Director in the Company since June 1, 2013. She is to design, develop and implement strategic plans for the organization in a cost-effective and time-efficient manner									
Remuneration Proposed to be paid	As per the terms of appointment approved by the Members of the Company by way of postal Ballot and remote e-voting, the results of which were declared on March 12, 2019									
List of Directorships held in other Companies/ LLP as on 31/03/2023*	<table border="1"> <thead> <tr> <th>Company Type</th> <th>Name</th> </tr> </thead> <tbody> <tr> <td>Private Limited</td> <td>Nirvana Holdings Private Limited Megabid Finance & Investment Private Limited Heritage Novandie Foods Private Limited</td> </tr> <tr> <td>Public Limited</td> <td>Heritage Nutrivet Limited Heritage Finlease Limited</td> </tr> <tr> <td>LLP</td> <td>Nil</td> </tr> </tbody> </table>	Company Type	Name	Private Limited	Nirvana Holdings Private Limited Megabid Finance & Investment Private Limited Heritage Novandie Foods Private Limited	Public Limited	Heritage Nutrivet Limited Heritage Finlease Limited	LLP	Nil	
Company Type	Name									
Private Limited	Nirvana Holdings Private Limited Megabid Finance & Investment Private Limited Heritage Novandie Foods Private Limited									
Public Limited	Heritage Nutrivet Limited Heritage Finlease Limited									
LLP	Nil									
Chairman/Member of the Committees of the Boards of other companies in which she is Director as on 31/03/2023	Nil									
Shareholding in the Company	4,30,952 Equity Shares									
Relationship with Other Directors, Manager and other Key Managerial Personnel of the Company	Daughter-in-law of Mrs. N Bhuvanewari, Vice Chairperson and Managing Director									

*Directorship/Chairmanship/Membership in Heritage Foods Ltd is not included here.

By Order of the Board of Directors

Place : Hyderabad
Date: May 25, 2023

UMAKANTA BARIK
Company Secretary & Compliance Officer
M. No: FCS-6317

Information of individual seeking appointment as an Non-Executive Independent Directors as per Companies Act, 2013 & the SEBI (Listing Obligations and Requirements) Regulations, 2015 and Secretarial Standard-2

2. Mr. Angara Venkata Girija Kumar

Name of the Director	Mr. Angara Venkata Girija Kumar	
Director Identification Number	02921377	
Date of Birth	21/05/1960	
Nationality	Indian	
Profile / Qualifications & Experience	Mr. Angara Venkata Girija Kumar (DIN: 02921377) aged about 63 years is a B.COM, MBA, AIII with experience of nearly 40 years. Presently, he he is an Independent Director (Board Member), on the Board of. M/s. Royal Sundaram General Insurance Company Limited and he is a Member of (the First) Financial Services Institutions Bureau under Ministry of Finance (Appointed by Appointments Committee of the Cabinet, Govt. of India).	
Terms and Conditions of Appointment/ Re-appointment	As mentioned in the letter of appointment as an Independent Director for first term of 5 years effective from 1 st June 2023.	
Remuneration Proposed to be paid	Will be entitled to only Sitting Fees for Board and Committee Meetings of the Company as approved by the Members of the Company.	
List of Directorships held in other companies	Company Type	Name
	Private Limited	NIL
	Public Limited	Royal Sundaram General Insurance Co. Limited (CIN: U67200TN2000PLC045611)
	LLP	Nil
Listed entities from which the Director has resigned in the past three years	GIC Housing Finance Limited (CIN: L65922MH1989PLC054583)- Whole Time Director.	
Chairman/Member of the Committees of the Boards of other companies in which he is Director	Nil	
Shareholding in the Company	Nil	
Relationship with Other Directors, Manager and other Key Managerial Personnel of the Company.	Not related to any Director / Key Managerial Personnel	
Directorship includes Directorship of other Indian Companies and Committee memberships includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (Whether Listed or not).	Nil	

By Order of the Board of Directors

Place : Hyderabad
Date: May 25, 2023

UMAKANTA BARIK
Company Secretary & Compliance Officer
M. No: FCS-6317