



POSTAL BALLOT NOTICE

HERITAGE FOODS LIMITED

CIN:L15209TG1992PLC014332

Regd. Off: H.No. 8-2-293/82/A/1286, Plot No. 1286,
Road No. 1 & 65, Jubilee Hills, Hyderabad-500 033,
Telangana, India. Tel: 040-23391221/222

Web: www.heritagefoods.in,

e-mail: hfl@heritagefoods.in

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POSTAL BALLOT SCHEDULE

Sl. No.	Particulars	Schedule
1.	Cut-off date for determining the members entitled to vote through electronic means	Friday, March 28, 2025
2.	Remote E-Voting	
	Commencement of E-voting Date & Time	Wednesday, April 2, 2025 (9:00 am)
	End of E-voting Date & Time	Thursday, May 1, 2025 (5:00 pm)

DECLARATION OF RESULTS

On or before Saturday, May 3, 2025

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 108, 110 and other applicable provisions if any of the Companies Act, 2013 ("Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, New Delhi as amended from time to time including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines/notification issued by the Ministry of Corporate Affairs ("MCA") for holding general meetings / conducting postal ballot process through electronic voting ("remote e-voting") vide General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India ("SEBI") including earlier circulars issued in this regard, from time to time, (hereinafter collectively referred to as the "Circulars"), and any other applicable laws and regulations that the approval of the Members is being sought for below items of business through postal ballot process via remote e-voting only.

Item No 1: Appointment of Dr. Muddana Sambasiva Rao (DIN:01887410) as a Director of the Company

Item No 2: Appointment of Dr. Muddana Sambasiva Rao, (DIN:01887410) as a Whole-time Director of the Company for a term of 5 consecutive years commencing from April 1, 2025, and payment of remuneration

In compliance with the aforesaid Circulars, this Postal Ballot Notice is being sent through electronic

mode to those members whose e-mail addresses are registered with the Company/Depositories and hard copy through courier to other members.

An explanatory statement pursuant to Sections 102 and 110 of the Act, setting out the material facts and reasons pertaining to the resolutions contained in the Postal Ballot Notice, is appended herein below for information and consideration of the members.

Pursuant to Rule 22(5) and (6) of the Rules, the Board of Directors of your Company at its meeting held on March 11, 2025, has appointed Mr. A Ravi Shankar (M No: FCS-5335, CP No: 4318) Partner of M/s. Ravi & Subramanyam Company Secretaries, Practicing Company Secretary, Hyderabad as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for ascertaining the requisite majority.

The Company has engaged the services of KFin Technologies Limited ("KFinTech") CIN:U72400TG2017PLC117649, Karvy Selenium Building, Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad - 500032, Telangana as the agency to provide remote e-voting facility. The Notice and the relevant documents shall be available for inspection in electronic mode in the website of KFinTech at "<http://www.kfintech.com>" www.kfintech.com and website of the Company.

The remote e-voting period commences from **9.00 a.m. (IST) on Wednesday, April 2, 2025 and ends at 5.00 p.m. (IST) on Thursday, May 1, 2025** (both days inclusive). Members are requested to carefully read the Instructions in this Postal Ballot Notice while recording their assent (for) or dissent (against) and cast vote via remote e-voting by not later than the close of working hours at **5.00 p.m. (IST) on Thursday, May 1, 2025.**

The Scrutinizer will submit his report to the Chairperson of the Company, or any person authorized by Board upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before Saturday, May 3, 2025, and will be displayed on the Company's website www.heritagefoods.in and on the website of Kfin Technologies Limited at <https://evoting.kfintech.com> along with the scrutinizer's report. The result will be simultaneously submitted to the stock exchanges BSE Limited and National Stock Exchange of India Limited for being placed in their websites.

SPECIAL BUSINESS

Item No 1: Appointment of Dr. Muddana Sambasiva Rao (DIN:01887410) as a Director of the Company

To consider and if thought fit, to pass the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, Dr. Muddana Sambasiva Rao (DIN:01887410) who was appointed by the Board of Directors as an Additional Director of the Company with effect from April 1, 2025 in terms of Section 161 of the Act and Articles of Association of the Company and who is eligible and willing for appointment as a Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including but not limited to seeking all necessary approvals to give effect to the above resolution and

to settle any questions, difficulties or doubts that may arise in this regard."

Item No 2: Appointment of Dr. Muddana Sambasiva Rao, (DIN:01887410) as a Whole-time Director of the Company for a term of 5 consecutive years commencing from April 1, 2025, and payment of remuneration.

To consider and if thought fit, to pass the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 160, 196, 197, 198, 203 and other applicable provisions, if any, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (the Act) (including any statutory modification 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 as amended from time to time and the Articles of Association of the Company, consent of the members, be and is hereby accorded for the appointment of Dr. Muddana Sambasiva Rao, [(DIN:01887410) (DOB: 05-May-1957)] as Whole-time Director (WTD) and Key Managerial Personnel (KMP) of the Company for a term of 5 consecutive years commencing from April 1, 2025 upto March 31, 2030 with the terms and conditions including remuneration as set out in the Statement pursuant to Section 102(1) of the Act, annexed to this Postal Ballot Notice and liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) shall, in accordance with the statutory limits / approvals as may be applicable, be and is hereby authorized to modify / amend the terms and conditions of the said appointment and / or remuneration, from time to time, as it may deem fit and to take such steps and do and perform

all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this Resolution.”

By Order of the Board
For **HERITAGE FOODS LIMITED**

Sd/-

UMAKANTA BARIK

Company Secretary
& Compliance Officer

Date: March 11, 2025

M No: FCS 6317

Place: Hyderabad eCSIN: EF006317A000002335

CIN:L15209TG1992PLC014332

Regd. Off: H. No. 8-2-293/82/A/1286,

Plot No. 1286, Road No. 1 & 65

Jubilee Hills, Hyderabad - 500033,

Telangana, India. Tel: 040-23391221/222.

Web: www.heritagefoods.in

e-mail: hfl@heritagefoods.in

e-mail: hfl@heritagefoods.in

Notes:

1. An Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended from time to time setting out the material facts and reasons for the resolutions in respect of the proposed resolutions, is annexed hereto.
2. The Details with respect to Director seeking appointment vide this Postal Ballot in terms of Regulation 36(3) of the SEBI Listing Regulations and clause 1.2.5 of SS-2 (Secretarial Standard on General Meetings) are set out in the Explanatory Statement which also forms part of this notice.
3. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013 are also annexed to this Notice and will be posted on the Company's website www.heritagefoods.in, to facilitate online inspection of relevant documents until last date of remote e-voting of this Postal Ballot
4. In compliance with the MCA Circulars, the Notice is being sent to all the members, whose names appear in the Register of Member/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on **Friday, March 28, 2025 ("Cut-Off Date")** in accordance with the provisions of the Companies Act, 2013 read with Rules made thereunder and the relevant circulars.
5. The Postal Ballot Notice is being sent through electronically to all those members who have registered their e-mail address with the Company or with their Depository Participants and hard copies being sent through courier to other members. Members who have not registered their e-mail addresses with either the Company's RTA or their Depository participant (DP) are requested to register the same with the RTA in accordance with the process specified herein below at point no.16B, for procuring user id and password and registration of e-mail ids for remote e-voting for the resolutions set out in this Postal Ballot Notice.
6. In compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, Regulation 44 of SEBI Listing Regulations, SS-2 (Secretarial Standard on General Meeting) and the provisions of the Circulars, and any amendments thereto, the Company is providing facility for voting by remote e-voting to all the members of the Company to enable them to cast their votes electronically on the resolutions mentioned in the Notice. For this purpose, the Company has engaged KFin Technologies Limited (KFintech) (CIN:L72400TG2017PLC117649), Selenium Tower B, Plot 31 & 32, Financial District

Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, Telangana, India and have made necessary arrangements to facilitate remote e-voting. In line with Circulars voting can be done only by remote e-voting. The members are advised to use the remote e-voting by themselves and not through any other person/proxies.

7. The Portal for remote e-voting will remain open for the members for exercising their voting from **Wednesday, April 2, 2025 at 09:00 a.m. ('IST) to Thursday, May 1, 2025 at 05:00 p.m. (IST)** (both days inclusive). Please note that remote e-voting module will be disabled for voting after the said date and time. During this period, the members of the Company holding shares either in physical form or dematerialised form, as on **Friday, March 28, 2025** ('cut-off date'), may cast their vote electronically only. Once vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote once again.
8. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.
9. The resolution, passed by the Members through Postal Ballot is deemed to have been passed as if the same was passed at a general meeting of the Members convened in that regard. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e. **Thursday, May 1, 2025**.
10. In line with the Circulars, the Postal Ballot Notice is being sent by e-mail to all the members, whose name appears on the Register of Members/ List of Beneficial Owners maintained by the Depositories as on cut-off date i.e. **Friday, March 28, 2025**. Each Member's voting rights shall be in proportion to his/ her share of the Paid-Up Equity Share Capital of the Company as on cut-off date.
11. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
12. The Board of Directors has appointed Mr. A Ravi Shankar (M No: FCS-5335, CP No: 4318), Partners of M/s. Ravi & Subramanyam Company Secretaries, Practicing Company Secretary, Hyderabad, as Scrutinizer for scrutinizing the remote e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the remote e-voting shall be final.
13. The Scrutinizer will submit his report to the Chairperson of the Company or any person authorized by Board, after completion of scrutiny of votes received through remote e-voting. The results of the Postal Ballot will be announced by the Chairperson of the Company on or before Saturday, May 3, 2025. The results of the Postal Ballot will be posted on the Company's website www.heritagefoods.in, on the website of Kfin Technologies Limited at <https://evoting.kfintech.com> along with the scrutinizer's report and will also be communicated to the Stock Exchanges where the Company's shares are listed simultaneously.
14. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be posted on the Company's website www.heritagefoods.in and on the website of Kfin Technologies Limited at <https://evoting.kfintech.com> to facilitate online inspection of relevant documents until last date of remote e-voting of this Postal Ballot i.e. **Thursday, May 1, 2025**.
15. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the relevant circulars and the Listing Regulations, the details pertaining to dispatch of Postal Ballot notice and result will be published in one English national daily newspaper circulating throughout India (in English language) and one Telugu daily newspaper having wide circulation in Hyderabad (in vernacular language, i.e. Telugu).

16. The detailed procedure with respect to remote e-voting is as follows.

Voting through electronic means: (remote e-voting)

The instructions and other information relating to e-voting are as under:

Step 1:

Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2:

Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Individual Shareholders holding securities in demat mode with NSDL

Login Method:

- a. **User already registered for IDeAS facility:**
 - i. Visit URL: <https://eservices.nsdl.com>
 - ii. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.
 - iii. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"
 - iv. Click on company name or e-Voting service provider and you will be redirected to e-Voting service provider website for casting the vote during the remote e-Voting period.
- b. **User not registered for IDeAS e-Services**
 - i. To register click on link : <https://eservices.nsdl.com>
 - ii. Select "Register Online for IDeAS" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

- iii. Proceed with completing the required fields.

- iv. Follow steps given in points 1

c. **Alternatively, by directly accessing the e-Voting website of NSDL**

- i. Open URL: <https://www.evoting.nsdl.com/>
- ii. Click on the icon "Login" which is available under 'Shareholder/Member' section.
- iii. A new screen will open. You will have 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.
- iv. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech.
- v. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.

Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience

NSDL Mobile App is available on

 App Store
  Google Play



Individual Shareholders holding securities in demat mode with CDSL

- (a) **Existing user who have opted for Easi / Easiest**
 - i. Visit URL: <https://web.cdslindia.com/myeasi/home/login> or URL: www.cdslindia.com
 - ii. Click on New System Myeasi
 - iii. Login with your registered user id and password.

- iv. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal.
- v. Click on e-Voting service provider name to cast your vote.
- b. **User not registered for Easi/Easiest**
 - i. Option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
 - ii. Proceed with completing the required fields.
 - iii. Follow the steps given in point 1
- c. **Alternatively, by directly accessing the e-Voting website of CDSL**
 - i. Visit URL: www.cdslindia.com
 - ii. Provide your demat Account Number and PAN No.
 - iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.
 - iv. After successful authentication, user will be provided links for the respective ESP, i.e. **KFinTech** where the e-Voting is in progress.

Individual Shareholder login through their demat accounts/ Website of Depository Participant

- a. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.
- b. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.
- c. Click on options available against company name or e-Voting service provider – **KFinTech** and you will be redirected to e-Voting website of **KFinTech** for casting your vote during the remote e-Voting period without any further authentication

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository 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: 022-48867000
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 toll free no. 1800 22 55 33

Details on Step 2 are mentioned below:

Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- (A) **Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:**
 - i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on "LOGIN".

- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVEN" i.e., **Heritage Foods Limited** - Postal Ballot" and click on "Submit".
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut- off Date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., authorizing its representative on its behalf to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id mail@rscs.in with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Even No."
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced, will have to follow the following process:**
- Procedure for Registration of email and Mobile: securities in physical mode**
- Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/ HO/MIRSD/MIRSD-PoD- 1/P/CIR/2023/37, dated March 16, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR-1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx> ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFin Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500032.

- Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

The Scrutinizer will submit his report to the Chairperson of the Company after completion of the scrutiny and results of the Postal Ballot would be announced by Chairperson of the Company and the Resolution will be taken as passed, if the results of remote e-voting indicate that the requisite majority of the members had assented to the Resolution. The Scrutinizer's decision on the validity of e-voting shall be final.

(C) General Instructions

- The remote e-voting period commences from **9.00 a.m. (IST) on Wednesday, April 2, 2025 and ends at 5.00 p.m. (IST) on Thursday, May 1, 2025**. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date i.e. **Friday, March 28, 2025** may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- The Scrutinizer shall, unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any.
- Subject to the receipt of sufficient votes, the Resolutions shall be deemed to be passed on the last date of voting i.e. on **Thursday, May 1, 2025**.
- To receive communication through electronic means and notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with KFinTech by submitting the ISR Forms or contact Ms. C Shobha Anand, Dy. Vice President, Toll Free No. 1800 309 4001, at [Unit: HERITAGE FOODS LIMITED] KFin Technologies Limited, Selenium Building B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State, India.

EXPLANATORY STATEMENT

Pursuant to Sections 102 and 110 of the Companies Act, 2013 ("Act")

Item No. 1 & 2: Appointment of Dr. Muddana Sambasiva Rao, (DIN:01887410) as a Director and as a Whole-time Director of the Company for a term of 5 consecutive years commencing from April 1, 2025, and payment of remuneration.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at their meeting held on March 11, 2025, has proposed the appointment of Dr. Muddana Sambasiva Rao (DIN: 01887410) aged about 67 years (DOB:05-05-1957), as the Whole-time Director (WTD) and Key Managerial Personnel (KMP) of the Company for a period of 5 (five) consecutive years commencing from April 1, 2025 upto March 31, 2030 (both days inclusive) subject to approval of members by way of a Special Resolution (as he will attain the age 70 years during his tenure) pursuant to the provisions of Sections 160, 196, 197, 198 & 203 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule V of the Act and the rules made thereof and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Articles of Association of the Company amended from time to time and liable to retire by rotation in order to only comply with the provisions of section 152 (6) of the Companies Act, 2013 and rules applicable thereunder. The rotation shall not alter any terms and conditions with regard to remuneration, tenure and such other terms and conditions relating to his appointment as a Whole-time Director and Key Managerial Personnel of the company.

Dr. Muddana Sambasiva Rao (DIN: 01887410), IAS (Retd.) is a distinguished leader with around four decades of experience in public administrative service and corporate management. He holds a postgraduate degree and a doctorate in Zoology.

Dr. Rao began his career in 1984 as an officer of the Indian Administrative Service (IAS) of the Andhra Pradesh cadre. Over a span of two decades, he held key administrative positions in the State of Andhra Pradesh and Central Government, serving in roles such as Project Director, District Rural Development Agency (PD DRDA), District Collector, Commissioner Sericulture, and other senior administrative capacities. His tenure was marked by a commitment to ethical governance, strategic policymaking, and effective leadership in handling complex administrative challenges and driving developmental initiatives at both district and state levels. His last position in the Central Government was Joint Secretary in the Department of Commerce, Ministry of Commerce and Industry, where he played a pivotal role in shaping trade policies and overseeing key economic initiatives.

Following his voluntary retirement from the IAS in 2006, Dr. Rao transitioned to the corporate sector and joined Heritage Foods Ltd. as President. Leveraging his extensive experience in public service, he has been instrumental in steering the company's strategic growth, operational efficiency, and governance practices. His in-depth knowledge of regulatory frameworks and policy implementation has significantly strengthened corporate compliance and industry alignment, ensuring sustainable business practices. Under his leadership, Heritage Foods has expanded its market presence and grown exceptionally while maintaining high standards of operational excellence in a competitive industry.

With 19 years of experience in organizational strategy, business growth, execution, sales, and people development at Heritage Foods, Dr. Rao has played a transformational role in shaping the company's success. Recognizing his invaluable contributions and expertise, the Board of Directors,

based on the recommendation of the Nomination & Remuneration Committee, seeks shareholder approval for his appointment as the Whole-Time Director. This decision aligns with the company's long-term vision and strategic objectives.

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Dr. Muddana Sambasiva Rao for the office of Director on the Board of the Company. Dr. Muddana Sambasiva Rao has conveyed his consent to act as a Director of the Company and he also confirmed that he is not disqualified from being appointed as such in terms of Section 164 of the Companies Act, 2013 and he is not debarred from holding the office of Director by virtue of any order passed by SEBI or any such authority. The Company has

received the following declarations/documents from Dr. Muddana Sambasiva Rao:

- the consent in writing to act as Director of the Company
- intimation that he is not disqualified under section 164 of the Companies Act, 2013 and
- a declaration to the effect that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authorities.

The members are requested to consider the appointment of Dr. Muddana Sambasiva Rao (DIN: 01887410) as Whole Time Director for a term of 5 (five) consecutive years with effect from April 1, 2025 up to March 31, 2030. Broad particulars of the remuneration payable and other terms & condition applicable to Dr. Rao are as under:

Sl. No	Remuneration Components	Particulars
A	Salary	Rs. 16 Lakhs (Rupees Sixteen Lakhs only) per month
B	Benefits, Perquisites & Allowances	Contribution to provident fund, gratuity and leave encashment as per applicable policies of the Company.
C	Facility/ Reimbursement of expenses for business purpose*	Expenses incurred for business related travelling, boarding and other expenses in India and abroad
		The Company shall provide fully maintained car
		Expenses incurred for mobile and other communication devices
		Such other benefits, amenities and facilities as per the rules of the Company, as applicable and as may be permitted by the Board of Directors of the Company.
D	Annual Performance Pay	Dr. M Samabasiva Rao, shall be entitled for Annual Performance Pay, however the Annual Performance Pay so paid plus his salary and benefits, perquisites & allowances etc. as referred above in sl no. 'A' and 'B' shall be subject to the ceiling of 1% of the net profit of the Company in a financial year, calculated in accordance with Sec.197 & 198 of the Companies Act, 2013 and read with the Schedule V of the Companies Act, 2013 and rules made thereunder. Expenses mentioned under sl. no. 'C' above shall not be considered while calculating the ceiling of 1% as stated above.

* Company may make payment directly to the concerned parties as and when required.

The perquisite value shall be computed in terms of the Income Tax Act, 1961, upon exercise by Dr. Muddana Sambasiva Rao to be granted to him if any

under the future Employees Stock Option Plans of the Company if any, shall not be included in the overall ceiling on remuneration payable to him.

Dr. Muddana Sambasiva Rao shall be subject to retirement by rotation during his tenure as a Whole Time Director of the Company and he shall not be eligible for sitting fee for attending any Board/Committee meetings.

Minimum Remuneration:

Where in any financial year during the tenure of Dr. Muddana Sambasiva Rao as WTD, the Company incurs a loss or its profits are inadequate, the Company will pay the remuneration to Dr. Muddana Sambasiva Rao by way of salary, benefits, perquisites, allowances and facility/reimbursement of expenses as referred above from in in sl no. 'A' to 'C'.

The Company will take an appropriate Directors' and Officers' Liability Insurance Policy and pay the premiums for the same. It is intended to maintain such insurance cover for the entire period of appointment, subject to the terms of such policy in force from time to time.

Dr. Muddana Sambasiva Rao (DIN: 01887410) satisfies all the conditions set out under Section 196 and Schedule V of the Companies Act, 2013 read with Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for being appointed as Whole Time Director of the Company.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of appointment pursuant to Section 190 of the Companies Act, 2013 as amended from time to time. However, the Company shall issue the appointment letter/the contract of employment as per the Section 190 of the Companies Act, 2013.

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.1 & 2 of the Notice.

The Board recommends the Special Resolution set out in item No.1 & 2 of the notice for approval of the members.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is annexed to this Postal Ballot Notice.

By Order of the Board
For **HERITAGE FOODS LIMITED**

Sd/-
UMAKANTA BARIK
Company Secretary
& Compliance Officer

Date: March 11, 2025 M No: FCS 6317
Place: Hyderabad eCSIN: EF006317A000002335

CIN:L15209TG1992PLC014332
Regd. Off: H. No. 8-2-293/82/A/1286,
Plot No. 1286, Road No. 1 & 65
Jubilee Hills, Hyderabad - 500033,
Telangana, India
Tel: 040-23391221/222.
Web: www.heritagefoods.in
e-mail: hfl@heritagefoods.in

ANNEXURE TO THE NOTICE

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

Brief profile of Dr. Muddana Sambasiva Rao, nature of his expertise in specific functional areas and names of Companies in which he holds Directorships and Memberships / Chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated under SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India (ICSI) New Delhi are as follows.

Name of the Director	Dr. Muddana Sambasiva Rao
Director Identification Number	01887410
Age	About 67 years (DOB:05-05-1957)
Nationality	Indian
Date of first appointment on the Board	April 1, 2025
Profile / Qualifications & Experience	<p>Dr. Muddana Sambasiva Rao (DIN: 01887410), IAS (Retd.) is a distinguished leader with around four decades of experience in public administrative service and corporate management. He holds a postgraduate degree and a doctorate in Zoology.</p> <p>Dr. Rao began his career in 1984 as an officer of the Indian Administrative Service (IAS) of the Andhra Pradesh cadre. Over a span of two decades, he held key administrative positions in the State of Andhra Pradesh and Central Government, serving in roles such as Project Director, District Rural Development Agency (PD DRDA), District Collector, Commissioner Sericulture, and other senior administrative capacities. His tenure was marked by a commitment to ethical governance, strategic policymaking, and effective leadership in handling complex administrative challenges and driving developmental initiatives at both district and state levels. His last position in the Central Government was Joint Secretary in the Department of Commerce, Ministry of Commerce and Industry, where he played a pivotal role in shaping trade policies and overseeing key economic initiatives.</p> <p>Following his voluntary retirement from the IAS in 2006, Dr. Rao transitioned to the corporate sector and joined Heritage Foods Ltd. as President. Leveraging his extensive experience in public service, he has been instrumental in steering the company's strategic growth, operational efficiency, and governance practices. His in-depth knowledge of regulatory frameworks and policy implementation has significantly strengthened corporate compliance and industry alignment, ensuring sustainable business practices. Under his leadership, Heritage Foods has expanded its market presence and grown exceptionally while maintaining high standards of operational excellence in a competitive industry.</p>
Terms and Conditions of appointment and proposed remuneration to be paid	<p>Appointment as Whole Time Director for a period of 5 (five) consecutive years from April 1, 2025 up to March 31, 2030.</p> <p>Terms and conditions of his appointment and proposed remuneration are as mentioned in the Resolution no.2/Explanatory Statement annexed to this Postal Ballot Notice.</p>

List of Directorships held in other companies as on the date of Postal Ballot Notice	Company Type	Name
	Private Limited	XL Marketing Consulting Private Limited (CIN: U74900TG2010PTC070468)
	Public Limited	Heritage Nutrivet Limited (CIN: U15400TG2008PLC062054)
		Heritage Finlease Limited (CIN: U65910TG1996PLC023310)
	LLP	Nil
Chairman/Member of the Committees of the Boards of other companies in which he is Director as on the date of Postal Ballot Notice	Company Name	Chairman / Member
	Heritage Nutrivet Limited (CIN: U15400TG2008PLC062054)	Member - Nomination & Remuneration Committee
	Heritage Finlease Limited (CIN: U65910TG1996PLC023310)	Member - Audit Committee Member - Nomination & Remuneration Committee
Listed entities from which the Director has resigned from Directorship in the past 3(three) years	Nil	
Chairman/Member of the Committees of the Boards of other listed companies resigned in past three financial years	Nil	
Shareholding in the Company (No's)	93,078 fully paid-up equity shares at FV of Rs.5/- each	
Relationship with Other Directors, Manager and other Key Managerial Personnel of the Company.	None	

Note: Details such as the number of Board meetings attended during the FY 24-25 and the remuneration last drawn in the capacity of Director of the Company by Dr. M Sambasiva Rao are not applicable since his appointment became effective on April 1, 2025.

By Order of the Board
For **HERITAGE FOODS LIMITED**

Sd/-

UMAKANTA BARIK

Company Secretary & Compliance Officer

M No: FCS 6317

eCSIN: EF006317A000002335

Date: March 11, 2025

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