



# Notice

NOTICE is hereby given that the 34<sup>th</sup> Annual General Meeting (AGM) of the members of HERITAGE FOODS LIMITED will be held on Thursday, July 23, 2026 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. Adoption of Audited Standalone Financial Statements

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the Reports of the Board of Directors and the 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 Financial Statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors' thereon, as circulated to the members be and are hereby considered and adopted."

### 2. Adoption of Audited Consolidated Financial Statements

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the Report of the 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 Consolidated Financial Statement of the Company for the financial year ended March 31, 2026 and the reports of the Auditors' thereon, as circulated to the members be and are hereby considered and adopted."

### 3. Declaration of Final 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/- each for the Financial Year ended March 31, 2026 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 fully paid-up Equity Shares of face value of ₹ 5/- each of the Company, as recommended by the Board of Directors be and is hereby declared for the financial year ended March 31, 2026 and the same be paid to those shareholders, in case of shares held in physical form, whose names appear in the register of members as of the close of business hours on July 15, 2026 and in case of shares held in dematerialised form to the beneficiaries as of the close of business hours on July 15, 2026 as per details furnished by the depositories for this purpose."

### 4. Re-appointment of Director Retiring by Rotation

To appoint a Director in place of Dr. M Sambasiva Rao (DIN:01887410), who retires by rotation and being eligible, offers himself 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** pursuant to 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 Dr. M Sambasiva Rao (DIN:01887410), who retires by rotation at this meeting and being eligible, offers himself for reappointment, be and is hereby reappointed as a Director of the Company, liable to retire by rotation"

## SPECIAL BUSINESS:

### 5. Re-Appointment of Mr. Muthu Raju Paravasa Raju Vijay Kumar (DIN: 05170323) as 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, 152 and other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and the Articles of Association of the Company, Mr. Muthu Raju Paravasa Raju Vijay Kumar (DIN:05170323) (DOB: 30-09-1969), Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and in respect of whom the Company has received a notice in writing from member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, consent of the members, be and is hereby accorded for re-appointment Mr. Muthu Raju Paravasa Raju Vijay Kumar (DIN: 05170323) as Non-Executive Independent Director of the Company to hold office for second and final term of 5 (Five) consecutive years starting from November 1, 2026 to October 31, 2031 (both days inclusive) and he shall not be 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."

By Order of the Board of Directors

**Umakanta Barik**

Company Secretary & Compliance Officer

M. No: FCS-6317

eCSIN: EF006317A000002335

Place: Hyderabad

Date: May 11, 2026

## Registered Office:

CIN: L15209TG1992PLC014332

# H.No.8-2-293/82/A/1286, Plot No: 1286,

Road No. 1 & 65, Jubilee Hills,

Hyderabad, Telangana, 500033.

Tel : 040-23391221

E-mail: hfl@heritagefoods.in

Website: www.heritagefoods.in



# Notes

1. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular dated September 22, 2025 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM"/"Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("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 situated at #H.No.8-2-293/82/A/1286, Plot No: 1286, Road No. 1 & 65, Jubilee Hills, Hyderabad, Telangana, 500033, India.
2. Pursuant to the provisions of the circulars on the VC/OAVM:
  - a) Members can attend the meeting through login credentials provided to them to connect to Video Conference VC/OAVM. Physical attendance of the members at the meeting venue is not required.
  - b) Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The VC/OAVM facility for Members to join the AGM shall be made available 30 minutes before the commencement of the AGM and shall remain open until 15 minutes after the conclusion of the AGM. Members may attend and participate in the AGM through VC/OAVM by following the instructions provided in this Notice.
4. The attendance of the Members (member's logins) attending the AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. In compliance with the MCA Circulars and SEBI Circular, Notice of the 34th AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / Depository Participants/ RTA. Members may note that the Notice and the 34th Annual Report 2025-26 will also be available on the Company's website at [www.heritagefoods.in](http://www.heritagefoods.in), on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).  
 In case any member is desirous of obtaining hard copy of the 34th Annual Report for the financial year 2025-26 they may send a request from the registered e-mail address to the Company's e-mail address at [hfl@heritagefoods.in](mailto:hfl@heritagefoods.in) mentioning their Folio no./ DP ID and Client ID.  
 Additionally, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending a letter to members whose e-mail address is not registered with Company/ Depository Participant providing the exact web-link of Company's website from where the 34th Annual Report for financial year 2025-26 can be accessed.
6. 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. 5 forms part of this Notice.
7. 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 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.

8. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
9. In terms of the provisions of Section 152 of the Companies Act, 2013 and rules made thereunder, Dr. M Sambasiva Rao (DIN:01887410), Whole Time Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. The Board of Directors of the Company recommend his re-appointment.  
 The above re-appointment shall not alter any terms and conditions with regard to remuneration, tenure of appointment and such other terms and conditions relating to his appointment as a Whole Time Director of the company for a term of five year (w.e.f. 01.04.2025) as approved by the Members of the Company by way of postal ballot and remote e-voting, the results of which were declared on May 2, 2025.
10. Pursuant to Regulation 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 34<sup>th</sup> AGM of the Company to be held on Thursday, July 23, 2026 at 10.00 AM is provided in Annexure-1 of this Notice.
11. 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), 301, 3rd Floor, Naman Chambers, G Block, Plot No-C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400051 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.
12. (a) The Company has notified closure of Register of Members and Share Transfer Books from July 16, 2026 to July 23, 2026 (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 July 30, 2026. The dispatch of dividend warrants/ demand drafts will be completed on the same day.
13. 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:

14. As per the MCA Circulars and SEBI Circular the notice of the AGM along with the 34<sup>th</sup> Annual Report for the FY 2025-26 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. The company shall also send a letter providing the web-link, including the exact path for viewing and downloading the 34<sup>th</sup> Annual Report to those shareholder(s) who have not registered their email addresses either with the Company or Depositories. Members may note that the Notice and 34th Annual Report for the FY 2025-26 will also be

available on the Company's website i.e. [www.heritagefoods.in](http://www.heritagefoods.in), websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

15. For receiving all communication (including 34<sup>th</sup> Annual Report for FY 2025-26) 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 [hfi@heritagefoods.in](mailto:hfi@heritagefoods.in) or to M/s KFin Technologies Limited (KFinTech) at [einward.ris@kfintech.com](mailto: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:**

**16. 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 LO&DR Regulations and in terms of SEBI Master circular no. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026 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 which 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 Wednesday, July 15, 2026 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 the cutoff date i.e. Wednesday, July 15, 2026 may obtain the User ID and Password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com). 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 facility will be available during the following voting period:

Commencement of remote e-Voting:	Monday, July 20, 2026 at 9.00 a.m. (IST)
End of remote e-Voting:	Wednesday, July 22, 2026 at 5.00 p.m. (IST)

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-Voting module

shall be disabled 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. Wednesday, July 15, 2026.

- iv. Members shall be provided the facility for voting through electronic voting system 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.

**17. 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 General 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 [hfi@heritagefoods.in](mailto:hfi@heritagefoods.in) between Saturday, July 18, 2026 (9:00 a.m. IST) to Tuesday, July 21, 2026 (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.com](mailto:evoting@nsdl.com) / 022 - 4886 7000.

**18. 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 General 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><b>A. NSDL IDeAS facility</b></p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> <li>1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a personal computer or on a mobile.</li> <li>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> <li>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> <li>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> <li>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 &amp; e-voting during the meeting.</li> </ol> <p><b>If you are not registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>a) Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>b) Select 'Register Online for IDeAS' Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>c) Please follow steps given in points 1-5</li> </ol> <p><b>B. e-voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>1. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile phone.</li> <li>2. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/ Member' section.</li> <li>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> <li>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 &amp; e-voting during the meeting.</li> </ol> <p><b>C.</b> Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.</p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>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> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
	<ol style="list-style-type: none"> <li>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>2. 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.</li> <li>3. 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.</li> </ol> <div style="text-align: right;"> <p>NSDL Mobile App is available on</p>     </div>

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at toll free no.: 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 18002109911

**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?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. 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.
4. 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.nsdl.com](http://www.evoting.nsdl.com).
  - b. “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) 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 [mail@rscs.in](mailto:mail@rscs.in) with a



copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 022-48867000 and 022-24997000 or send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com).

#### D. Other Instructions:

The Board of Directors 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 - 500063, Telangana 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](http://www.heritagefoods.in) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The result will simultaneously be communicated to the stock exchanges where the shares of the company are listed.

#### 19. 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.

#### 20. DIVIDEND RELATED INFORMATION

- i. The Board of Directors at their meeting held on May 11, 2026 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, 2026, subject to approval of the Members at the AGM, the dividend will be paid by Thursday, July 30, 2026, 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 dematerialized 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 the same day.

- ii. The Company has notified closure of Register of Members and Share Transfer Books from Thursday, July 16, 2026 to Thursday, July 23, 2026 (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 (KFinTech) (CIN:L72400TG2017PLC117649), Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana - 500 032, India 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.

- i. 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 emailing at [hfl@heritagefoods.in](mailto:hfl@heritagefoods.in) or [einward.ris@kfintech.com](mailto: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.

- ii. 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 ₹10,000/-

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/ PAN is not linked with Aadhar in case of an individual	20%	No document required (if no exemption is sought)
3.	Availability of lower/nil tax deduction certificate issued by Income Tax Department u/s 395(1) of Income Tax Act, 2025	Rate specified in the certificate	Lower tax deduction certificate obtained from Income Tax Authority to be submitted on or before July 12, 2026.

### 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/Depository Participant on or before July 12, 2026.

SI No	Particulars	Withholding tax rate	Documents required (if any)
1	Submission of form 121 with valid & operative PAN	Nil	Declaration in Form 121 fulfilling certain conditions.
2	Member to whom section 393(1) [Table: Sl. No. 7] of the Income-Tax Act, 2025 does not apply as per section 393(4) [Table: Sl. No. 10] such as LIC, GIC. etc.	Nil	Valid documentary evidence for exemption u/s 393(4) [Table Sl. No 10] of the Income-Tax Act, 2025.
3	Member covered u/s 393(5) of the Income-Tax Act, 2025 such as Government, RBI, Corporations established by Central Act & mutual funds	Nil	Valid documentary evidence for coverage u/s 393(5) of the Income-Tax Act, 2025.
4	Category I and II Alternative investment Fund	Nil	SEBI registration certificate to claim benefit under section 400(1) of the Income-Tax Act, 2025.
5	<ul style="list-style-type: none"> <li>• Recognised provident funds</li> <li>• Approved superannuation fund</li> <li>• Approved gratuity fund</li> </ul>	Nil	Valid 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 393(9) of the Income-Tax Act, 2025. Valid documentary evidence (e.g., relevant copy of registration, notification, order, etc.) to be provided.
7	Any resident member exempted from TDS deduction as per the provisions of the Income-Tax Act, 2025 or by any other law or notification	Nil	Valid documentary evidence substantiating exemption from deduction of TDS.

## 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"> <li>i. Tax Residency certificate issued by revenue authority of country of residence of member for the year in which dividend is received</li> <li>ii. PAN or declaration as per Rule 217 of the Income-Tax Rules, 2026 in a specified format</li> <li>iii. E-filed Form 41</li> <li>iv. Self-declaration for non-existence of permanent establishment/ fixed base in India</li> </ol> <p>(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)</p>
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 and the same will be included in taxable income of the branch in India.
4	Availability of Lower / NIL tax deduction certificate issued by Income Tax Authority	Rate specified in certificate	Lower tax deduction certificate obtained from Income Tax Authority

### Notes:

- i. The Company will issue soft copy of the TDS certificate to its members through email registered with the Company / RTA post filing of TDS return as per statutory timelines specified under the Income-Tax Act, 2025. Members will be able to download Form 168 from the Income Tax Department's website <https://www.incometax.gov.in>.



- ii. The aforesaid documents such as Form 121, documents under section 393(5), 400(1), FPI / FI Registration Certificate, Tax Residency Certificate, Lower Tax certificate, Rule 203 declaration, etc. can be uploaded on the link <https://rkarisma.kfintech.com/dividends/> on or before July 12, 2026 to enable the Company to determine the appropriate TDS / withholding tax rate applicable. Any documents / communication on the tax determination / deduction received after July 12, 2026 shall not be considered.
- NSDL has provided a facility for submission of tax documents for claiming nil/low tax deduction from dividend whereby the Resident Non-Individual members i.e. Insurance Companies, Mutual Funds and Alternative Investment Funds (AIF) and other domestic financial institutions established in India and Non-Resident Non-Individual members i.e., Foreign Institutional Investors and Foreign Portfolio Investors may submit the relevant forms / declarations / documents through their respective custodian who is registered on NSDL platform, on or before July 12, 2026.
- iii. 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.
- iv. 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.
- v. No TDS will be deducted in case of resident individual members whose dividend does not exceed ₹ 10,000. However, where the PAN is not updated in Company / RTA / Depository Participant records or in case of an invalid PAN and cumulative dividend payment to individual member is more than ₹ 10,000, the Company will deduct TDS / Withholding tax u/s 393(1) [Table: Sl. No. 7] with reference to Section 397(2) of the Income-Tax Act, 2025.
- All the members are requested to update their PAN with their Depository Participant (if shares are held in dematerialised mode) and Company / RTA (if shares are held in physical mode) against all their folio holdings on or before July 12, 2026.
- vi. 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 cooperation in any appellate proceedings.
- vii. 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.

## 21. 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 31, 2025 (date of the last AGM) on the website of the Company ([www.heritagefoods.in](http://www.heritagefoods.in)) and also on the website of the Ministry of Corporate Affairs.

The information in respect of unclaimed/ unpaid dividend and the last date for claiming the same are given below:

Financial year	Date of Declaration of Dividend	Last date for claiming Unpaid Dividend	Unclaimed/Unpaid Dividend as on March 31, 2026	
			Amount outstanding (₹ in Mn)	No. of Equity Shares
2018-19	30-08-2019	04-10-2026	1.35	6,74,411
2019-20	28-08-2020	03-10-2027	1.55	7,01,339
2020-21	30-07-2021	03-09-2028	2.27	5,26,479
2021-22	21-10-2021 (1 <sup>st</sup> Interim Dividend)	25-11-2028	1.21	5,72,393
2021-22	29-07-2022 (Final Dividend)	02-09-2029	1.30	5,94,420
2022-23	22-08-2023	26-09-2030	1.34	6,08,110
2023-24	21-08-2024	26-09-2031	1.77	8,02,081
2024-25	31-07-2025	04-09-2032	1.41	6,28,336

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 ₹ 13,27,930/- (Thirteen lakh twenty seven thousand nine hundred thirty Only) for the year 2017-18 was transferred to the Investor Education and Protection Fund during the financial year 2025-26 on October 14, 2025.

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 read with applicable rules, the Company has transferred 2,13,802 (Two lakh thirteen thousand eight hundred two only) equity shares belonging to 145 members of the company who have not claimed dividends for a continuous period of seven years to Investor Education and Protection fund Authority (IEPF) through Corporate Action to Demat account of IEPF Authority dated 27-10-2025.

Further the unclaimed/unpaid dividend and the shares thereof pertaining to the financial year 2018-19 shall be transferred to the

Investor Education and Protection Fund during the financial year 2026-27. The members who have not claimed their dividend are requested to claim it as early as 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>.

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.

## 22. OTHER INFORMATION

- i. The Company's equity shares are Listed at (i) BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001, Maharashtra, India; and (ii) National Stock Exchange of India Limited, Exchange Plaza, Floor 5, Plot No. C/1, Bandra (East), Mumbai - 400051, Maharashtra, India and the Company has paid the Annual Listing Fees to the said Stock Exchanges for the year 2025-26.
- ii. 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.

SEBI vide its Circular dated July 5, 2025, has prescribed a special window for re-lodgement of transfer deeds lodged prior to April 1, 2019, which were rejected/returned due to deficiencies, for a period of six months from July 7, 2025 to January 6, 2026. Further, SEBI vide its Circular dated January 30, 2026, has provided another special window for transfer and dematerialisation of physical securities purchased or sold prior to April 1, 2019, which shall remain open for one year from February 5, 2026 to February 4, 2027.

In view of the above, Members are advised to dematerialise shares held by them in physical form.

iii. Members holding shares in physical mode are:

- a. required to submit their Permanent Account Number (PAN) and bank account details to the Company/KFintech as mandated by SEBI by writing to the Company at [hfl@heritagefoods.in](mailto:hfl@heritagefoods.in) or to KFintech at [einward.ris@kfintech.com](mailto: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.

iv. 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.

v. 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.

- vi. 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).
- vii. 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.
- viii. 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.
- ix. Pursuant to Section 20 of the Companies Act, 2013, members may request delivery of documents through a particular mode. As the cost of dispatch may vary based on the mode of delivery, weight and destination, the member shall pay the actual expenses incurred by the Company for such dispatch in advance.
- x. 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 <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> or by post to Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, Telangana	
	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	<b>Form ISR-1</b>
	Update of signature of securities holder	<b>Form ISR-2</b>
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	<b>Form SH-13</b>
	Declaration to opt out	<b>Form ISR-3</b>
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	<b>Form SH-14</b>
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form	<b>Form ISR-4</b>
The forms for updating the above details are available at <a href="https://www.heritagefoods.in/static/images/pdf/investorcommunication.pdf">https://www.heritagefoods.in/static/images/pdf/investorcommunication.pdf</a>		
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.	

xi. Members may also note that the 34<sup>th</sup> Annual Report for the financial year 2025-26 will also be available on the Company’s website at [www.heritagefoods.in](http://www.heritagefoods.in). For any communication, the members may also send requests to the Company’s investor email id: [hfl@heritagefoods.in](mailto:hfl@heritagefoods.in).

By Order of the Board of Directors

**Umakanta Barik**  
Company Secretary & Compliance Officer  
M. No: FCS-6317  
eCSIN: EF006317A000002335

Place: Hyderabad  
Date: May 11, 2026

**Registered Office:**  
CIN: L15209TG1992PLC014332  
# H.No.8-2-293/82/A/1286, Plot No: 1286, Road No. 1 & 65,  
Jubilee Hills, Hyderabad, Telangana, 500033. Tel : 040-23391221  
E-mail: [hfl@heritagefoods.in](mailto:hfl@heritagefoods.in)  
Website: [www.heritagefoods.in](http://www.heritagefoods.in)



## 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. 5 of the Notice of 34<sup>th</sup> AGM dated July 23, 2026:

### Item No: 5

#### Re-Appointment of Mr. Muthu Raju Paravasa Raju Vijay Kumar (DIN: 05170323) as Non-Executive Independent Director of the Company

Mr. Muthu Raju Paravasa Raju Vijay Kumar (DIN: 05170323) (DOB: 30-09-1969) was appointed as a Non-Executive Independent Director of the Company for the first term by the members through Postal Ballot on November 24, 2021 for a period of 5 (five) consecutive years from November 01, 2021 to October 31, 2026 and is eligible for re-appointment for a second and final term on the Board of Directors of the Company as per Section 149(10) of the Act.

Mr. Muthu Raju Paravasa Raju Vijay Kumar (DIN: 05170323) is currently acting as a Non-Executive Independent Director of the Company and is Chairperson/Member in the following Committees of the Board.

S. No	Name of the Committee	Designation
1.	Audit Committee	Member
2.	Nomination & Remuneration Committee	Chairperson
3.	Management Committee	Member

Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors, at its meeting held on May 11, 2026, has proposed the re-appointment of Mr. Muthu Raju Paravasa Raju Vijay Kumar (DIN: 05170323) as a Non-Executive Independent Director of the Company for a second and final term of five consecutive years, commencing from November 1, 2026 to October 31, 2031 (both days inclusive), not liable to retire by rotation, subject to the approval of the members by way of a Special Resolution.

Mr. Muthu Raju Paravasa Raju Vijay Kumar (DIN: 05170323), aged about 57 years, with over thirty years of experience in finance, accounting and corporate governance, brings deep expertise to the corporate and regulatory landscape. He currently serves as Executive Director and Group CFO at Sify Technologies Limited. He is a Fellow Member of the Institute of Chartered Accountants of India (ICAI), the Institute of Cost and Management Accountants of India (ICMA) and the Institute of Company Secretaries of India (ICSI). He is also a member of the IFRS Interpretation Committee of the International Accounting Standards Board and the IFRS Advisory Council of the IFRS Foundation, London. He served as a council member of ICAI from 2016 to 2022, was Chairman of the Accounting Standards Board and an ex-officio member of NFRA from 2019 to 2022. He has been a member of various committees under the MCA, SEBI and the CFO Forum of CII. In recognition of his contributions, he was awarded the Business World CFO of the Year in 2021 and named among the 100 most influential CFOs in India by CIMA.

The Board is of the opinion that Mr. Muthu Raju Paravasa Raju Vijay Kumar is a person of integrity and possesses the requisite expertise, experience, knowledge and proficiency required for the role of an Independent Director. Considering his extensive experience in finance, accounting, corporate governance and regulatory matters, his active participation in the deliberations of the Board and its Committees and the valuable guidance provided by him during his tenure, the Board believes that his continued association would be beneficial to the Company and its stakeholders. Accordingly, the Board considers his re-appointment for a second and final term as a Non-Executive Independent Director to be in the best interests of the Company.

Pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on the recommendation of the Nomination & Remuneration Committee and the Board, Mr. Muthu Raju Paravasa Raju Vijay Kumar (DIN: 05170323) being eligible for re-appointment as Non-Executive Independent Director and offered himself for reappointment. Accordingly, it is proposed to re-appoint him as Non-Executive Independent Director of the Company for a second and final term with effect from November 1, 2026 to October 31, 2031 (both days inclusive) and not liable to retire by rotation and in respect of whom the Company has received a notice in writing from member under Section 160(1) of the Act proposing her candidature for the office of Director.

The Company has also received the following declarations/documents from Mr. Muthu Raju Paravasa Raju Vijay Kumar (DIN: 05170323):

- Declaration stating that he meets the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- the consent in writing to act as Non-Executive Independent Director
- 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.

Mr. Muthu Raju Paravasa Raju Vijay Kumar (DIN: 05170323), Non-Executive Independent Director has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Mr. Muthu Raju Paravasa Raju Vijay Kumar (DIN: 05170323), Non-Executive Independent Director fulfills the conditions specified in the Act, rules made thereunder and the SEBI Listing Regulations for re-appointment as Non-Executive Independent Director and that he is independent of the Management.

The draft letter of re-appointment of Mr. Muthu Raju Paravasa Raju Vijay Kumar has been uploaded on the website of the Company at [www.heritagefoods.in](http://www.heritagefoods.in) and available for inspection.

The other details of Mr. Vijay Kumar in terms of 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 given in Annexure I to this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mr. Muthu Raju Paravasa Raju Vijay Kumar (DIN: 05170323) as Non-Executive Independent Director is placed for the approval of the members by a Special Resolution.

The Board recommends the Special Resolution set out in Item No.5 of the accompanying Notice for approval of the members.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. Muthu Raju Paravasa Raju Vijay Kumar (DIN: 05170323) are concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the accompanying Notice.

By Order of the Board of Directors

**Umakanta Barik**

Company Secretary & Compliance Officer

Place: Hyderabad

M. No: FCS-6317

Date: May 11, 2026

eCSIN: EF006317A000002335

#### Registered Office:

CIN: L15209TG1992PLC014332

# H.No.8-2-293/82/A/1286, Plot No: 1286,

Road No. 1 & 65, Jubilee Hills, Hyderabad,

Telangana, 500033, Tel : 040-23391221

E-mail: [hfl@heritagefoods.in](mailto:hfl@heritagefoods.in)

Website: [www.heritagefoods.in](http://www.heritagefoods.in)



**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 Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2

Brief profile of the Director, nature of his expertise in specific functional areas, names of Companies in which he holds directorships and chairmanships of Board / Committees and his shareholding in the Company are provided below:

<b>Name of the Director</b>	<b>Dr. Muddana Sambasiva Rao</b>													
Director Identification Number	01887410													
Category of Director	Whole Time Director													
Date of Birth	05-05-1957													
Nationality	Indian													
Date of First appointment as a Director of the Company	April 1, 2025													
Profile / Qualifications & Experience	Dr. Rao (Retd. IAS), a seasoned professional with nearly two decades of experience in the Indian Administrative Service, including a distinguished tenure as Joint Secretary in the Ministry of Commerce Govt of India, brings strong governance acumen and commercial expertise to Heritage Foods. He plays a vital role in shaping the Company's growth and strategic direction and he holds a Doctorate in Zoology.													
Terms and Conditions of Re-appointment and proposed remuneration to be paid	As per the terms of appointment originally approved by the Members of the Company through Postal Ballot and remote e-voting, the results of which were declared on May 2, 2025.													
Remuneration last Drawn	As per the terms of appointment originally approved by the Members of the Company through Postal Ballot and remote e-voting, the results of which were declared on May 2, 2025.													
*List of Directorships held in other companies	<table border="1"> <thead> <tr> <th>Name</th> <th>CIN</th> </tr> </thead> <tbody> <tr> <td>Heritage Nutrivet Limited</td> <td>U15400TG2008PLC062054</td> </tr> <tr> <td>Heritage Finlease Limited</td> <td>U65910TG1996PLC023310</td> </tr> <tr> <td>XL Marketing Consulting Private Limited</td> <td>U74900TG2010PTC070468</td> </tr> </tbody> </table>			Name	CIN	Heritage Nutrivet Limited	U15400TG2008PLC062054	Heritage Finlease Limited	U65910TG1996PLC023310	XL Marketing Consulting Private Limited	U74900TG2010PTC070468			
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XL Marketing Consulting Private Limited	U74900TG2010PTC070468													
Number of Board meetings attended:	During the FY 2025-26 Dr. Rao has attended 6 out of 6 Board meetings													
*Chairman/Member of the Committees of the Boards of other public companies in which he is Director as on 11-05-2026	<table border="1"> <thead> <tr> <th>Name of the Company</th> <th>Committee</th> <th>Member/Chairperson</th> </tr> </thead> <tbody> <tr> <td>Heritage Nutrivet Limited CIN: U15400TG2008PLC062054</td> <td>Nomination &amp; Remuneration Committee</td> <td>Member</td> </tr> <tr> <td rowspan="2">Heritage Finlease Limited CIN: U65910TG1996PLC023310</td> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Nomination &amp; Remuneration Committee</td> <td>Member</td> </tr> </tbody> </table>			Name of the Company	Committee	Member/Chairperson	Heritage Nutrivet Limited CIN: U15400TG2008PLC062054	Nomination & Remuneration Committee	Member	Heritage Finlease Limited CIN: U65910TG1996PLC023310	Audit Committee	Member	Nomination & Remuneration Committee	Member
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Heritage Finlease Limited CIN: U65910TG1996PLC023310	Audit Committee	Member												
	Nomination & Remuneration Committee	Member												
Chairman/Member of the Committees of the Boards of other companies resigned in past three financial years	Nil													
Shareholding in the Company	93,078 fully paid-up equity shares at FV of ₹5/- each													
Relationship with Other Directors, Manager and other Key Managerial Personnel of the Company.	None													

\* Directorship/Chairmanship/Membership in Heritage Foods Limited is not included.



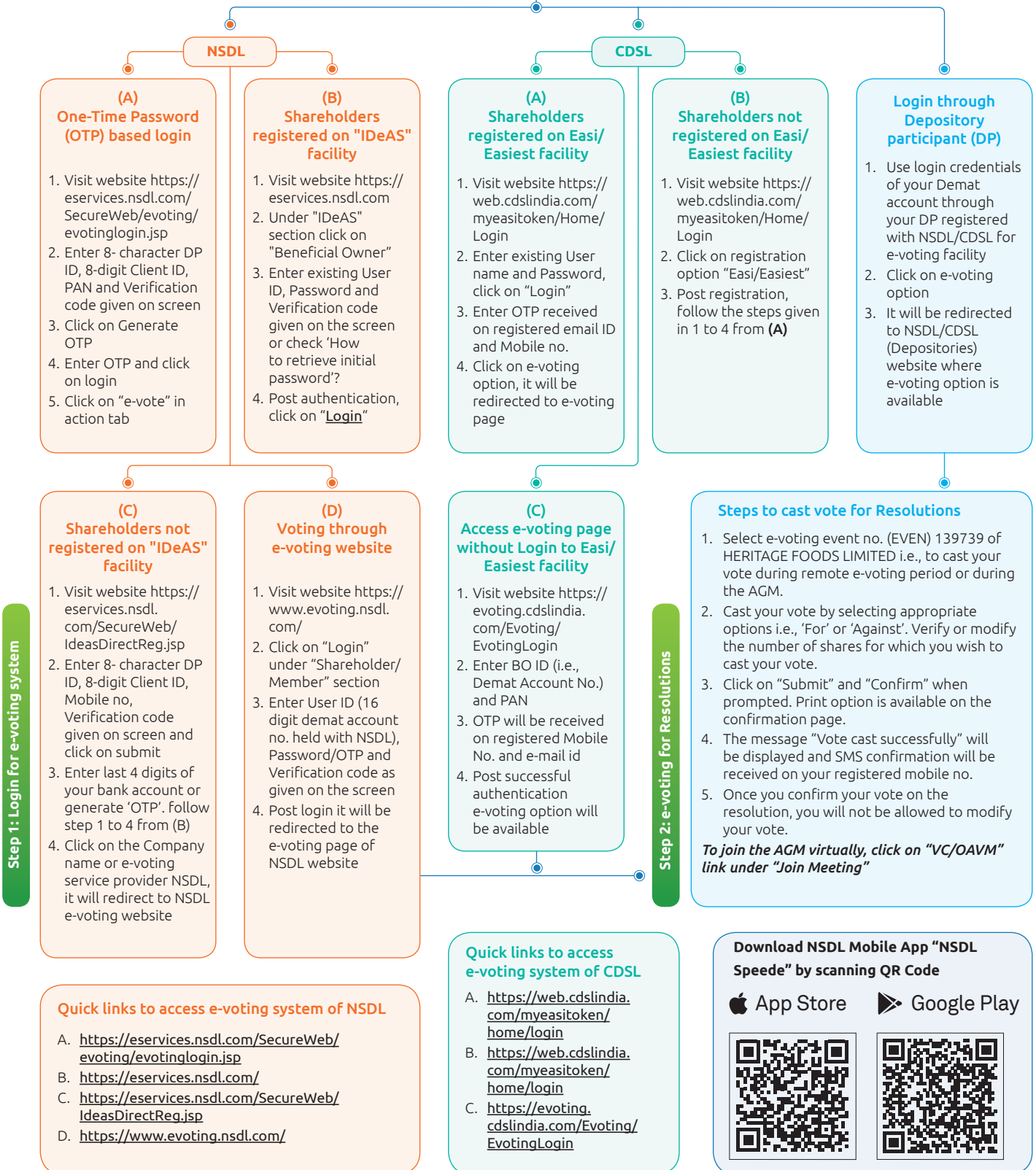
<b>Name of the Director</b>	<b>Mr. Muthu Raju Paravasa Raju Vijay Kumar</b>																						
Director Identification Number	05170323																						
Category of Director	Non-Executive Independent Director																						
Date of Birth	30-09-1969																						
Nationality	Indian																						
Date of First appointment	01-11-2021																						
Profile / Qualifications & Experience	Mr. Muthu Raju Paravasa Raju Vijay Kumar (DIN: 05170323), aged about 57 years, with over thirty years of experience in finance, accounting and corporate governance, brings deep expertise to the corporate and regulatory landscape. He currently serves as Executive Director and Group CFO at Sify Technologies Limited. He is a Fellow Member of the Institute of Chartered Accountants of India (ICAI), the Institute of Cost and Management Accountants of India (ICMA) and the Institute of Company Secretaries of India (ICSI). He is also a member of the IFRS Interpretation Committee of the International Accounting Standards Board and the IFRS Advisory Council of the IFRS Foundation, London. He served as a council member of ICAI from 2016 to 2022, was Chairman of the Accounting Standards Board and an ex-officio member of NFRA from 2019 to 2022. He has been a member of various committees under the MCA, SEBI and the CFO Forum of CII. In recognition of his contributions, he was awarded the Business World CFO of the Year in 2021 and named among the 100 most influential CFOs in India by CIMA.																						
Terms and Conditions of Re-appointment and proposed remuneration to be paid	As mentioned in the Resolution no.4/Explanatory Statement/ letter of re-appointment as a Non-Executive Independent Director for second and final term with effect from November 1, 2026 to October 31, 2031. Will be entitled for Sitting Fees for Board and Committee Meetings of the Company.																						
Remuneration/ Sitting Fees last Drawn	Sitting Fees for Board and Committee Meetings during last five (5) years																						
	₹ in Mn																						
	<b>Financial Year</b>	<b>2025-26</b>	<b>2024-25</b>	<b>2023-24</b>	<b>2022-23</b>																		
	Sitting Fees	1.15	0.95	0.70	0.79																		
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Name of the Company	Committee	Member/ Chairperson	Date of Cessation																				
Life Insurance Corporation of India	Audit Committee	Chairperson	28-01-2026																				
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/Chairmanship/Membership in Heritage Foods Limited is not included.

## Key information related to AGM:

Sl No	Particulars	Details
1	Date and time of AGM	Thursday, July 23, 2026, at 10:00 am (IST)
2	Record date for Final Dividend	Wednesday, July 15, 2026
3	Date of payment of Final Dividend (if approved at the AGM)	Thursday, July 30, 2026
4	E-voting start date and time	Monday, July 20, 2026 from 9:00 a.m. (IST)
5	E-voting end date and time	Wednesday, July 22, 2026 till 5:00 p.m. (IST)

### Steps for e-voting and joining the AGM through VC/OAVM for individual shareholders holding securities in Dematerialized mode



**Steps for e-voting and joining the AGM through VC/OAVM for Other than individual Shareholders and Shareholders holding securities in physical mode**

Step 1: Login for e-voting system

**A) Voting through e-voting website of NSDL**

1. Visit website - <https://www.evoting.nsd.com/>
2. Click on "Login" under "Shareholder/Member" section
3. Enter **User ID\***
4. Enter Password/OTP and verification code.
  - a. For registered user - Use existing password
  - b. For first time user - Retrieve "initial password"
5. Then tick on "Agree to Terms and Conditions"
6. Click on "Login" and home page of e-voting will open. Click on "**e-voting**" then follow the process given under "**Steps to cast vote for Resolutions**"

**B) Voting through NSDL IDEAS for registered user**

1. Visit website <https://eservices.nsd.com/>
2. Login with your existing NSDL IDEAS login credentials.
3. Follow steps 5 and 6 from **(A)** above.

**\*User ID**

**NSDL**

Enter user ID - 8 character DP ID (eg. IN123456) and 8 digit Client ID (eg.12345678).

**CDSL**

Enter user ID - 8 digit DP ID (eg. 12345678) and 8 digit Client ID (eg. 12345678)

**Shares held in physical form**

Enter EVEN followed by folio no. (eg.: if EVEN is 12345 and folio no. is 001\*\*\* then User ID is 12345001\*\*\*)

Step 2: e-voting for Resolutions

**Steps to cast vote for Resolutions**

1. Select e-voting event no. (EVEN) 139739 of HERITAGE FOODS LIMITED i.e., to cast your vote during remote e-voting period and during the AGM.
2. Cast your vote by selecting appropriate options i.e., 'For' or 'Against'. Verify or modify the number of shares for which you wish to cast your vote.
3. Click on "Submit" and "Confirm" when prompted. Print option is available on the confirmation page.
4. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
5. The message "Vote cast successfully" will be displayed and SMS confirmation will be received on your registered mobile no.

*To join the AGM virtually, click on "VC/OAVM" link under "Join Meeting"*

**General guidelines for Shareholders**

1. Do not share your password with anyone. Keep it confidential.
2. Login to e-voting website will be disabled upon five unsuccessful attempts if incorrect password entered.
3. In such an event, reset the password by following **option 2** under **'How to retrieve initial password?'**
4. To retrieve User ID /Password for e-voting send request to [evoting@nsdl.com](mailto:evoting@nsdl.com) by providing demat account no./Folio no., client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card and Aadhaar Card.
5. For queries relating to e-voting:
  - Refer Frequently Asked Questions ("FAQs") on NSDL website or,
  - Refer e-voting user manual available on <https://www.evoting.nsd.com> or,
  - Call on +91 22 48867000 or send the request to [evoting@nsdl.com](mailto:evoting@nsdl.com)

**How to retrieve "initial password" (for Individual Shareholders, other than Individual Shareholders and for shares held in physical form)**

**Option 1**

- Email ID registered with DP or Company –
- (i) Search for the e-mail in your mail box from NSDL ([evoting@nsdl.com](mailto:evoting@nsdl.com))
  - (ii) Open the .pdf file which contains your 'User ID' and your 'initial password'.
- (Password of .pdf file
- (a) for NSDL account - 8 digit client ID
  - (b) for CDSL account - last 8 digits of client ID
  - (c) shares held in physical mode - Folio no.)

**Option 2**

- Email ID not registered with DP/Company or unable to retrieve initial password-
- (i) Visit link <https://www.evoting.nsd.com/>
  - (ii) Click on "Login" under "**Shareholder/Member section**"
  - (iii) Click on "Forgot User details/Password?" (For shares held in Demat account) or "Physical User Reset Password?" (for shares held in physical form)

**Option 3**

If you are still unable to reset the password by aforesaid two options then send email to [evoting@nsdl.com](mailto:evoting@nsdl.com) providing details of Demat account no./Folio number, PAN, Name and registered email ID)

**Instructions for members for attending the AGM through VC/OAVM**

1. Members may attend the AGM through VC/OAVM or view the live webcast of AGM at <https://www.evoting.nsd.com> following the **Step 1 - Login for e-voting system'** as mentioned above.
2. After successful login, click on VC/OAVM link placed under "**Join Meeting**" against the Company name 'HERITAGE FOODS LIMITED'.
3. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM.
4. For assistance before or during the meeting - contact NSDL on [evoting@nsdl.com](mailto:evoting@nsdl.com) or +91 22 48867000

	Shares held in NSDL	Shares held in CDSL
📞	<a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a>	helpdesk.evoting@cdslindia.com
✉️	+91 22 48867000	+1800 21 09911