

**SECRETARIAL COMPLIANCE REPORT OF
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, Telangana, 500033

For the Financial Year ended 31st March, 2026

[as per the regulation 24(A) of SEBI (LO&DR) Regulations, 2015 as amended from
time to time]

We, A. Ravi Shankar, Partner of Ravi & Subramanyam, Company Secretaries
having its office at Hyderabad bearing (M.no: F5335 and C.P. No: 4318), have
examined:

- (a) all the documents and records made available to us and explanation
provided by M/s. Heritage Foods Limited
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the Company,
- (d) any other document/ filing, as may be relevant, which has been relied
upon to make this certification,

for the year ended March 31, 2026 in respect of compliance with the provisions
of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the
Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made
thereunder and the Regulations, circulars, guidelines issued thereunder
by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued
thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure
Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure
Requirements) Regulations, 2018; - **Not Applicable during the year under
review**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares
and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities)
Regulations, 2018; : **Not Applicable during the year under review**



- (e) Securities and Exchange Board of India (Share based employee benefits and Sweat Equity) Regulations, 2021; **Not Applicable during the year under review**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable during the year under review**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

S. No	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of The Practicing Company Secretary	Management Response	Remarks
Nil										

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of The Practicing Company Secretary	Management Response	Remarks



----- Not Applicable -----

(c) We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

S. No.	Particulars	Compliance Status (Yes/NO/NA)	Observations/ Remarks by PCS
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	None
2.	<u>Adoption and timely updation of the Policies:</u> - All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities - All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI.	Yes Yes	None None
3.	<u>Maintenance and disclosures on Website:</u> - The Listed entity is maintaining a functional website - Timely dissemination of the documents/ information under a separate section on the website - Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes Yes Yes	None None None
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	None
5.	<u>To examine details related to Subsidiaries of listed entities:</u> a) Identification of material subsidiary companies	NA	The Listed Entity is not having any material subsidiary. However the Company has a



S. No.	Particulars	Compliance Status (Yes/NO/NA)	Observations/ Remarks by PCS
	b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	wholly owned subsidiary namely Heritage Nutrivet Limited and two Subsidiary Companies namely Heritage Novandie Foods Limited and Peanutbutter and Jelly Limited
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	None
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	None
8.	<u>Related Party Transactions:</u> a. The listed entity has obtained prior approval of Audit Committee for all Related party transactions In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	Yes NA	All RPT Taken Prior Approval
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	None
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u>		No Actions taken against the



S. No.	Particulars	Compliance Status (Yes/NO/NA)	Observations/ Remarks by PCS
	No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	Company/ its promoters/ directors/ subsidiaries either by SEBI or by BSE & NSE under SEBI Regulations and circulars/ guidelines issued thereunder during the year under review.
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	No such event occurred
13.	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	No additional non-compliance was observed for any SEBI regulation/circular/guidance note etc. during the year under review.

For Ravi & Subramanyam

Company Secretaries

Peer Review No: 1349/2021

A. Ravi Shankar
Partner

M.No: F5335

C.P.No:4318

UDIN: F005335H000243309

Place: Hyderabad

Date: 30.04.2026

