Heritage
HEALTH AND HAPPINESS

Ref: SECT: STOC: 96-21

October 25, 2021

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

Scrip Code: 519552

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

Scrip Code: HERITGFOOD

Dear Sir/Madam,

Sub.: Submission of Postal Ballot Notice

In Continuation of our letter dated October 21, 2021, we wish to inform that the Board of Directors of the Company approved to conduct the Postal ballot for seeking approval of the Members of the Company by way of Ordinary Resolutions for following matter through remote e-voting:

Sl No	Businesses to be transacted through Postal Ballot	Resolution Type
1.	To appoint Mr. Muthu Raju Paravasa Raju Vijay Kumar (DIN: 05170323) as a Non-Executive Independent Director of the company	Ordinary

In this regard, please find enclosed herewith the Postal Ballot Notice dated October 21, 2021 together with the Explanatory Statement and the same has send to the shareholders through email on 25/10/2021.

The copy of the said Postal Ballot Notice has been uploaded on the website of the Company at www.heritagefoods.in.

Please note that the Results of Postal Ballot will be declared on Thursday, November 25, 2021.

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

Thanks & Regards,

For HERITAGE FOODS LIMITED

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

Encl: a/a

Heritage
HEALTH AND HAPPINESS

About the Company:
Heritage Foods founded in the year 1992 is one of the fastest growing Private Sector Enterprises in India, with two business divisions' viz., Dairy and Renewable Energy under its flagship company Heritage Foods Limited and Cattle feed business through its subsidiary, Heritage Nutrivet Limited (HNL). Presently Heritage's milk and milk products have market presence in Andhra Pradesh, Telangana, Karnataka, Kerala, Tamil Nadu, Maharashtra, Odisha, NCR Delhi, Haryana, Uttar Pradesh and Uttarakhand. It has total renewable energy generation capacity of 10.39 MW from both Solar and Wind for captive consumption of its dairy factories.

TQ Cert NABCB FSMS 002

HERITAGE FOODS LIMITED

CIN:L15209TG1992PLC014332

Regd. Off: #6-3-541/C, Panjagutta, Hyderabad-500 082, Telangana, India
Tel: 040-23391221/2, **Fax**: 040-23318090
Web: www.heritagefoods.in, **E-mail:** hfl@heritagefoods.in

REMOTE-E-VOTING	
Commencement	09:00 A.M. on October 26, 2021
End date :	05:00 P.M. on November 24, 2021

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars (as defined below)

To,
The Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 ("the Act") and Rules 20 and 22 of the Companies (Management and Administration Rules), 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings (SS-2) to the extent applicable read with the General Circular No. 14/ 2020 dated April 8, 2020 and General Circular No. 17/ 2020 dated April 13, 2020, in relation to "Clarification on passing of Ordinary Resolutions by Companies under the Act and the Rules made thereunder on account of the threat posed by COVID -19" and the General Circular No. 22/2020 dated June 15, 2020, General Circular No.33/2020 dated September 28, 2020, General Circular No.39/2020 dated December 31, 2020 and General Circular No.10/2021 dated June 23, 2021 in relation to extension of the framework provided in the aforementioned circulars up to December 31, 2021, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") and any other applicable laws and regulations, the resolution appended below are proposed to be passed by the Members of the Company by way of Postal Ballot / Electronic voting (remote evoting).

The proposed Resolution along with the Explanatory statement pursuant to Section 102 of the Act setting out the material facts and reasons thereof are given hereunder.

In accordance with the provisions of the MCA Circulars, the Company is sending the Notice in electronic form only. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed there under and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice. The members can vote on resolution through remote e-voting facility only. Assent or Dissent of the members on the resolution mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

The Board of Directors of the Company (the "Board") has appointed Mrs. Savita Jyoti, Partner of M/s. Savita Jyoti Associates, Practicing Company Secretaries (M No: FCS -3738) (CP No: 1796), as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

In compliance with the provisions of Section 108 and other applicable provisions of the Act, read with the Rule 20 of the said Rules and Regulation 44 of the Listing Regulations and the MCA Circulars, the Company is providing option of e-voting facility to all the Members

of the Company. For this purpose, the Company has engaged the services of KFin Technologies Private Limited, Registrar and Share Transfer Agent of the Company to enable the Members to cast their votes electronically. For e-voting members are requested to read the Notes under the Section "E -Voting Procedure" to this Postal Ballot Notice.

Upon completion of the e-voting process, the Scrutinizer will submit her report to the Vice-Chairperson & Managing Director of the Company as authorized by the Board and the result of the Postal Ballot will be announced on November 25, 2021. The said result along with the Scrutinizer's Report will be displayed on the Company's website www.heritagefoods.in and will be communicated to the Stock Exchanges on which the shares of the Company are listed.

SPECIAL BUSINESS

Item No 1: **To appoint Mr. Muthu Raju Paravasa Raju Vijay Kumar (DIN: 05170323) as a Non-Executive Independent Director of the company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014("Rules") including any statutory modification(s) or re-enactment thereof for the time being in force and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, Mr. Muthu Raju Paravasa Raju Vijay Kumar (DIN: 05170323), who was appointed as an Additional Director in the category of Non-Executive Independent Director of the company w.e.f. November 01, 2021, by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee, pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and being eligible for appointment has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act read with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received notice in writing under Section 160(1) of the Act, from a member proposing his candidature for the office of an Independent Director, be and is hereby appointed as a Non- Executive Independent Director of the Company, to hold office for a term of 5 (five) consecutive years with effect from November 01, 2021 to October 31, 2026 and not liable to retire by rotation."

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

Registered Office:
#6-3-541/C, Punjagutta,
Hyderabad – 500 082, Telangana, Inida
CIN: L15209TG1992PLC014332
Ph: 040-23391221/2
e-mail: hfl@heritagefoods.in
Date: October 21, 2021

By Order of the Board of Directors of
HERITAGE FOODS LIMITED

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

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 resolution in respect of the business set out above is annexed hereto. A copy of the Postal Ballot Notice is also available on the Company website www.heritagefoods.in, and at the relevant sections of the websites of the Stock Exchanges on which the shares of the Company are listed.

2. The Notice is being sent to/published/displayed for 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 22nd October, 2021 in accordance with the provisions of the Companies Act 2013 read with Rules made thereunder and the relevant circulars issued by Ministry of Corporate Affairs, Government of India.

3. The Postal Ballot Notice is being sent by e-mail to all those Members who have registered their e-mail address with the Company or with their Depository Participants. 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. 13B, for procuring user id and password and registration of e-mail ids for E-voting for the resolution set out in this Postal Ballot Notice.

4. The Portal for E-voting will remain open for the Members for exercising their voting from **October 26, 2021** at **09:00 a.m.** India Standard Time ('**IST**') to **November 24, 2021** at **05:00 p.m. (IST)** both days inclusive. Please note that E-voting module will be disabled for voting by KFin Technologies Private Limited (KFintech) 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 **October 22, 2021** ('**cut-off date**'), may cast their vote electronically. Once vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

5. 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. **November 24, 2021**.

6. In line with the MCA 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. **October 22, 2021** and who have registered their e-mail addresses in respect of electronic holdings with the Depositories through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent i.e. KFin Technologies Private Limited. 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.

7. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

8. The Board of Directors has appointed Mrs. Savita Jyoti, Partner of M/s. Savita Jyoti Associates, Practicing Company Secretaries (M No: FCS -3738) (CP No: 1796), as Scrutinizer for scrutinizing the E-voting process and in a fair and transparent manner and Scrutinizer's decision on the validity of the E-voting will be final.

9. The Scrutinizer shall prepare Scrutinizer's Report on the total votes cast in favour or against or abstained, if any. The Scrutinizer will submit her report to the Vice-Chairperson & Managing Director of the Company, after completion of scrutiny of votes received through E-voting. The results of the Postal Ballot will be announced by the Vice-Chairperson & Managing Director on **November 25, 2021**. The results of the Postal Ballot will be posted on the Company's website www.heritagefoods.in and will also be communicated to the Stock Exchanges where the Company's shares are listed.

10. 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 to facilitate online inspection of relevant documents until last date of E-voting of this Postal Ballot i.e. **November 24, 2021.**

11. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA 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 circulating in Hyderabad (in vernacular language, i.e. Telugu).

12. 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 Ministry of Corporate Affairs Circulars, and any amendments thereto, the Company is providing facility for voting by E-voting to all the Members of the Company to enable them to cast their votes electronically on the items mentioned in the Notice. For this purpose, the Company has engaged the services of its RTA viz. KFin Technologies Private Limited (KFintech) (CIN: U72400TG2017PTC117649), Selenium Tower B, Plot 31 & 32, Financial District Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, Telangana, India and have made necessary arrangements with RTA to facilitate E-voting. In line with MCA Circulars voting can be done only by E-voting. The Members are advised to use the E-voting procedure by themselves and not through any other person/proxies. The detailed procedure with respect to E-voting is as follows.

13 **Voting through electronic means:**

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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. **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 re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. **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 3. **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 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.
Individual Shareholders holding securities in demat mode with CDSL	**1. 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.

	2. **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 3. **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	I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. 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. III. 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
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: **1800 1020 990** and **1800 22 44 30**
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at **022- 23058738** or **022-23058542-43**

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 savitajyotiassociates05@gmail.com 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 Annual Report, Notice of AGM, Postal Ballot Notice and e-voting instructions cannot be serviced, will have to follow the following process:

i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM, Postal Ballot Notice and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: https://ris.kfintech.com/clientservices/postalballot/. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.

ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the postal ballot notice and the e-voting instructions.

iii. 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 Vice-Chairperson & Managing Director of the Company after completion of the scrutiny and results of the Postal Ballot would be announced by November 25, 2021 and the Resolution will be taken as passed, if the results of 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. As indicated earlier, the results will be published on the website of the Company i.e. www.heritagefoods.in and will be communicated to the Stock Exchanges where the Company's shares are listed. Results will also be posted on the Website of KFin Technologies Pvt. Ltd, https://evoting.kfintech.com.

C. General Instructions

i. **In case Members of the Company have not registered their e-mail address:**

On account of threat posed by COVID-19 and in terms of the MCA and SEBI Circulars mentioned hereinabove, the Company will send Postal Ballot Notice in Electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the E-voting system only. Therefore, those Members who have not yet registered their e-mail address are requested to get their e-mail addresses temporarily registered by visiting https://ris.kfintech.com/clientservices/postalballot/ Post successful registration of email, the Member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable remote e-voting for this Postal Ballot. In case of any queries, member may write to evoting@Kfintech.com.

ii. The Remote E-voting period commences from 9.00 a.m. (IST) on October 26, 2021 and ends at 5.00 p.m. (IST) on November 24, 2021. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date of October 22, 2021, 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.

iii. 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, forthwith to the Vice-Chairperson & Managing Director of the Company.

iv. Subject to the receipt of sufficient votes, the Resolution shall be deemed to be passed on the last date of voting i.e. on November 24, 2021. The results declared along with the Scrutinizer's Report shall be placed on the Company's website of the Company i.e. www.heritagefoods.in and will be communicated to the Stock Exchanges where the Company's shares are listed.

v. To receive communication through electronic means, 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 on https://ris.kfintech.com/clientservices/postalballot/ or contact Ms. C Shobha Anand, Dy. Vice President, Toll Free No. 1800 309 4001, at [Unit: HERITAGE FOODS LIMITED] KFin Technologies Private Limited, Selenium Building B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State, India.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013

Item No. 1

With a view to broad base the Board with respect to composition of Board of Directors of the Company, the Board at its Meeting held on October 21, 2021, on the recommendations of the Nomination and Remuneration Committee, inducted Mr. Muthu Raju Paravasa Raju Vijay Kumar (DIN: 05170323), as an Additional Director in the category of Non- Executive Independent Director of the Company for a term of 5 (five) consecutive years w.e.f. November 01. 2021, subject to the approval of shareholders of the Company. Mr. Muthu Raju Paravasa Raju Vijay Kumar (DIN: 05170323) has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act,2013 along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations. The Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Muthu Raju Paravasa Raju Vijay Kumar as a Non-Executive Independent Director of the Company.

Mr. Muthu Raju Paravasa Raju Vijay Kumar (DIN: 05170323) aged about 52 years is a Fellow Member of Institute of Chartered Accountants of India (ICAI), Institute of Cost and Management Accountants of India (ICMA) and Institute of Company Secretaries of India (ICSI) with experience of nearly 30 years. Presently, he is Chief Financial Officer (CFO) of M/s. Sify Technologies Limited a Nasdaq Listed Company. He is an Independent Director on the Board of M/s. Thejo Engineering Limited listed in National Stock Exchange (SME Platform) and serves as a Director in several other Companies.

In compliance with Listing Regulations and Secretarial Standards-2 on General Meetings, the brief resume of Mr. Muthu Raju Paravasa Raju Vijay Kumar (DIN: 05170323) is separately annexed and forming part of this notice.

The Board considers that association of Mr. Muthu Raju Paravasa Raju Vijay Kumar (DIN: 05170323) as a Non-Executive Independent Director would be of immense benefit to the Company. In the opinion of the Board, Mr. Muthu Raju Paravasa Raju Vijay Kumar (DIN: 05170323) fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015 as amended from time to time.

A copy of the draft letter of appointment of Mr. Muthu Raju Paravasa Raju Vijay Kumar (DIN: 05170323) has been uploaded on the website of the company at www.heritagefods.in and available for inspection.

Save and except the appointee, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.1 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No.1 of the Notice for approval by the shareholders.

Registered Office:
#6-3-541/C, Punjagutta,
Hyderabad – 500 082, Telangana, India
CIN:L15209TG1992PLC014332
Ph: 040-23391221/2
e-mail: hfl@heritagefoods.in
Date: October 21, 2021

By Order of the Board of Directors of
HERITAGE FOODS LIMITED

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

ANNEXURE TO THE NOTICE

PURSUANT TO SECTION 152 OF THE COMPANIES ACT, 2013, REGULATION 36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION 2015 AND SECRETARIAL STANDARD 2 ON GENERAL MEETING

Name of the Director	Mr. Muthu Raju Paravasa Raju Vijay Kumar
Director Identification Number	05170323
Date of Birth	30/09/1969
Nationality	Indian
Profile / Qualifications & Experience	Mr. Muthu Raju Paravasa Raju Vijay Kumar (DIN: 05170323) aged about 52 years is a Fellow Member of Institute of Chartered Accountants of India (ICAI), Institute of Cost and Management Accountants of India (ICMA) and Institute of Company Secretaries of India (ICSI) with experience of nearly 30 years. Presently, he is Chief Financial Officer (CFO) of M/s. Sify Technologies Limited a Nasdaq Listed Company. He is an Independent Director on the Board of M/s. Thejo Engineering Limited listed in National Stock Exchange (SME Platform) and serves as a Director in several other Companies.
Terms and Conditions of Appointment/Re-appointment	As mentioned in the letter of appointment as an Independent Director for first term of 5 years effective from 1st November 2021.
Remuneration Proposed to be paid	Will be entitled to only Sitting Fees for Board and Committee Meetings of the Company as approved by the Members of the Company.
List of Directorships held in other companies	M/s. Thejo Engineering Limited (CIN: L27209TN1986PLC012833) M/s. Sella India Software Services Private Limited (CIN: U72501TN2019FTC129878) M/s. Sify Data and Managed Services Limited (CIN: U74999TN2017PLC115498) M/s Extensible Business Reporting Language (XBRL) India (CIN: U80900DL2010NPL209163)
Chairman/Member of the Committees of the Boards of other companies in which he is Director	**M/s. Thejo Engineering Limited** • Audit Committee - Chairman
Shareholding in the Company	Nil
Relationship with Other Directors, Manager and other Key Managerial Personnel of the Company.	Not related to any Director / Key Managerial Personnel
Directorship includes Directorship of other Indian Companies and Committee memberships includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (Whether Listed or not).	

Registered Office:
#6-3-541/C, Punjagutta,
Hyderabad – 500 082, Telangana, India
CIN: L15209TG1992PLC014332
Ph: 040-23391221/2
e-mail: hfl@heritagefoods.in
Date: October 21, 2021

By Order of the Board of Directors of
HERITAGE FOODS LIMITED

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