



**Ref: SECT: STOC: 33-24**

8<sup>th</sup> April, 2024

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

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

**Scrip Code: 519552**

**Scrip Code: HERITGFOOD**

**Re: Minutes of the Resolutions passed by way of Postal Ballot by remote e-voting process**

Dear Sir/Madam

With reference to the above mentioned subject, we are herewith enclosing the copy of the Minutes of the resolution passed by way of postal ballot by remote e-voting process on March 14, 2024. The results of postal ballot were announced vide our letter dated March 15, 2024.

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

Enc: a/a



**HERITAGE FOODS LIMITED**

CIN : L15209TG1992PLC014332

**AN ISO: 22000 CERTIFIED COMPANY**

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



# MINUTES BOOK



## HERITAGE FOODS LIMITED

CIN: L15209TG1992PLC014332

# H.No. 8-2-293/82/A/1286, Plot No. 1286, Road No. 1 & 65,  
Jubilee Hills, Hyderabad, Telangana, India, 500033

**MINUTES OF THE EXTRA ORDINARY GENERAL MEETING CONDUCTED THROUGH POSTAL BALLOT (NOTICE DATED JANUARY,29, 2024) BY REMOTE E-VOTING PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 HELD ON 14<sup>TH</sup> MARCH, 2024 (BEING LAST DATE OF E-VOTING), THE RESULTS OF WHICH WAS DECLARED ON 15<sup>TH</sup> MARCH, 2024 AT 4.15 PM AT THE REGISTERED OFFICE OF THE COMPANY AT # H.NO. 8-2-293/82/A/1286, PLOT NO. 1286, ROAD NO. 1 & 65, JUBILEE HILLS, HYDERABAD, TELANGANA, INDIA, 500033.**

Directors Present: [Through Video Conferencing]		
Chennai	Mr. A.V. Girija Kumar	Chairperson
Invitees Physically Present		
Hyderabad	Mr. A. Ravi Shankar	M/s. Ravi & Subramanyam, Company Secretaries, Scrutinizer
Hyderabad	Dr. M. Sambasiva Rao	President
In attendance	Mr. Umakanta Barik	Company Secretary & Compliance Officer

Pursuant to Section 110 read with Section 108 of the Companies Act, 2013, ("the Act") read with and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended from time to time, read with the General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by the Securities and Exchange Board of India ("SEBI") including earlier circulars issued in this regard, (hereinafter collectively referred to as the "Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, New Delhi, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') as amended from time to time, the following Resolutions were recommended by the Board of Directors for approval of Members in its meeting held on January 29, 2024 for approval of the members by way of Postal Ballot through remote e-voting:

Sl No	Resolution	Type of Resolution
1	Re-Appointment of Mrs. Aparna Surabhi (DIN: 01641633) as Non-Executive Independent Woman Director of the Company	Special Resolution
2	Re-Appointment of Mrs. N. Bhuvaneshwari (DIN: 00003741) as Whole-time Director designated as Vice-Chairperson and Managing Director (VC&MD) of the Company	Special Resolution
3	Re-Appointment of Mrs. N. Brahmani (DIN: 02338940) as Whole-time Director designated as Executive Director of the Company	Special Resolution

The Board of Directors at their Meeting held on January 29, 2024 appointed Mr. A. Ravi Shankar, (M. No: F5335, CP No: 4318) Partner of M/s. Ravi & Subramanyam, Practicing Company Secretary as the Scrutinizer for conducting the postal ballot through remote e-voting in a fair and transparent manner in respect of the special resolutions as circulated in the postal ballot notice dated January 29, 2024.

The Company had engaged the services of its Registrars and Share Transfer Agents viz. M/s. Kfin Technologies Limited, Hyderabad ("KFIN") to provide platform for recording votes of shareholders electronically through Remote e-voting. KFIN has set up the Remote e-voting facility on the e-voting website: <http://evoting.karvy.com>. The Company and KFIN had uploaded the Notice together with the explanatory statement on their respective websites [www.heritagefoods.in](http://www.heritagefoods.in) and

CHAIRMAN'S INITIALS

# MINUTES BOOK

<https://www.karvy.com>, and the same had been uploaded on the website of the stock exchanges where the shares of the Company are listed. KFIN had generated Electronic Voting Event Number: 7860 ('EVEN') for the votes cast through e-voting mode. As directed by the Company, all necessary formalities specified under the Act and the Rules framed there under have been duly complied with by the Service Provider.

The Company had completed dispatch of the Notice of Postal Ballot on Monday, 12<sup>th</sup> February, 2024 through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and hard copy through courier to other members whose e-mail was not registered with the Company or with their Depository Participants as on February 09, 2024 (cut-off date) pursuant to the circulars and notification issued by the Ministry of Corporate Affairs, Government of India (the 'MCA') and SEBI Listing Regulations. In order to facilitate those members who had not registered their e-mail address, a proper procedure was laid down for the shareholders to get their email registered with the RTA so that they could also participate in the e-voting facility extended by the Company.

In compliance with 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 details of the Special Business item set out, through Postal Ballot by remote electronic voting ('e-voting') process was published in Financial Express (all editions) English Newspaper and Andhra Prabha (Hyderabad edition) Telugu Newspaper on Tuesday, February 13, 2024.

The Notice was sent through e-mail to members whose email id was registered with Registrars and Share Transfer Agents or Depository Participants on Friday, February 9, 2024 (Cut off Date). The total number of Members as on the Cut-off date i.e. Friday, February 9, 2024 was 58,091. The E-voting period for Postal Ballot commenced at 9:00 a.m. on Wednesday, February 14, 2024, (9:00 am) and ended on Thursday, March 14, 2024 (5:00 pm).

The Scrutinizer carried out the scrutiny of votes polled electronically up to 5:00 p.m. on Thursday, March 14, 2024 and submitted his report to the Chairperson of the Company on March 15, 2024.

Based on the scrutinizer Report, Mr. A.V Girija Kumar, Chairperson of the Company, declared the results of voting for the resolutions on March 15, 2024 at the registered office of the Company:

SUMMARY OF RESULTS OF POSTAL BALLOT AS PER THE SCRUTINIZER REPORT IS AS FOLLOWS:

Details of Resolution	<b>Item 1:</b> Re-Appointment of Mrs. Aparna Surabhi (DIN: 01641633) as Non-Executive Independent Woman Director of the Company
	<b>Item 2:</b> Re-Appointment of Mrs. N. Bhuvanewari (DIN: 00003741) as Whole-time Director designated as Vice-Chairperson and Managing Director of the Company
	<b>Item 3:</b> Re-Appointment of Mrs. N. Brahmani (DIN: 02338940) as Whole-time Director designated as Executive Director of the Company
Resolution Required	Special resolution
Mode of Voting	E-Voting
Date of Postal Ballot Notice	January 29, 2024
Date of dispatch of Notice through email	February 12, 2024
Remote E-Voting Date & Time	Commencement of voting through electronic means: Wednesday, 14th February, 2024, (9:00 A.M.)
	End of voting through electronic means: Thursday, 14th March, 2024 (5:00 P.M.)
Total no. of Shareholders on cut-off date	58,091

CHAIRMAN'S INITIALS

AS

# MINUTES BOOK

**Item 1: Re-Appointment of Mrs. Aparna Surabhi (DIN: 01641633) as Non-Executive Independent Woman Director of the Company as a Special Resolution:**

(i) **Voted in favour of the resolution:**

No. of members	No. of votes cast in favour of Resolution	% of total no. of valid votes cast
308	56756551	92.03

(ii) **Voted in against of the resolution:**

No. of members	No. of votes cast in Against of Resolution	% of total no. of valid votes cast
25	4912913	7.97

(iii) **Invalid & Abstain votes:**

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
7	703 + 4

Details of the voting result as per Listing Regulation.

Resolution Required: Special Resolution

Manner of Voting-: E-voting

Whether promoter/ promoter group are interested in the agenda/resolution: No

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)		(4)	(5)		(7)
<b>Promoter and Promoter Group</b>	E-Voting	38327742	38326942	99.9979	38326942	0	100.0000	0.0000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>38327742</b>	<b>38326942</b>	<b>99.9979</b>	<b>38326942</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Public-Institutions</b>	E-Voting	13047456	11748996	90.0482	6840169	4908827	58.2192	41.7808
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>13047456</b>	<b>11748996</b>	<b>90.0482</b>	<b>6840169</b>	<b>4908827</b>	<b>58.2192</b>	<b>41.7808</b>
<b>Public-Non-Institutions</b>	E-Voting	41420802	11593526	27.9896	11589440	4086	99.9648	0.0352
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>41420802</b>	<b>11593526</b>	<b>27.9896</b>	<b>11589440</b>	<b>4086</b>	<b>99.9648</b>	<b>0.0352</b>
<b>Total</b>		<b>92796000</b>	<b>61669464</b>	<b>66.4570</b>	<b>56756551</b>	<b>4912913</b>	<b>92.0335</b>	<b>7.9665</b>

The Number of votes polled in favour of the Special Resolution : 5,67,56,551

% of total votes cast in favour of the Special Resolution : 92.03 %

% of total votes cast against the Special Resolution : 7.97 %

The % of total votes cast in favour of the Special is 92.03 %. Thus, the following Special Resolution has been approved by the shareholders with requisite majority.

**\*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, Mrs. Aparna Surabhi [(DIN: 01641633) (DOB: 20-August-1967)], Non-Executive Independent Woman Director of the Company, who has submitted a declaration that she 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 members

CHAIRMAN'S INITIALS

AS



# MINUTES BOOK

under Section 160(1) of the Act proposing her 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 Mrs. Aparna Surabhi as Non-Executive Independent Woman Director of the Company to hold office for second and final term with effect from April 1, 2024 to January 29, 2029 (both days inclusive) and not liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as the Board which term shall be deemed to include any committee including the Nomination & Remuneration Committee which may exercise its powers including the powers conferred by this resolution) be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution as per the Companies Act,2013 & the rules made thereof and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time”.

**Item 2: Re-Appointment of Mrs. N. Bhuvanewari (DIN: 00003741) as Whole-time Director designated as Vice-Chairperson and Managing Director of the Company as a Special Resolution:**

**(i) Voted in favour of the resolution:**

No. of members	No. of votes cast in favour of Resolution	% of total no. of valid votes cast
285	51193952	83.01

**(ii) Voted in against of the resolution:**

No. of members	No. of votes cast in Against of Resolution	% of total no. of valid votes cast
49	10475499	16.99

**(iii) Invalid & Abstain votes:**

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
6	702 + 18

Details of the voting result as per Listing Regulation.

Resolution Required: Special Resolution

Manner of Voting:- E-voting

Whether promoter/ promoter group are interested in the agenda/resolution: Yes

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares (3)=[(2)/(1)] *100	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
		(1)	(2)		(4)	(5)		(7)
<b>Promoter and Promoter Group</b>	E-Voting	38327742	38326942	99.9979	38326942	0	100.0000	0.0000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>38327742</b>	<b>38326942</b>	<b>99.9979</b>	<b>38326942</b>	<b>0</b>	<b>100.0000</b>
<b>Public-Institutions</b>	E-Voting	13047456	11748996	90.0482	1277650	10471346	10.8745	89.1255
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>13047456</b>	<b>11748996</b>	<b>90.0482</b>	<b>1277650</b>	<b>10471346</b>	<b>10.8745</b>
<b>Public- Non-Institutions</b>	E-Voting	41420802	11593513	27.9896	11589360	4153	99.9642	0.0358
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>41420802</b>	<b>11593513</b>	<b>27.9896</b>	<b>11589360</b>	<b>4153</b>	<b>99.9642</b>
<b>Total</b>		<b>92796000</b>	<b>61669451</b>	<b>66.4570</b>	<b>51193952</b>	<b>10475499</b>	<b>83.0135</b>	<b>16.9865</b>

CHAIRMAN'S INITIALS



# MINUTES BOOK

The Number of votes polled in favour of the Special Resolution	:	5,11,93,952
% of total votes cast in favour of the Special Resolution	:	83.01%
% of total votes cast against the Special Resolution	:	16.99%

The % of total votes cast in favour of the Special Resolution is 83.01%. Thus, the following Special Resolution has been approved by the shareholders with requisite majority.

**\*RESOLVED THAT** pursuant to the provisions of Sections 160, 196, 197, 198, 203 and other applicable provisions, if any, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and the Articles of Association of the Company, consent of the members, be and is hereby accorded for the re-appointment of Mrs. N. Bhuvaneshwari [(DIN:00003741) (DOB: 20-June-1962)] as Whole-time Director and Whole-time Key Managerial Personnel (KMP) designated as Vice-Chairperson and Managing Director (VC&MD) of the Company for a further period of 5 years commencing from April 1, 2024 to March 31, 2029.”

**\*RESOLVED FURTHER THAT** she shall be paid partly by way of monthly salary, perquisites, allowances, other benefits and partly by way of annual performance pay as follows:

Sl. No	Remuneration Components	Particulars
<b>A</b>	<b>Salary</b>	22.50 Lakhs (Rupees Twenty Two Lakhs Fifty Thousand only) per month
<b>B</b>	<b>Benefits, Perquisites &amp; Allowances</b>	Contribution to provident fund, gratuity and leave encashment as per applicable policies of the Company.
		Furnished/unfurnished residential accommodation or house rent allowance of maximum of 50% of salary in lieu thereof. The expenditure incurred by the Company if any, on gas, electricity and water shall be valued as per the Income Tax Rules, 1962.
<b>C</b>	<b>Facility/ Reimbursement of expenses for business purpose*</b>	Leave Travel Allowance for self and family, once in a financial year subject to ceiling of one month salary.
		Expenses incurred for business related travelling, boarding and other expenses in India and abroad
		Club membership fees including admission and annual membership fees
		The Company shall provide fully maintained car
		Expenses incurred for telephone, other communication devices at the residence and mobile phone.
		Expenses towards Books & Periodicals along with online/offline subscription.
<b>D</b>	<b>Annual Performance Pay</b>	Such other benefits, amenities and facilities as per the rules of the Company, as applicable and as may be permitted by the Board of Directors of the Company.
		Mrs. N. Bhuvaneshwari shall be entitled for Annual Performance Pay, however the Annual Performance Pay so paid plus her salary and benefits, perquisites & allowances etc. as referred above in sl no. 'A' and 'B' shall be 5% of the net profit of the Company in a financial year, calculated in accordance with Sec.197 & 198 of the Companies Act, 2013 and read with Schedule V of the Companies Act, 2013 and ruled made thereof. Expenses incurred under sl no. 'C' above shall not be considered while calculating 5% of net profit as stated above.

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

**\*RESOLVED FURTHER THAT** in case of losses or inadequacy of profits in any financial year during her tenure she shall be eligible for a minimum remuneration by way of salary, benefits, perquisites, allowances and facility/ reimbursement of expenses as referred above in sl no. 'A' to 'C'.”

CHAIRMAN'S INITIALS

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# MINUTES BOOK

**“RESOLVED FURTHER THAT** Mrs. N. Bhuvanewari (DIN:00003741) shall not be subject to retirement by rotation during her tenure as a Vice-Chairperson & Managing Director of the Company and she is not eligible for sitting fee of any Board/Committee meetings”.

**“RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as the Board which term shall be deemed to include any committee including the Nomination & Remuneration Committee which may exercise its powers including the powers conferred by this resolution) be and is hereby authorized to vary, alter, widen the scope of the remuneration as they deem fit in the interest of the Company subject to the maximum limit of 5% of the net profit as mentioned above and to issue the contract of employment as per section 190 of the Companies Act,2013 & the rules made thereof and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.”

**Item 3: Re-Appointment of Mrs. N. Brahmani (DIN: 02338940) as Whole-time Director designated as Executive Director of the Company as Special Resolution:**

**(i) Voted in favour of the resolution:**

No. of members	No. of votes cast in favour of Resolution	% of total no. of valid votes cast
287	51194012	83.01

**(ii) Voted in against of the resolution:**

No. of members	No. of votes cast in Against of Resolution	% of total no. of valid votes cast
48	10475449	16.99

**(iii) Invalid & Abstain votes:**

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
5	692+18

**Details of the voting result as per Listing Regulation.**

Resolution Required: Special Resolution

Manner of Voting:- E-voting

Whether promoter/ promoter group are interested in the agenda/resolution: Yes

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting	38327742	38326942	99.9979	38326942	0	100.0000	0.0000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>38327742</b>	<b>38326942</b>	<b>99.9979</b>	<b>38326942</b>	<b>0</b>	<b>100.0000</b>
<b>Public-Institutions</b>	E-Voting	13047456	11748996	90.0482	1277650	10471346	10.8745	89.1255
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>13047456</b>	<b>11748996</b>	<b>90.0482</b>	<b>1277650</b>	<b>10471346</b>	<b>10.8745</b>
<b>Public-Non-Institutions</b>	E-Voting	41420802	11593523	27.9896	11589420	4103	99.9646	0.0354
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>41420802</b>	<b>11593523</b>	<b>27.9896</b>	<b>11589420</b>	<b>4103</b>	<b>99.9646</b>
<b>Total</b>		<b>92796000</b>	<b>61669461</b>	<b>66.4570</b>	<b>51194012</b>	<b>10475449</b>	<b>83.0136</b>	<b>16.9864</b>

The Number of votes polled in favour of the Special Resolution : 5,11,94,012

% of total votes cast in favour of the Special Resolution : 83.01%

% of total votes cast against the Special Resolution : 16.99%

CHAIRMAN'S INITIALS



# MINUTES BOOK

The % of total votes cast in favour of the Special Resolution is 83.01%. Thus, the following Special Resolution has been approved by the shareholders with requisite majority.

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (the Act) (including any statutory modification or re- enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and the Articles of Association of the Company, consent of the members, be and is hereby accorded for the re-appointment of Mrs. N Brahmani (DIN:02338940) (DOB:21-December-1987)] as a Whole-time Director and Whole-time Key Managerial Personnel (KMP) designated as Executive Director of the Company for a further period of 5 years commencing from April 1, 2024 to March 31, 2029.”

**“RESOLVED FURTHER THAT** she shall be paid partly by way of monthly salary, perquisites, allowances, other benefits and partly by way of annual performance pay as follows:

Sl. No	Remuneration Components	Particulars
A	Salary	11.25 Lakhs (Rupees Eleven Lakhs Twenty Five Thousand only) per month
B	Benefits, Perquisites & Allowances	Contribution to provident fund, gratuity and leave encashment as per applicable policies of the Company. Furnished/unfurnished residential accommodation or house rent allowance of maximum of 50% of salary in lieu thereof. The expenditure incurred by the Company if any, on gas, electricity and water shall be valued as per the Income Tax Rules, 1962. Leave Travel Allowance for self and family, once in a financial year subject to ceiling of one month salary.
C	Facility/ Reimbursement of expenses for business purpose*	Expenses incurred for business related travelling, boarding and other expenses in India and abroad Club membership fees including admission and annual membership fees. The Company shall provide fully maintained car. Expenses incurred for telephone, other communication devices at the residence and mobile phone. Expenses towards Books & Periodicals along with online/offline subscription. Such other benefits, amenities and facilities as per the rules of the Company, as applicable and as may be permitted by the Board of Directors of the Company.
D	Annual Performance Pay	Mrs. N. Brahmani shall be entitled for Annual Performance Pay, however the Annual Performance Pay so paid plus her salary and benefits, perquisites & allowances etc. as referred above in sl no. 'A' and 'B' shall be 4% of the net profit of the Company in a financial year, calculated in accordance with Sec.197 & 198 of the Companies Act, 2013 and read with the Schedule V of the Companies Act, 2013 and ruled made thereof. Expenses incurred under sl no. 'C' above shall not be considered while calculating 4% of net profit as stated above.

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

**“RESOLVED FURTHER THAT** in case of losses or inadequacy of profits in any financial year during her tenure she shall be eligible for a minimum remuneration by way of salary, benefits, perquisites, allowances and facility/ reimbursement of expenses as referred above in sl no. 'A' to 'C'.



# MINUTES BOOK

**“RESOLVED FURTHER THAT** Mrs. N. Brahmani (DIN:02338940) shall be subject to retirement by rotation during her tenure as an Executive Director of the Company and she is not eligible for sitting fee of any Board/ Committee meetings.”

**“RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as the Board which term shall be deemed to include any committee including the Remuneration Committee which may exercise its powers including the powers conferred by this resolution) be and is hereby authorized to vary, alter, widen the scope of the remuneration as they deem fit in the interest of the Company subject to the maximum limit of 4% of the net profit as mentioned above and to issue the contract of employment as per section 190 of the Companies Act,2013 & the rules made thereof and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time”.

There being no other item to transact, the meeting concluded at 4:15 PM with vote of thanks to the Chair.

**Place:** Hyderabad  
**Date:** April 01, 2024



**A. V. GIRIJA KUMAR**  
Chairperson  
(DIN-02921377)

DOE: April, 08, 2024

CHAIRMAN'S INITIALS