



Ref: SECT: STOC: 38-22

May 09, 2022

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 April 29, 2022. The results of postal ballot were announced vide our letter dated April 30, 2022.

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

Kindly take the same on record.

Thanks & Regards

For **HERITAGE FOODS LIMITED**

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

Encl: a/a

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.



HERITAGE FOODS LIMITED
CIN : L15209TG1992PLC014332
AN ISO: 22000 CERTIFIED COMPANY



Regd. Off: # 6-3-541/C, Panjagutta, Hyderabad - 500 082, 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

#6-3-541/C, Panjagutta, Hyderabad - 500 082

MINUTES OF THE EXTRA ORDINARY GENERAL MEETING CONDUCTED THROUGH POSTAL BALLOT (NOTICE DATED MARCH 25, 2022) BY REMOTE E-VOTING PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 HELD ON 29TH APRIL, 2022 (BEING LAST DATE OF E-VOTING), THE RESULTS OF WHICH WAS DECLARED ON 30TH APRIL, 2022 AT 11.00 AM AT THE REGISTERED OFFICE OF THE COMPANY AT #6-3-541/C, PANJAGUTTA, HYDERABAD-500082.

Directors Present: [Through Video Conferencing]		
Hyderabad	Smt. N Bhuvanewari (DIN: 00003741)	Vice Chairperson & Managing Director
Invitees Present: [Through Video Conferencing]		
Hyderabad	Smt. Savita Jyoti	M/s Savita Jyoti Associates, Scrutinizer
Hyderabad	Dr. M. Samba Siva Rao	President
In attendance	Sri Umakanta Barik	Company Secretary & Compliance Officer

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 following Resolutions were recommended by the Board of Directors at its meeting held on March 25, 2022 for approval of Members by way of Postal Ballot through remote e-voting)

Sl No	Resolution	Type of Resolution
1	Continuation of directorship of Dr. V Nagaraja Naidu (DIN:00003730), Non-Executive Director of the Company in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018	Special Resolution

The Board of Directors at their Meeting held on March 25, 2022 appointed Smt. Savita Jyoti, Partner M/s. Savita Jyoti Associates, Practicing Company Secretaries (M No: FCS -3738) (CP No: 1796), as Scrutinizer for conducting the postal ballot through remote e-voting in fair and transparent manner in respect of the Special resolution as circulated in the postal ballot notice dated March 25, 2022.

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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 and <https://evoting.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: 6526 ('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.

In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope was not sent to the Members for this Postal Ballot and Members were required to communicate their assent or dissent through the remote e-voting system only. In order to facilitate those members who had not yet 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. The Company had completed dispatch of the Notice of Postal Ballot through e-mail to the Members whose email IDs are registered with the Company / Depositories on March 30, 2022.

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 India editions)" English Newspaper and in "Andhra Prabha (Hyderabad edition)" Telugu Newspaper on March 31, 2022.

The Notice was sent through e-mail to members whose email id was registered with Registrars and Share Transfer Agents or Depository Participants on March 30, 2022. The total number of Members as on the Cut-off date i.e. March 25, 2022 was 38,095. The E-voting period for Postal Ballot commenced on Thursday, on March 31, 2022 at 09:00 a.m. (IST) and concluded on Friday, April 29, 2022 at 05:00 p.m. (IST) both days inclusive.

The Scrutinizer carried out the scrutiny of the votes polled electronically up to 5:00 p.m. on Friday, April 29, 2022 and submitted her report to the Vice Chairperson & Managing Director of the Company on Saturday, April 30, 2022.

Based on the scrutinizer Report, Smt. N. Bhuvanewari, (DIN: 00003741), Vice Chairperson & Managing Director of the Company, declared the following results of voting for the Resolutions on Saturday, April 30, 2022 at the registered office of the Company.

Result of Postal Ballot as per the Scrutinizer Report is as follows:

Result of Postal Ballot for continuation of directorship of Dr. V Nagaraja Naidu (DIN: 00003730), Non-Executive Director of the Company in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 - Special Resolution:

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

No. of members	No. of votes cast in favor of Resolution	% of total no. of valid votes cast
178	3,20,90,060	99.9765

(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
12	7541	0.0235

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

Total numbers of members whose were abstain from voting	Total number of votes cast by them
4	564

*19 votes are less voted

Disclosure pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pertaining to the voting result of Postal ballot through remote e- voting

Company Name	HERITAGE FOODS LIMITED
last date of e-voting	April 29, 2022
Date of the declaration of Postal Ballot Result	April 30, 2022
Total number of shareholders on record date (March 25, 2022)	38,095
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution-1: Continuation of directorship of Dr. V Nagaraja Naidu (DIN: 00003730), Non-Executive Director of the Company in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

Resolution Type: Special Resolution

Manner of Voting-: E-voting

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

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Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18293444	18171692	99.3345	18171692	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public-Institutions	E-Voting	8146885	7519700	92.3015	7512584	7116	99.9053	0.0946
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	19957671	6406209	32.0990	6405784	425	99.9933	0.0066
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Total		46398000	32097601	69.1788	32090060	7541	99.9765	0.0235

% of total votes cast in favour of the Special Resolution : 99.9765%

% of total votes cast against the Special Resolution : 0.0235%

The % of total votes cast in favour of the Special Resolution is 99.9765%. Thus the following Special Resolution has been approved by the Shareholders with the requisite majority.

“RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and the applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder, approval of the Members be and is hereby accorded to the continuation of the Directorship of Dr. V Nagaraja Naidu (DIN: 00003730) as a Non-Executive Director of the Company liable to retire by rotation, notwithstanding that on 30th June, 2022 he attains the age of 75 years”.

There being no other item to transact, the meeting concluded at 11:30 AM with vote of thanks to the Chair.

Place: Hyderabad

Date: 07.05.2022



N Bhuvaneshwari

Vice Chairperson & Managing Director
(DIN: 00003741)

DOE: MAY 07, 2022