



25  
YEARS  
OF HERITAGE

**Ref: SECT: STOC: 51-19**

August 30, 2019

To

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

The Manager  
Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor,  
Bandra Kurla Complex,  
Bandra (East), Mumbai-400 051

**Scrip Code: 519552**

**Scrip Code: HERITGFOOD**

**Sub: Proceedings of 27<sup>th</sup> Annual General Meeting held on Friday, August 30, 2019**

**Ref: Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Listing Requirements) Regulations, 2015 (Listing Regulations)**

Dear Sir/ Madam,

Pursuant to Regulation 30(6) read with Part A of Schedule III of the Listing Regulations, please find enclosed the proceedings of 27<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company held at 10.30 pm on Friday, August 30, 2019 at the Auditorium Hall, 2nd Floor, Training Block, National Institute for Micro, Small and Medium Enterprises, Yousufguda, Hyderabad- 500 045

This is for your information and records

Yours Faithfully

**For Heritage Foods Limited**

  
**Umakanta Barik**  
Company Secretary  
M. No.: FCS-6317

Encl: as above



**HERITAGE FOODS LIMITED**

(Formerly known as M/s. Heritage Foods (India) Limited)

CIN : L15209TG1992PLC014332

**AN ISO: 22000 CERTIFIED COMPANY**



Annexure

**Proceedings of 27<sup>th</sup> Annual General Meeting**

The 27<sup>th</sup> Annual General Meeting (AGM) of the Members of Heritage Foods Limited was commenced at 10.30 am on Friday, August 30, 2019 at the Auditorium Hall, 2nd Floor, Training Block, National Institute for Micro, Small and Medium Enterprises, Yousufguda, Hyderabad-500 045 and concluded at 12:00 Noon

- Sri. D. Seetharamaiah, Chairman of the Company, Chaired the Meeting. The Chairman called the Meeting to order as requisite quorum was present. The Chairman introduced the Directors and invitees present at the Meeting to the Members present
- The details of number of Members present in the Meeting are as follows:

Members	Present in person	Present through proxy	Total	Shares	% to capital
Promoter & Promoter Group	1	4	5	7480400	16.12225
Public	99	3	102	6948228	14.97527
<b>TOTAL</b>	<b>100</b>	<b>7</b>	<b>107</b>	<b>14428628</b>	<b>31.09752</b>

- The Chairman informed the Members that the Statutory Registers and other documents as required under the Companies Act, 2013, were available for inspection throughout the Meeting
- With the consent of the Members present at the Meeting, the Notice convening Annual General Meeting, Directors' Report along with Annexures and the Financial Statements for the year ended March 31, 2019 along with the Auditor's Report were taken as read
- The Chairman thereafter, delivered his Speech on the Business and Economic environment as well as giving an overview of the performance of the Company during FY 2019
- The Chairman covered the items of Ordinary Business and Special Business before the Meeting, as listed under Item Nos. 1 to 5 below. He gave the opportunity to the Members to ask questions or seek clarifications on the Annual Report of the Company and thereafter he responded to the queries raised by the

**HERITAGE FOODS LIMITED**

(Formerly known as M/s. Heritage Foods (India) Limited)

CIN : L15209TG1992PLC014332

**AN ISO: 22000 CERTIFIED COMPANY**





Members. All questions/clarifications of Members have been satisfactorily addressed.

- The Chairman informed the Members that Smt. Savita Jyoti, Practicing company Secretary (CP No.: 1796), was appointed by the Board of Directors as the Scrutinizer for conducting the AGM voting process in a fair and transparent manner
- The Chairman further informed the Members that the facility of casting votes by remote e-voting was provided to the Members through the e-voting portal of Karvy Fintech Private Limited, from Tuesday, August 27, 2019 at 9.00 am to Thursday, August 29, 2019 at 5.00 pm. Voting through ballot/ insta-poll was also provided at the Meeting venue
- The following items of business as per the Notice of 27<sup>th</sup> AGM dated May 22, 2019 were transacted:

**Ordinary Business :**

- (1) 1. To receive Consider and Adopt:
  - a. The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019, the Reports of the Board of Director's and Auditor's thereon; and
  - b. The Audited Consolidated Financial Statement of the Company for the Financial Year ended 31st March, 2019 and the Auditors report thereon.
- (2) To declare a dividend of Rs.2.00/- per share (40%) on equity shares of face value of Rs.5/- each for the financial year ended on March 31, 2019.
- (3) To appoint a Director in place of Dr. V Nagaraja Naidu (DIN: 00003730) who retires by rotation and being eligible, offers himself for re-appointment.

**Special Business :**

- (4) To re-appoint Mr. N. Sri Vishnu Raju (DIN:00025063) as Non Executive Independent Director, for the second consecutive term of 5 (five) years
- (5) Increase the Sitting fee of Non Executive Director for attending the Board/ Committee meetings.

**HERITAGE FOODS LIMITED**  
(Formerly known as M/s. Heritage Foods (India) Limited)  
CIN : L15209TG1992PLC014332  
**AN ISO: 22000 CERTIFIED COMPANY**





25  
YEARS  
OF HERITAGE

- All the Resolutions as per the Notice of 27<sup>th</sup> AGM were passed by the Members with requisite majority through remote e-voting and voting by ballot and are deemed to be passed on the date of AGM i.e. August 30, 2019
- The Poll results will be notified to the Stock Exchanges in the format prescribed under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the details of the said results will also be available on the Company's website

Thanking You

**For Heritage Foods Limited**

**Umakanta Barik**  
**Company Secretary**  
**M. No.: FCS-6317**



**HERITAGE FOODS LIMITED**

(Formerly known as M/s. Heritage Foods (India) Limited)

CIN : L15209TG1992PLC014332

**AN ISO: 22000 CERTIFIED COMPANY**



# SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

---

CS. SAVITA JYOTI, B.Com., F.C.S.

## Combined Report of Scrutinizer of Remote E-voting and Insta-Poll

To,

**The Chairperson,**

27<sup>th</sup> Annual General Meeting of Shareholders of Heritage Foods Limited (CIN:L15209TG1992PLC014332) held on Friday, 30<sup>th</sup> August, 2019 at 10.30 A.M. at Auditorium Hall, 2nd Floor, Training Block, National Institute For Micro, Small And Medium Enterprises, Yousufguda, Hyderabad-500 045.

Dear Sir,

I, Savita Jyoti, Partner of Savita Jyoti & Associates, Practicing Company Secretary (CP No.: 1796), was appointed as Scrutinizer to conduct the voting by way of electronic means and to scrutinize the poll process and voting on poll under the provisions of Section 108 of the Companies Act, 2013 ('Act') read with Chapter VII Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014 and Section 109 of the Companies Act, 2013 read with Chapter VII Rule 21(2) of the Companies (Management and Administration) Rules, 2014 as amended from time to time, respectively at the 27<sup>th</sup> Annual General Meeting (AGM) of the Company held on Friday, 30<sup>th</sup> August, 2019 at Auditorium Hall, 2nd Floor, Training Block, National Institute For Micro, Small And Medium Enterprises, Yousufguda, Hyderabad-500 045.

- a) I, as Scrutinizer, appointed by the Company, have issued Scrutinizer's Reports dated Friday, 30<sup>th</sup> August, 2019 on the voting by the shareholders of the Company through remote e-voting and insta-Poll at the AGM of the Company held on Friday, 30<sup>th</sup> August, 2019 at Auditorium Hall, 2nd Floor, Training Block, National Institute for Micro, Small and Medium Enterprises, Yousufguda, Hyderabad-500 045.
- b) The Shareholding details mentioned in the combined report are based on the details provided by the Company / Registrar and Transfer Agents i.e. (M/s. Karvy Fintech Private Limited) of the Company.

AJ.

# SAVITA JYOTI ASSOCIATES

## COMPANY SECRETARIES

**CS. SAVITA JYOTI**, B.Com., F.C.S.

- c) I am requested by the management to submit a combined report on the voting by shareholders through electronic voting (Remote e-voting) and through the poll conducted at the AGM. Accordingly, I am submitting herewith a combined report on the results of e-voting together with that of Poll as under.

Item No. of notice	Votes in favour of the resolution		Votes against the resolution		Invalid/ Abstain votes
	Nos. of Shares	% of total number of valid votes cast	Nos. of Shares	% of total number of valid votes cast	Nos.
Item No.1 Adoption of the Audited Financial Statements (Standalone & Consolidated) of the Company for the year ended 31st March, 2019 including Balance Sheet as at 31st March, 2019 and the Statement of Profit & Loss, Reports of the Board of Directors and Auditors thereon (As an Ordinary Resolution)	31204408	100	1	6	0
Item No.2 Approval of Dividend of (40%) i.e. Rs 2/- per equity share of face value Rs 5/- each for the financial year ended 31st March, 2019. (As an Ordinary Resolution)	31204408	100	1	6	0
Item No.3 Appointment of Director Dr. V Nagaraja Naidu (DIN: 00003730) who retires by rotation and, being eligible, offers himself for re-appointment (As an Ordinary Resolution)	30175040	99.9941	2	1778	1027596

*AJ*

**SAVITA JYOTI ASSOCIATES**  
**COMPANY SECRETARIES**

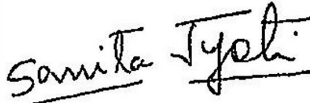
---

**CS. SAVITA JYOTI, B.Com., F.C.S.**

Item No.4 Re-appointment of Director Mr. N. Sri Vishnu Raju (DIN:00025063) as Non Executive Independent Director for the second term of 5 (five) years ( As an Special Resolution)	30176812	100	1	6	1027596
Item No.5 Increase the Sitting fee of Non Executive Director for attending the Board/Committee meetings. (As an Ordinary Resolution)	30076812	100	1	6	1127596

Hence all the resolutions are passed with REQUISITE MAJORITY.

For **Savita Jyoti Associates**  
**Practicing Company Secretaries**



**Savita Jyoti**  
CP No.: 1796  
M.No. F 3738

SAVITA JYOTHI, FCS 3738  
Practicing Company Secretary  
Certificate of Practice No. 1796

Place: Hyderabad  
Date: 30th August, 2019