



25  
YEARS  
OF HERITAGE

**Ref: SECT: STOC: 49-20**

01<sup>st</sup> July, 2020

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**

Dear Sir / Madam,

**Sub:** Proceeding of Postal Ballot

**Ref:** Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the captioned subject, please find enclosed herewith certified true copy of the proceedings of Postal Ballot of the Company conducted on 19<sup>th</sup> June, 2020.

This is for your information and record.

Thanks & Regards

For **HERITAGE FOODS LIMITED**

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

Encl: a/a



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



# MINUTES BOOK



**HERITAGE FOODS LIMITED**  
CIN: L15209TG1992PLC014332  
#6-3-541/C, Panjagutta, Hyderabad - 500 082

**MINUTES OF THE POSTAL BALLOT CONDUCTED PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 HELD ON 17<sup>TH</sup> JUNE 2020, THE RESULTS OF WHICH WAS DECLARED ON 19<sup>TH</sup> JUNE, 2020 AT 11.30 AM, AT THE REGISTERED OFFICE OF THE COMPANY AT #6-3-541/C, PANJAGUTTA, HYDERABAD-500082.**

<b>Present: [Through Audio / Video Conference]</b>		
<b>Directors Present</b>  From Hyderabad	Sri. D. Seetharamaiah	Non-Executive Independent Chairperson
	Smt. N Bhuvaneswari	Vice Chairperson & Managing Director
	Smt. N Brahmani	Executive Director
<b>Invitees : Through Audio / Video Conference</b>		
	Smt. Savita Jyoti	M/s Savita Jyoti Associates, Scrutinizer
<b>Invitees : Present-personally</b>		
From Meeting Room	Dr. M. Samba Siva Rao	President
	Sri. A Prabhakara Naidu	Chief Financial Officer
In attendance	Sri Umakanta Barik	Company Secretary

In view of the pandemic situation of COVID-19 and pursuant to the guidelines and notification issued by the Ministry of Home Affairs, Government of India (the 'MHA') and in light of circulars issued by the Ministry of Corporate Affairs, Government of India (the 'MCA') vide its General Circular No.14/2020 dated April 08, 2020 and General Circular No.17/2020 dated April 13, 2020 (the 'MCA Circulars') and pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act read with Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Secretarial Standard on General Meetings ('SS-2') issued by institute of Company Secretaries of India (ICSI), New Delhi and the provisions of the Ministry of Corporate Affairs Circulars, and any amendments thereto, the following Resolutions were recommended by the Board of Directors for approval of Members at its meeting held on May 14, 2020.

SI No	Resolution	Type of Resolution
1	To approve for giving guarantee or providing security under Section 185 of Companies Act, 2013 to the Joint Venture Company	Special Resolution
2	To approve for giving loan or guarantee or providing security in connection with loan availed by any of Company's Subsidiary, Associate, Joint Venture Company and other person specified under section 185 of the Companies Act, 2013.	Special Resolution

// Certified True Copy //  
For **HERITAGE FOODS LIMITED**

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**UMAKANTA BARIK**  
Company Secretary  
M. No: FCS 6317

CHAIRMAN'S INITIALS

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## MINUTES BOOK

The Board of Directors at their Meeting held on May 14, 2020 appointed Smt. Savita Jyoti, Partner of M/s. Savita Jyoti Associates, Practicing Company Secretaries (M No: FCS -3738) (CP No: 1796), as Scrutinizer to scrutinize the remote e-voting process and conduct the Postal Ballot in a fair and transparent manner.

The Company had engaged the services of its Registrars and Share Transfer Agents viz. M/s. Kfin Technologies Private 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 <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: 5283 ('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 Monday, May 18, 2020.

In addition to the above, the Company also published full text of the Notice apart from the publication required to be made as per Rule 20 and 22 of the Companies (Administration and Management) Rules 2014, as amended from time to time, in "Financial Express (all editions)", English Newspaper, and in "Andhra Prabha (Hyderabad edition)", Telegu Newspaper, on Friday, May 19, 2020.

The Notice was sent through e-mail to 20,634 members whose email id was registered with Registrars and Share Transfer Agents or Depository Participants on Monday, May 18, 2020. The total number of Members as on the Cut-off date i.e. Friday, May 15, 2020, was 23,671. The E-voting period for Postal Ballot commenced on Tuesday, May 19, 2020 at 09:00 a.m. India Standard Time (IST) and concluded on Wednesday, June 17, 2020 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 Wednesday, June 17, 2020 and submitted her report to the Chairperson of the Company on Thursday, June 18, 2020.

Based on the scrutinizer Report, Sri D. Seetharamaiah, (DIN-00005016) Chairperson of the Company, declared the results of voting for the Resolutions on Friday, June 19, 2020 at the registered office of the Company is as follows: The same was also intimated to Stock Exchanges, where the shares of the Company are listed, uploaded in the web site of the Company on 19<sup>th</sup> June, 2020 and published in "Financial Express (all editions)", English Newspaper, and in "Andhra Prabha (Hyderabad edition)", Telegu Newspaper, on Saturday, May 20, 2020.

CHAIRMAN'S INITIALS

# MINUTES BOOK

## SUMMARY OF RESULTS OF POSTAL BALLOT:

- (1) **Result of Postal Ballot: To approve for giving guarantee or providing security under Section 185 of Companies Act, 2013 to the Joint Venture Company as a Special Resolution:**

Particulars	No. of votes	No. of equity shares
	E-voting	E-voting
Total Numbers of Members voted	162	32132511
Less: Invalid/Abstain votes	7	2066
Less: Less voted	-	-
<b>Total Number of Valid votes</b>	<b>155</b>	<b>32130445</b>

**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 (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	18513842	18171742	98.15	18171742	0	100.00	0.00
	Poll	0	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	00	0	0.00	0.00
Public-Institutions	E-Voting	9217088	6982137	75.75	6982137	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
Public- Non Institutions	E-Voting	18667070	6976566	37.37	6973938	2628	99.96	0.04
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
<b>Total</b>		<b>46398000</b>	<b>32130445</b>	<b>69.25</b>	<b>32127817</b>	<b>2628</b>	<b>99.99</b>	<b>0.01</b>

% of total votes cast in favour of the Special Resolution : 99.99  
 % of total votes cast against the Special Resolution : 0.01

The Number of votes polled in favour of the Special Resolution is 3,21,27,817 (99.99% of the total valid votes). Thus, the following Special Resolution has been approved by the Shareholders with the requisite majority.

**“RESOLVED THAT** pursuant to the provisions of Section 185 of the Companies Act, 2013 ('Act') and any other applicable provisions of the Act & Rules made there under read with the Companies (Amendment) Act, 2017 (including any statutory modification thereof for the time being in force and as may be enacted from time to time) and subject to such approvals, consents, sanctions and permissions, as may be necessary, provisions of other applicable laws, consent of the members of the Company be and is hereby accorded to provide guarantee(s) and/ or security(ies) in connection with any loan(Long/short term, Working Capital etc) taken / to be taken from banks and financial institutions by Heritage Novandie Foods Private Limited (CIN:U74999TG2017PTC120860), a Joint Venture Company, the aggregate

CHAIRMAN'S INITIALS

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# MINUTES BOOK

of which shall not exceed Rs.30,00,00,000/- (Rupees Thirty Crores only) outstanding at any point of time.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid guarantee/security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities, including but not limited to making requisite filings with any statutory authorities / regulatory bodies in India or abroad, and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable in the interest of the Company.”

**(2) To approve for giving loan or guarantee or providing security in connection with loan availed by any of Company’s Subsidiary, Associate, Joint Venture Company and other person specified under section 185 of the Companies Act, 2013 as Special Resolution:**

Particulars	No. of votes	No. of equity shares
	E-voting	E-voting
Total Numbers of Members voted	162	32132511
Less: Invalid/Abstain votes	9	2305
Less: Less voted	-	-
<b>Total Number of Valid votes</b>	<b>152</b>	<b>32130206</b>

**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 (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	18513842	18171742	98.15	18171742	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
Public-Institutions	E-Voting	9217088	6982137	75.75	3537167	3444970	50.66	49.34
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
Public-Non Institutions	E-Voting	18667070	6976327	37.37	6973649	2678	99.96	0.04
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	<b>Total</b>	<b>46398000</b>	<b>32130206</b>	<b>69.25</b>	<b>28682558</b>	<b>3447648</b>	<b>89.27</b>	<b>10.73</b>

% of total votes cast in favour of the Special Resolution : 89.27  
 % of total votes cast against the Special Resolution : 10.73

CHAIRMAN'S INITIALS



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The Number of votes polled in favour of the Special Resolution is 2,86,82,558 (89.27% of the total valid votes). Thus, the following Special Resolution has been approved by the Shareholders with the requisite majority.

**“RESOLVED THAT** pursuant to the provisions of section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director(s) or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) for giving loan(s) in one or more tranches including loan represented by way of Book Debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a subsidiary or associate or joint venture or group entity of the Company or any person in which any director of the Company is interested/deemed to be interested, up to a sum not exceeding Rs.50,00,00,000/- [Rupees Fifty Crores Only] outstanding at any point of time other than any amount specifically approved by Board/Members of the Company for any entity/company/persons, in its absolute discretion deem beneficial and in the interest of the Company.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to negotiate, finalise and agree to the terms and conditions of the aforesaid Loan/ guarantee/security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities, including but not limited to making requisite filings with any statutory authorities / regulatory bodies in India or abroad, and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable in the interest of the Company.”

Place: Hyderabad  
Date: 29-06-2020

// Certified True Copy //

For HERITAGE FOODS LIMITED



**D. Seetharamaiah**  
Chairperson  
(DIN-00005016)

Date of Entry - July 02, 2023

  
**UMAKANTA BARIK**  
Company Secretary  
M. No: FCS 6317

CHAIRMAN'S INITIALS