



25
YEARS
OF HERITAGE

Ref: SECT: STOC: 73 - 20

28th August, 2020

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, 5th Floor,
Bandra Kurla Complex,
Bandra (East), Mumbai-400 051

Scrip Code: 519552

Scrip Code: HERITGFOOD

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 28th Annual General Meeting held on Friday, August 28, 2020 at 10:30 a.m. through video conferencing ('VC') / other audio visual means ('OAVM').

Dear Sir / Madam,

The 28th Annual General Meeting ("AGM") of Heritage Foods Limited held on Friday, 28th August, 2020 at 10.30 a.m. and concluded at 12.20 p.m. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") at the Registered Office of the Company.

The consolidated report of the Scrutinizer on remote e-voting prior and during the 28th Annual General Meeting of the Company is attached herewith. The above are also being uploaded on the Company's website www.heritagefoods.in and on the website of Kfin Technologies Private Limited (formerly known as Kfintech Private Limited).

Kindly take note of the same on record.

Thanking you,

Yours Faithfully,

For HERITAGE FOODS LIMITED


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

Encl: a/a



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



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

COMBINED REPORT OF SCRUTINIZER OF
REMOTE E-VOTING AND INSTA-POLL

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) of the
Companies (Management and Administration) Amendment Rules, 2015]

To,
Smt N Bhuvanewari
Chairperson,
Heritage Foods Limited
#6-3-541/C, Panjagutta,
Hyderabad - 500 082

Sub- Combined Scrutinizer's Report on remote e-voting and insta- poll conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 28th Annual General Meeting of the members of M/s. **Heritage Foods Limited** (CIN: L15209TG1992PLC014332) held on Friday, August 28, 2020 at 10:30 a.m. (IST) through Video Conferencing ("VC")/ Other Audio- Visual Means ("OAVM") at the Registered Office of the Company.

Dear Madam,

I, Savita Jyoti, Partner of Savita Jyoti & Associates, Practicing Company Secretary (CP No.: 1796) (M.No: 3738), ,have been appointed by the Board of Directors of M/s. HERITAGE FOODS LIMITED ("the Company") as Scrutinizer for the purpose of scrutinizing the remote e-voting process and report thereof, as per the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the below mentioned resolutions proposed at the the 28th Annual General Meeting (AGM) of the members of the Company, held on Friday, August 28, 2020 at 10:30 a.m. (IST) through Video Conferencing ("VC")/ Other Audio- Visual Means ("OAVM"). I was also appointed as Scrutinizer to scrutinize the remote e-voting process during the said AGM.

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

The Annual Report containing the notice dated 27th May, 2020 convening the 28th Annual General Meeting of Company was sent only by electronic mode (e-mail) to those members whose email addresses were registered with the company / Depositories/Depository Participants pursuant to MCA Circular No.20/2020 dated May 05,2020 read with Circular No. 14/2020 dated April 08, 2020 and Circular No.17/2020 dated April 13, 2020 (hereinafter referred to as "MCA Circulars"), Government of India, and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020

As the Scrutinizer, I have to scrutinize:

- (i) process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("remote evoting"); and
- (ii) process of e-voting at the AGM through electronic voting system ("evoting").

The Company had availed the e-voting facility offered by M/s KFin Technologies Private Limited (formerly known as Kfintech Private Limited) ("Kfin") for conducting remote e-voting by the Shareholders of the Company.

The voting period for remote e-voting commenced on Tuesday, August 25, 2020 (9:00 a.m. IST) and ended on Thursday, August 27, 2020 (5:00 p.m. IST) and the e-voting platform was blocked thereafter.

The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC / OA VM and who had not cast their vote earlier.

The shareholders of the Company holding shares as on the "cut-off" date of Friday, August 21, 2020 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of remote e-voting at the AGM, the report on voting done at the AGM and the votes cast under remote e-voting facilities prior to the AGM were unblocked and were counted.

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

I have scrutinized and reviewed the remote e-voting prior and during the AGM and votes cast therein based on the data downloaded from the KFin e-voting system.

The management of Company is responsible to ensure the compliance with (i) the requirements of the Companies Act, 2013 and Rules made thereunder, (ii) the MCA Circulars; (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR"), relating to remote e-voting prior and during the AGM on the resolutions contained in the notice calling the 28th Annual General Meeting of the members of the Company. The management of the Company is also responsible for ensuring a secured framework and robustness of the electronic voting systems.

My responsibility as Scrutinizer is restricted to make a scrutinizers report of votes cast "in favor" or "against" or "invalid" the resolutions mentioned in the Notice of the 28th AGM, based on the reports generated from the remote e-voting system provided by M/s KFin Technologies Private Limited, the authorized agency, engaged by the Company to provide e-voting facility and attendant papers / documents furnished to me electronically by the Company and/ or KFin for my verification.

After the time fixed for closing of the insta-poll at the 28th Annual General Meeting by the Chairperson, the electronic system recording the e-voting (e-votes) was locked by KFin under my instructions.

Thereafter, I have also generated complete records of votes cast by electronic mode from M/s KFin Technologies Private Limited the agency appointed for providing and supervising electronic platform: evoting.karvy.com and based on sub e-voting records generated, I hereby provide the Combined Report as under:

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SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

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

Item No. 1: Adoption of the Audited Financial Statements (Standalone & Consolidated) of the Company for the year ended 31st March, 2020 including Balance Sheet as at 31st March, 2020 and the Statement of Profit & Loss, Reports of the Board of Directors and Auditors thereon. (As an ordinary resolution)

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

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
102	31252742	99.999

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

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
4	33	0.0001

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
3	2788

Item No.2: Approval of Dividend of (50%) i.e. Rs 2.50/- per equity share of face value Rs 5/- each for the financial year ended 31st March, 2020. (As an ordinary resolution)

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

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
103	31252748	99.9999

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

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
3	27	0.0001

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
3	2788

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

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)

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

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
100	31252730	99.9999

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

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
5	35	0.0001

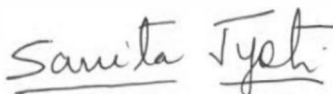
(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
4	2798

The Register and records relating to electronic voting shall remain in our safe custody until the Chairperson considers, approves and signs the minutes of the aforesaid 28th Annual General Meeting and thereafter the same are handed over to the Chairperson or the Company Secretary for safe keeping.

Thanking You,
Yours faithfully,

for **Savita Jyoti Associates**
Company Secretaries



SAVITA JYOTI
CP No.: 1796
M. No. F 3738

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

Place: Hyderabad

Date: August 28, 2020