



Ref: SECT: STOC: 64 - 21

July 30, 2021

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: Consolidated Scrutinizer's Report on remote e-voting and e-voting (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 29<sup>th</sup> Annual General Meeting held on Friday, July 30, 2021 at 10:30 a.m. through video conferencing ('VC') / other audio visual means ('OAVM').**

Dear Sir / Madam,

The 29<sup>th</sup> Annual General Meeting ("AGM") of Heritage Foods Limited held on Friday, 30<sup>th</sup> July, 2021 at 10.30 a.m. and concluded at 12.30 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 e-voting during the 29<sup>th</sup> Annual General Meeting of the Company is attached herewith. The above are also being uploaded on the Company's website [www.heritagefoods.in](http://www.heritagefoods.in) and on the website of Kfin Technologies Private Limited (formerly known as Kfintech Private Limited).

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

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](mailto:hfl@heritagefoods.in), Website : [www.heritagefoods.in](http://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 of the Companies  
(Management and Administration) Rules, 2014 including  
any amendments thereof from time to time]

To,  
The 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 29<sup>th</sup> Annual General Meeting of the members of M/s. **Heritage Foods Limited** (CIN: L15209TG1992PLC014332) held on Friday, July 30, 2021 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/ Insta Poll 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 29<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on Friday, July 30, 2021 at 10:30 a.m. (IST) through Video Conferencing ("VC")/ Other Audio- Visual Means ("OAVM"). I was also appointed as Scrutinizer to scrutinize the Insta Poll Process during the said AGM, submit as under:

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

1. 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 e-voting during the AGM on the resolutions contained in the notice calling the 29th 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.
2. The Annual Report containing the notice dated 19<sup>th</sup> May, 2021 convening the 29<sup>th</sup> Annual General Meeting of Company was sent on 5<sup>th</sup> July, 2021 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.20/2021 dated January 13, 2021, Circular No. 20/2020 dated May 05, 2020 read together with Circulars 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.
3. The Company had availed the e-voting facility offered by M/s KFin Technologies Private Limited (formerly known as Kfintech Private Limited) ("Kfin") facilitating e-voting to enable the members of the Company to cast their votes electronically.
4. The shareholders of the Company holding shares as on the "cut-off" date i.e. on Friday, July 23, 2021 were entitled to vote on the resolutions as contained in the Notice of the AGM.
5. 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 e-voting"); and
  - (ii) process of e-voting (Insta Poll) at the AGM through electronic voting system ("e-voting").

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

My responsibility as Scrutinizer is restricted to make a scrutinizers report of votes cast “in favor” or “against” or “invalid” of the resolutions mentioned in the Notice of the 29<sup>th</sup> AGM, based on the reports generated from the remote e-voting/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.

6. Remote e-Voting

The voting period for remote e-voting commenced on Tuesday, July 27, 2021 (9:00 a.m. IST) and ended on Thursday, July 29, 2021 (5:00 p.m. IST) and the e-voting platform was blocked thereafter.

7. Voting at AGM

- i. The Company had also provided the facility to vote through Insta Poll to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.
- ii. Keeping in line with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20 (4) (xiii) of The Companies (Management and Administration) Rules, 2014 including amendments therein, as the case may be, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the general meeting, the Scrutinizer had access after closure of period of remote e-Voting and before the start of general meeting, to only such details relating to members who have cast their votes through remote e-voting, such as their names, DP ID and ClientID/folios, number of shares held but not the manner in which they have voted.
- iii. Accordingly, M/s KFin Technologies Private Limited , e-Voting Agency provided us with the names, DP Id & Client Id/ folios and shareholding of the members who had cast their votes through remote e-voting.

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- iv. As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by M/s KFin Technologies Private Limited had been blocked and only those members who were present at the AGM through VC or OAVM and had not voted on remote e-voting were allowed to cast their votes through e-voting (Insta Poll) system during the AGM.
8. After the time fixed for closing of the insta-poll at the 29th Annual General Meeting by the Chairperson, the electronic system recording the e-voting (e-votes) was locked by KFin under my instructions.
9. After the closure of e-voting (insta poll) 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 in the presence of two witnesses (not in the employment of the Company) and were counted.

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

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@Kfintech.com](mailto:evoting@Kfintech.com) and based on e-voting records generated, I hereby provide the Combined Report as under:

**ORDINARY BUSINESS**

**Item No. 1: Adoption of the Audited Financial Statements (Standalone & Consolidated) of the Company for the year ended 31<sup>st</sup> March, 2021, 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
139	32417570	99.9947

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(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	1719	0.0053

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
0	0

**Item No.2: Approval of final Dividend of (100%) i.e. Rs 5/- per equity share of face value Rs 5/- each for the financial year ended 31st March, 2021. (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
139	32417570	99.9947

(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	1719	0.0053

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
0	0

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**Item No. 3: Appointment of Director Mrs. N. Brahmani (DIN: 02338940) who retires by rotation and being eligible, offers herself 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
134	32397522	99.933

(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
9	21717	0.067

(iii) Invalid/ Abstain votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
1	50

**SPECIAL BUSINESS**

**Item No. 4: Re-appointment of Mr. Rajesh Thakur Ahuja (DIN: 00371406) as Non-Executive Independent Director of the Company for a second term of five consecutive years from August 19, 2021 to August 18, 2026. (As a special 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
135	31634424	99.9932

(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
7	2159	0.0068

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

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

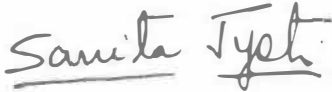
(iii) Invalid/ Abstain votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
2	782706

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 29<sup>th</sup> 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

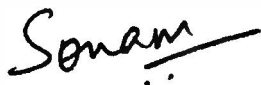
**SAVITA JYOTI, FCS 3738**  
Practicing Company Secretary  
Certificate of Practice No. 1796

UDIN: F003738C000711687

Place: Hyderabad  
Date: 30.07.2021

**Witness:**

1. Sonam:



2. Vibha:

