



Ref: SECT: STOC: 107-21

December 03, 2021

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,

**Re: Minutes of the Resolutions passed by way of Postal Ballot by remote e-voting process**

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 November 24, 2021. The results of postal ballot were announced vide our letter dated November 25, 2021.

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

Thanks & Regards,

**For HERITAGE FOODS LIMITED**

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

Enc: 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 OCTOBER 21, 2021) BY REMOTE E-VOTING PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 HELD ON 24<sup>TH</sup> NOVEMBER, 2021 (BEING LAST DATE OF E-VOTING) , THE RESULTS OF WHICH WAS DECLARED ON 25<sup>TH</sup> NOVEMBER, 2021 AT 11.30 AM, AT THE REGISTERED OFFICE OF THE COMPANY AT #6-3-541/C, PANJAGUTTA, HYDERABAD-500082.**

Directors Present: [Through Video Conferencing]		
Hyderabad	Smt. N Bhuvaneshwari (DIN: 00003741)	Vice Chairperson & Managing Director
Invitees Present: [Through Video Conferencing]		
Hyderabad	Smt. Savita Jyoti	M/s Savita Jyoti Associates, Scrutinizer
Invitees Present: [Personally]		
From Meeting Venue	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 October 21, 2021 for approval of Members by way of Postal Ballot through remote e-voting)

Sl No	Resolution	Type of Resolution
1	To appoint Mr. Muthu Raju Paravasa Raju Vijay Kumar (DIN: 05170323) as a Non-Executive Independent Director of the company for a term of 5 (five) consecutive years with effect from November 01, 2021 (i.e from November 01, 2021 to October 31, 2026)	Ordinary Resolution

# MINUTES BOOK

The Board of Directors at their Meeting held on October 21, 2021 appointed Smt. Savita Jyoti, Partner of 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 Ordinary resolution as circulated in the postal ballot notice dated October 21, 2021.

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: 6349 ('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 October 25, 2021.

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 October 26, 2021

The Notice was sent through e-mail to members whose email id was registered with Registrars and Share Transfer Agents or Depository Participants on October 25, 2021. The total number of Members as on the Cut-off date i.e. October 22, 2021 was 30,170. The E-voting period for Postal Ballot commenced on Tuesday, on October 26, 2021 at 09:00 a.m. India Standard Time ('IST') and concluded on Wednesday, November 24, 2021 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, November 24, 2021 and submitted her report to the Vice Chairperson & Managing Director of the Company on Thursday, November 25, 2021.

# MINUTES BOOK

Based on the scrutinizer Report, Smt. N. Bhuvaneswari, (DIN: 00003741), Vice Chairperson & Managing Director of the Company, declared the following results of voting for the Resolutions on Thursday, November 25, 2021 at the registered office of the Company.

## RESULTS OF POSTAL BALLOT AS PER THE SCRUTINIZER REPORT:

**Result of Postal Ballot:** To appoint Mr. Muthu Raju Paravasa Raju Vijay Kumar (DIN: 05170323) as a Non-Executive Independent Director of the company for a term of 5 (five) consecutive years with effect from November 01, 2021 (from November 01, 2021 to October 31, 2026) - Ordinary Resolution:

(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
177	3,11,01,266	99.9996

(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
13	119	0.0004

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

Total numbers of members whose were abstain from voting	Total number of votes cast by them
5	8,28,863

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
Date of the Postal Ballot Result	November 25, 2021
Total number of shareholders on record date (October 22, 2021)	30,170
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: To appoint Mr. Muthu Raju Paravasa Raju Vijay Kumar (DIN:05170323) as a Non-Executive Independent Director of the company for a term of 5 (five) consecutive years with effect from November 01, 2021 (i.e. from November 01, 2021 to October 31, 2026)

Resolution Required: Ordinary Resolution

Manner of Voting:- E-voting

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

CHAIRMAN'S INITIALS

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# MINUTES BOOK

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	18309063	18171692	99.2497	18171692	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>18309063</b>	<b>18171692</b>	<b>99.2497</b>	<b>18171692</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public-Institutions	E-Voting	8302430	6248583	75.2621	6248583	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>8302430</b>	<b>6248583</b>	<b>75.2621</b>	<b>6248583</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public- Non-Institutions	E-Voting	19786507	6681110	33.7660	6680991	119	99.9982	0.0018
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>19786507</b>	<b>6681110</b>	<b>33.7660</b>	<b>6680991</b>	<b>119</b>	<b>99.9982</b>	<b>0.0018</b>
<b>Total</b>		<b>46398000</b>	<b>31101385</b>	<b>67.0317</b>	<b>31101266</b>	<b>119</b>	<b>99.9996</b>	<b>0.0004</b>

% of total votes cast in favour of the Ordinary Resolution : 99.9996%

% of total votes cast against the Ordinary Resolution : 0.0004%

The % of total votes cast in favour of the Ordinary Resolution is. 99.9996%. Thus, the following Ordinary Resolution has been approved by the Shareholders with the requisite majority.

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014(“Rules”) including any statutory modification(s) or re-enactment thereof for the time being in force and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, Mr. Muthu Raju Paravasa Raju Vijay Kumar (DIN: 05170323),(here in after may called Mr.M.P.Vijay Kumar) who was appointed as an Additional Director in the category of Non-Executive Independent Director of the company w.e.f. November 01, 2021, by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee, pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and being eligible for appointment has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act read with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received notice in writing under Section 160(1) of the Act, from a member proposing his candidature for the office of an Independent Director, be and is hereby appointed as a Non- Executive Independent Director of the Company, to hold office for a term of 5 (five) consecutive years with effect from November 01, 2021 to October 31, 2026 and not liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution and matters incidental consequential and connected therewith and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

There being no other item to transact, the meeting concluded at 12:00 noon with vote of thanks to the Chair.

Place: Hyderabad  
Date: 02.12.2021

  
**N Bhuvaneswari**  
Vice Chairperson & Managing Director  
(DIN: 00003741)

*Date of Entry : December 02, 2021*