



**Ref: SECT: STOC: 36 - 22**

April 30, 2022

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**

**Sub: Intimation of Results of Postal Ballot notice dated March 25, 2022 through remote e-voting and Scrutinizer's Report**

**Ref: Regulation 30, 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir / Madam,

Further to our letter dated March 25, 2022 & March 30, 2022 and pursuant to Regulation 30, 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Notice of Postal Ballot dated March 25, 2022, we are submitting herewith the voting results of the Postal Ballot conducted through remote e-voting for seeking approval of Members of the Company to approve the following item as circulated in the Postal Ballot notice dated March 25, 2022 together with the Scrutinizer's Report issued by Mrs. Savita Jyoti, Partner M/s. Savita Jyoti Associates, Practicing Company Secretaries (M No: FCS-3738) (CP No: 1796), the Scrutinizer:

**Item No.1- Special Resolution:**

**Continuation of directorship of Dr. V Nagaraja Naidu (DIN: 00003730), Non-Executive Director of the Company in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.**

The Company had conducted the Postal Ballot through remote e-voting ('E-voting') 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, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") and any other applicable laws and regulations and any amendments thereto.



**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





The Scrutinizer carried out the scrutiny of the votes polled electronically up to 5:00 p.m. on Friday, April 29, 2022 and submitted her report to the Vice Chairperson & Managing Director of the Company on Saturday, April 30, 2022. Based on the scrutinizer Report, Smt. N. Bhuvanewari, (DIN: 00003741), Vice Chairperson & Managing Director of the Company, declared the following results of voting for the Resolution on Saturday, April 30, 2022 at the registered office of the Company.

We are pleased to inform that the Shareholders have approved the aforesaid resolution with requisite majority (99.9765% in favour of item circulated in the Postal Ballot Notice dated March 25, 2022). The approval is deemed to have been received on the last date of e-voting i.e. on Friday, April 29, 2022.

Further the 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 is enclosed.

<b>Company Name</b>	HERITAGE FOODS LIMITED
<b>Date of the Postal Ballot Result</b>	April 30, 2022
<b>Total number of shareholders on record date (March 25, 2022)</b>	38095
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
<b>Promoters and Promoter Group:</b>	Not Applicable
<b>Public:</b>	Not Applicable
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
<b>Promoters and Promoter Group:</b>	Not Applicable
<b>Public:</b>	Not Applicable

**Resolution 1:** Continuation of directorship of Dr. V Nagaraja Naidu (DIN: 00003730), Non-Executive Director of the Company in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018

**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	18293444	18171692	99.3345	18171692	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public-Institutions	E-Voting	8146885	7519700	92.3015	7512584	7116	99.9053	0.0946
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	19957671	6406209	32.0990	6405784	425	99.9933	0.0066
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
<b>Total</b>		<b>46398000</b>	<b>32097601</b>	<b>69.1788</b>	<b>32090060</b>	<b>7541</b>	<b>99.9765</b>	<b>0.0235</b>



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The number of votes in favour of the Special Resolution is 99.9765%, thus the Special Resolution is therefore approved by the shareholders with requisite majority.

The above shall also be treated as the proceedings of the Extra Ordinary General Meeting conducted through postal ballot by remote e-voting as per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirement Regulations), 2015

We are enclosing a copy of scrutinizers report for your reference. The same will also be made available on the Company's website at [www.heritagefoods.in](http://www.heritagefoods.in).

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.



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Email: [hfl@heritagefoods.in](mailto:hfl@heritagefoods.in), Website : [www.heritagefoods.in](http://www.heritagefoods.in)



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

**SCRUTINIZER'S REPORT**

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies  
(Management and Administration) Rules, 2014 and the MCA Circulars

To  
The Vice-Chairperson & Managing Director  
Heritage Foods Limited  
#6-3-541/C, Panjagutta,  
Hyderabad-500082, Telangana  
CIN: L15209TG1992PLC014332

Dear Sir/Madam,

**Sub: Passing of resolution through Postal Ballot notice dated March 25, 2022**

Pursuant to the resolution passed by the Board of Directors of M/s. Heritage Foods Limited (Herein after called HFL) on March 25, 2022, we have been appointed as scrutinizer for conducting the postal ballot and e-voting process in fair and transparent manner in respect of the Special resolution as circulated in the postal ballot notice dated March 25, 2022.

The Company had engaged the services of its Registrars and Transfer Agents viz, KFin Technologies Limited, Hyderabad to provide platform for recording votes of shareholders electronically through Remote e-voting. KFin Technologies Limited has set up the Remote e-voting facility on the KFinTech e-voting website: <https://evoting.kfintech.com/>

S.No	Description of Special Resolutions
1	Continuation of directorship of Dr. V Nagaraja Naidu (DIN: 00003730), Non-Executive Director of the Company in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018

We report that the postal ballot notice dated March 25, 2022 together with the explanatory statement, under section 110 of the Companies Act, 2013 read with the relevant rules, were sent on March 30 2022, via electronic mode only to all shareholders at their e-mail addresses registered with the Depository participants as per the data downloaded from the CDSL and NSDL as on March 25, 2022 (cut-off date) pursuant to the circulars and notification issued by the Ministry of Corporate Affairs, Government of India (the 'MCA') and SEBI Listing Regulations.

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 March 31, 2022 and the result will be published in one English national daily newspaper circulating throughout India (in English language) and one Telugu daily newspaper circulating in Hyderabad (in vernacular language, i.e. Telugu).

AJ

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

The voting period for remote e-voting were commenced on March 31, 2022 at 09:00 a.m. (IST) to April 29, 2022 at 05:00 p.m. (IST) both days inclusive. All votes cast by Remote e-voting through KFin Technologies Limited were received up to April 29, 2022 being the last date fixed by the Company and the platform was blocked thereafter.

On scrutiny, we report that **194** shareholders exercised their vote through e-voting for in Special Resolution 1.

**The details of the Voting are as under:**

- 1) Result of Postal Ballot for continuation of directorship of Dr. V Nagaraja Naidu (DIN: 00003730), Non-Executive Director of the Company in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 - Special Resolution:

2)

<b>Details of Resolution</b>	<b>Continuation of directorship of Dr. V Nagaraja Naidu (DIN: 00003730), Non-Executive Director of the Company in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018</b>
Resolution Required	Special Resolution
Mode of Voting	E-Voting
Date of Postal Ballot Notice	March 25, 2022
Cut-off date for reckoning voting rights	March 25, 2022
Date of dispatch of Notice through email	March 30, 2022
Total no. of Shareholders on cut-off date	38095

(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
178	32090060	99.9765

(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
12	7541	0.0235

AJ.

**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
4	564

\*19 votes are less voted

As the number of votes cast in favour of the Resolution exceed the votes cast against the resolution, I report that the Special Resolution as set forth in the Postal Ballot Notice dated March 25, 2022 has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date specified for e-voting, i.e. April 29, 2022,

The result of the Postal Ballot will be displayed on the Company's website [www.heritagefoods.in](http://www.heritagefoods.in) as also that of the Service Provider KFIN at <https://evoting.kfintech.com>. The results will also be communicated to BSE Limited and the National Stock Exchange of India Limited, being stock exchanges where the shares of the Company are listed

The register of postal ballot and all other relevant records of voting process given/provided/maintained in electronic mode will remain in our custody until the Vice-Chairperson and Managing Director considers, approves and signs the Minutes of the Postal Ballot and the same shall be handed over thereafter to the Company Secretary for safe keeping.

Thanking you

**For SAVITA JYOTI ASSOCIATES**  
*Practicing Company Secretaries*



**C.S. SAVITA JYOTI**  
**Scrutinizer**  
CP No- 1796  
M No- FCS 3738  
UDIN: F003738D000244660

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

Place: Hyderabad  
Date: April 30, 2022

Witness 1:



Witness 2:

