



Ref: SECT: STOC: 88-23

August 22, 2023

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: Proceedings of 31st Annual General Meeting held on Tuesday, August 22, 2023

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

Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the proceedings of the 31st Annual General Meeting ("AGM") of the Company (enclosed herewith as Annexure) held on Tuesday, August 22, 2023 at 10.00 a.m. and concluded at 11:30 a.m. through Video Conferencing (VC) / Other Audio Video Means (OAVM) at the registered office of the Company.

This is for your information and records

Yours Faithfully

For Heritage Foods Limited

Umakanta Barik
Company Secretary & Compliance Officer
M. No.: FCS-6317

Encl: as above



HERITAGE FOODS LIMITED

CIN : L15209TG1992PLC014332

AN ISO: 22000 CERTIFIED COMPANY

Regd. Off : H.No. 8-2-293/82/A/1286 , Plot No. 1286, Road No. 1 & 65, Jubilee Hills, Hyderabad - 500033, Telangana, INDIA.
Tel. : +91-40-23391221, 23391222, Fax: 23326789, 23318090 Email : hfl@heritagefoods.in, Website : www.heritagefoods.in





Annexure

Proceedings of 31st Annual General Meeting

The 31st Annual General Meeting (AGM) of the Members of Heritage Foods Limited was held on Tuesday, August 22, 2023 at 10.00 am through Video Conferencing (“VC”) / Other Audio Video Means (“OAVM”) and concluded at 11:30 am.

Members Present through Video Conferencing: 75

Directors Present at the venue (i.e. Registered Office of the Company at H.No. 8-2-293/82/A/1286, Plot No. 1286, Road No. 1 &65, Jubilee Hills, Hyderabad-500033) 2

S. No	Name	Designation
1	Smt. N. Bhuvaneshwari	Vice Chairperson & Managing Director
2	Smt. N. Brahmani	Executive Director

Directors Present through Video Conferencing: 6

S. No	Name	Designation	Location
1	Sri. N. Srivishnu Raju	Non-Executive Independent Director	Hyderabad
2	Sri. Rajesh Thakur Ahuja	Non-Executive Independent Director	Mumbai
3	Smt. Aparna Surabhi	Non-Executive Independent Woman Director	Hyderabad
4	Sri. M P Vijay Kumar	Non-Executive Independent Director	Chennai
5	Dr. V Nagaraja Naidu	Non-Executive Director	Hyderabad
6	Sri. A V Girija Kumar	Non-Executive Independent Director	Chennai

KMP Present at the Meeting Venue- Registered Office of the company at Registered Office of the Company at H.No. 8-2-293/82/A/1286, Plot No. 1286, Road No. 1 &65, Jubilee Hills, Hyderabad-500033 : 4

Sl.No	Name	Designation
1	Dr. M. Sambasiva Rao	President
2	Sri. Srideep M Kesavan	Chief Executive Officer
3	Sri A. Prabhakara Naidu	Chief Financial Officer
4	Sri. Umakanta Barik	Company Secretary & Compliance Officer

Auditors Present through Video Conferencing: 2

S.No	Name	Designation	Location
1	Sri. Sanjay Jain	Statutory Auditor	Hyderabad
2	Smt. Savita Jyoti	Secretarial Auditor	Hyderabad



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- Sri Umakanta Barik, Company Secretary & Compliance Officer of the company welcomed all the members to the 31st Annual General Meeting of the company and confirmed that the convening of the virtual Annual General Meeting was in compliance with the circulars issued by the Ministry of Corporate Affairs (MCA), Government of India and the Securities and Exchange Board of India (SEBI) and that the company has appointed National Securities Depository Limited (NSDL) to conduct the voting by way of remote e-voting and e-voting during the AGM.
- Smt. N. Bhuvaneshwari, Vice Chairperson & Managing Director, elected as Chairperson of the meeting, preside over and conduct the proceedings of the meeting.
- The Company had taken all the requisite steps to enable Members to participate and vote on the items of businesses considered at the 31st AGM.
- Since there was no physical attendance of Members and in compliance with the Circulars issued by MCA and SEBI, the requirement of appointing proxies was not applicable. Further, the Registers as required under the Companies Act, 2013 and other relevant documents mentioned in the Notice were available for inspection in electronic mode.
- As the requisite quorum being present, the Chairperson called the Meeting to order. The Chairperson welcomed all the Directors and members. The respective Chairperson of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee, Management Committee, Rights Issue Committee were present at the AGM.
- The Chairperson requested the directors and key executives of the company attending the meeting to introduce themselves from their respective location.
- The Chairperson acknowledged the presence of Sri. Sanjay Kumar Jain, Partner, M/s. Walker Chandiook & Co LLP, Chartered Accountants and Smt. Savita Jyoti, from M/s. Savita Jyoti Associates, Secretarial Auditor of the Company, who is also acting as Scrutinizer for the voting in the Meeting to verify and validate the voting results.
- With the permission of the members, the Chairperson took the Notice of the 31st Annual General Meeting, the Directors' Report along with Annexures and the Financial Statements for the year ended March 31, 2023 along with the Statutory Auditors' Report and Secretarial Auditors Report as read, as the report of Statutory Auditors and the Secretarial Auditors were unqualified and without any adverse observations or comments in their respective reports.
- The Chairperson in her speech spoke about the strategic vision i.e. expanding into new markets within the 11 states, leveraging emerging technologies, and creating synergies through partnerships and acquisitions.



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- Dr. M Sambasiva Rao, President of the Company explained the business performance and growth of the Company during FY 2022-23. He also explained about the business performance and growth of the Wholly Owned Subsidiary Company (i.e. Heritage Nutrivet Limited) and Joint Venture Company (i.e. Heritage Novandie Foods Private Limited).
- The Chairperson thereafter gave the opportunity to the Members to ask questions or seek clarifications on the Business performance and the Annual Report of the Company.
- The Shareholders asked certain questions regarding operations of the Company, future plans, etc. and thereafter the President, CEO and CS of the company responded to the queries raised by the Members.
- The Chairperson thanked the Members for their continuous support and for attending and participating at the Meeting.
- The President of the Company extended vote of thanks to the Chairperson and all the shareholders.
- Thereafter it was informed to the members that those who have not exercised their vote at the REMOTE E- VOTING which was opened from 9:00 AM on Saturday, August 19, 2023 to 5:00 PM on Monday, August 21, 2023 can exercise their vote after this meeting for another 15 minutes.

It was informed to the Members that the Combined results of the remote e-voting and e-voting (Insta-poll) shall be placed at the Company's website i.e www.heritagefoods.in as well as websites of the stock exchanges where the shares of the company are listed and also would be uploaded on the website of NSDL by the end of the day.

The Following items were discussed at the 31st AGM of the Company:

Sl No	Resolutions	Resolution Type
Ordinary Business		
(1)	To receive, consider and adopt: The Audited Standalone & Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, the Reports of the Board of Directors and Auditor's thereon;	Ordinary
(2)	To declare a dividend at the rate of (50%) i.e. Rs.2.50/- per equity share of face value of Rs.5/- each for the financial year ended on March 31, 2023.	Ordinary
(3)	To appoint a Director in place of Smt. N. Brahmani (DIN: 02338940) who retires by rotation and being eligible, offers herself for re-appointment.	Ordinary



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Sl No	Resolutions	Resolution Type
Special Business		
(4)	To appoint Mr. Angara Venkata Girija Kumar (DIN: 02921377) as a Non-Executive Independent Director of the company for a term of 5 (five) consecutive years with effect from June 01, 2023 to May 31, 2028	Special
(5)	Approval of request received from Mrs. Durga Ramakrishna N P, Person belonging to the Promoter Group for reclassification from "Promoter Group" category to "Public" category	Ordinary
(6)	Approval of request received from Mrs. Neelima N P, Person belonging to the Promoter Group for reclassification from "Promoter Group" category to "Public" category.	Ordinary
(7)	Approval of request received from Mr. N P Ramakrishna, Person belonging to the Promoter Group for reclassification from "Promoter Group" category to "Public" category	Ordinary
(8)	Approval of request received from Mrs. Kathya N P, Person belonging to the Promoter Group for reclassification from "Promoter Group" category to "Public" category.	Ordinary
(9)	Approval of request received from Mr. Sivasankara Prasad Alapati, Person belonging to the Promoter Group for reclassification from "Promoter Group" category to "Public" category	Ordinary

The dividend if declared at the Meeting will be credited to the members on Tuesday, August 29, 2023, whose names appear on the Company's Register of Members as on the Record Date and physical warrants shall be dispatched in due course of time.

The 31st Annual General Meeting was concluded at 11:30 am (1ST)

Thanking You

For Heritage Foods Limited

Umakanta Barik

Company Secretary & Compliance Officer

M. No.: FCS-6317



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