



**Ref: SECT: STOC: 73-24**

August 21, 2024

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 32<sup>nd</sup> Annual General Meeting held on Wednesday, August 21, 2024 at 10:00 a.m. through video conferencing ('VC') / other audio visual means ('OAVM').**

Dear Sir / Madam,

The 32<sup>nd</sup> Annual General Meeting ("AGM") of Heritage Foods Limited held on Wednesday, August 21, 2024 at 10.00 am (IST) and concluded at 12:15 pm (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 32<sup>nd</sup> Annual General Meeting of the Company is attached herewith. The above are also being uploaded 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.

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



### SCRUTINISERS REPORT

To,

**The Chairperson**

**Heritage Foods Limited**

CIN: L15209TG1992PLC014332

Regd. Office: H.No. 8-2-293/82/A/1286,

Plot No. 1286, Road No. 1 & 65, Jubilee Hills,

Hyderabad, Telangana, India, 500033.

Dear Sir,

We are pleased to present our report on the on the remote E-voting and the Instapoll conducted at the **32nd Annual General Meeting ("AGM") of M/s. Heritage Foods Limited ("Company")** held through Video Conference or Other Audio-Visual Means on Wednesday, the 21st day of August, 2024 at 10.00 a.m. (IST).

1. We, M/s. Ravi & Subramanyam, Company Secretaries, Hyderabad represented by its partner A. Ravi Shankar, have been appointed as the Scrutinizer to scrutinize the votes cast through remote e-voting as well as Instapoll by the Shareholders of the Company and to ascertain results for the Resolutions contained in the Notice of the AGM.
2. As per the provisions of the Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided facility for voting through electronic means ("remote e-voting") and Instapoll facility for the meeting on all the Resolution(s) contained in the Notice of the AGM.
3. 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 32nd 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.



4. Our responsibility as Scrutinizer is restricted to make a scrutinizers report of votes cast "in favor" or "against" or "invalid" the resolutions mentioned in the 32nd AGM Notice dated May 29, 2024 based on the reports generated from the remote e-voting system provided by NSDL, the authorized agency engaged by the Company to provide e-voting facility and attendant papers / documents furnished to us electronically by the Company and/ or NSDL for our verification.
5. The Cut- Off date for identifying the members who were entitled to vote on the resolutions placed for approval of members was **Tuesday the August 13, 2024.**
6. The Company had appointed National Securities Depository Limited (NSDL), as the service provider for the purpose of extending the facility of remote e-voting and e-voting facility at the conclusion of the meeting (Instapoll) to the Members of the Company. National Securities Depository Limited (NSDL) had set up electronic voting facility on its website: [www.evoting.nsdl.com](http://www.evoting.nsdl.com) on all items of business (both Ordinary and Special) sought to be transacted at the AGM. As mentioned in the Notice, the remote e-voting facility for voting was made available to the Shareholders during the period Sunday the August 18, 2024 (9.00 A.M. IST) to Tuesday the August 20, 2024 (5.00 P.M. IST)
7. After conclusion of the meeting, the votes cast through Remote e-Voting and the Instapoll facility were duly unblocked by us as a Scrutinizer in the presence of two witnesses who are not in the employment of the Company.
8. Based on the reports generated from the remote e-voting system and Instapoll provided by National Securities Depository Limited (NSDL), we hereby submit the results of the remote e-voting and Instapoll as mentioned below.

**ORDINARY BUSINESS:**

1. **To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, the Reports of the Board of Directors and Auditors' thereon as an Ordinary Resolution.**

Particulars	No. of Ballots		No. of equity shares	
	E-voting	Instapoll	E-voting	Instapoll
Total Numbers of Members voted	359	3	5,57,25,477	6
Less: Invalid votes	-	-	-	-
<b>Total Number of Valid votes</b>	<b>359</b>	<b>3</b>	<b>5,57,25,477</b>	<b>6</b>

**Note: Three of the Members holding 1,66,988 shares have not voted for the aforesaid resolution.**



Voted in **FAVOUR** of the Resolution:

Particulars	Number of Members voted	Number of votes cast in favour of the resolution	Percentage of valid votes cast
Votes received through e-voting	355	5,57,25,217	99.999
Votes received on Instapoll	3	6	0.001
<b>Total</b>	<b>358</b>	<b>5,57,25,223</b>	<b>100</b>

Voted **AGAINST** the Resolution:

Particulars	Number of Members voted	Number of votes cast against the resolution	Percentage of valid votes cast
Votes received through e-voting	4	260	0.000
Votes received on Instapoll	-	-	-
<b>Total</b>	<b>4</b>	<b>260</b>	<b>0.000</b>

Voted **ABSTAIN** for the Resolution:

Particulars	Number of Members voted	Number of votes abstain for the resolution
Votes received through e-voting	-	-
Votes received on Instapoll	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

2. To declare final dividend on equity shares 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 March 31, 2024 as an Ordinary Resolution:

Particulars	No. of Ballots		No. of equity shares	
	E-voting	Instapoll	E-voting	Instapoll
Total Numbers of Members voted	362	3	5,58,92,465	6
Less: Invalid votes	-	-	-	-
<b>Total Number of Valid votes</b>	<b>362</b>	<b>3</b>	<b>5,58,92,465</b>	<b>6</b>



Voted in **FAVOUR** of the Resolution:

Particulars	Number of Members voted	Number of votes cast in favour of the resolution	Percentage of valid votes cast
Votes received through e-voting	358	5,58,92,205	99.999
Votes received on Instapoll	3	6	0.001
<b>Total</b>	<b>361</b>	<b>5,58,92,211</b>	<b>100</b>

Voted **AGAINST** the Resolution:

Particulars	Number of Members voted	Number of votes cast against the resolution	Percentage of valid votes cast
Votes received through e-voting	4	260	0.000
Votes received on Instapoll	-	-	-
<b>Total</b>	<b>4</b>	<b>260</b>	<b>0.000</b>

Voted **ABSTAIN** for the Resolution:

Particulars	Number of Members voted	Number of votes abstain for the resolution
Votes received through e-voting	-	-
Votes received on Instapoll	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**SPECIAL BUSINESS:**

3. Re-appointment of Director Retiring by Rotation in accordance with the provisions of Section 152(6) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and not opted for re-appointment as an Ordinary Resolution:

Particulars	No. of Ballots		No. of equity shares	
	E-voting	Instapoll	E-voting	Instapoll
Total Numbers of Members voted	359	3	5,58,91,535	6
Less: Invalid votes	-	-	-	-
<b>Total Number of Valid votes</b>	<b>359</b>	<b>3</b>	<b>5,58,91,535</b>	<b>6</b>

**Note: Three of the Members holding 930 shares have not voted for the aforesaid resolution.**



Voted in **FAVOUR** of the Resolution:

Particulars	Number of Members voted	Number of votes cast in favour of the resolution	Percentage of valid votes cast
Votes received through e-voting	350	5,58,91,164	99.999
Votes received on Instapoll	3	6	0.001
<b>Total</b>	<b>353</b>	<b>5,58,91,170</b>	<b>100</b>

Voted **AGAINST** the Resolution:

Particulars	Number of Members voted	Number of votes cast against the resolution	Percentage of valid votes cast
Votes received through e-voting	9	371	0.000
Votes received on Instapoll	-	-	-
<b>Total</b>	<b>9</b>	<b>371</b>	<b>0.000</b>

Voted **ABSTAIN** for the Resolution:

Particulars	Number of Members voted	Number of votes abstain for the resolution
Votes received through e-voting	-	-
Votes received on Instapoll	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

For Ravi & Subramanyam  
Company Secretaries

A. Ravi Shankar  
Partner

FCS No: 5335

C.P No: 4318

UDIN: F005335F001014629



Place : Hyderabad

Date : 21.08.2024



**Ref: SECT: STOC: 74-24**

August 21, 2024

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: Disclosure of voting results of the 32<sup>nd</sup> Annual General Meeting of Heritage Foods Limited held on 21<sup>st</sup> August, 2024.**

**Ref: Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir / Madam,

The 32<sup>nd</sup> Annual General Meeting ("AGM") of the Company held on Wednesday, August 21, 2024 at 10.00 am (IST) and concluded at 12:15 pm (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") at the Registered Office of the Company.

The details of voting results of the 32<sup>nd</sup> Annual General Meeting of the Company are enclosed in the format prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The above are also being uploaded on the Company's website [www.heritagefoods.in](http://www.heritagefoods.in) and the website of NSDL.

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

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Date of the AGM/EGM	21-08-2024
Total number of shareholders on record date	163980
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:	5
Public:	64

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt: The Audited Standalone & Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, the Reports of the Board of Directors and Auditor's thereon;				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	38327742	38326942	99.9979	38326942	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>38327742</b>	<b>38326942</b>	<b>99.9979</b>	<b>38326942</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	8752077	5830530	66.6188	5830530	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>8752077</b>	<b>5830530</b>	<b>66.6188</b>	<b>5830530</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	45716181	11568011	25.3040	11567751	260	99.9978	0.0022
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>45716181</b>	<b>11568011</b>	<b>25.3040</b>	<b>11567751</b>	<b>260</b>	<b>99.9978</b>
<b>Total</b>		<b>92796000</b>	<b>55725483</b>	<b>60.0516</b>	<b>55725223</b>	<b>260</b>	<b>99.9995</b>	<b>0.0005</b>

The Resolution was passed by the Members with requisite majority.



## HERITAGE FOODS LIMITED

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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To declare final 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, 2024.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	38327742	38326942	99.9979	38326942	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>38327742</b>	<b>38326942</b>	<b>99.9979</b>	<b>38326942</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	8752077	5997188	68.5230	5997188	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>8752077</b>	<b>5997188</b>	<b>68.5230</b>	<b>5997188</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	45716181	11568341	25.3047	11568081	260	99.9978	0.0022
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>45716181</b>	<b>11568341</b>	<b>25.3047</b>	<b>11568081</b>	<b>260</b>	<b>99.9978</b>
<b>Total</b>		<b>92796000</b>	<b>55892471</b>	<b>60.2316</b>	<b>55892211</b>	<b>260</b>	<b>99.9995</b>	<b>0.0005</b>

The Resolution was passed by the Members with requisite majority



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Resolution (3)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Re-appointment of Director Retiring by Rotation in accordance with the provisions of Section 152(6) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and not opted for re-appointment.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	38327742	38326942	99.9979	38326942	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		38327742	38326942	99.9979	38326942	0	100.0000
Public-Institutions	E-Voting	8752077	5997188	68.5230	5997188	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		8752077	5997188	68.5230	5997188	0	100.0000
Public-Non Institutions	E-Voting	45716181	11567411	25.3027	11567040	371	99.9968	0.0032
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		45716181	11567411	25.3027	11567040	371	99.9968
<b>Total</b>		<b>92796000</b>	<b>55891541</b>	<b>60.2305</b>	<b>55891170</b>	<b>371</b>	<b>99.9993</b>	<b>0.0007</b>

The Resolution was passed by the Members with requisite majority



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