



Ref: SECT: STOC: 50-25

May 17, 2025

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

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

Dear Sir/Madam

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 May 2, 2025. The results of postal ballot were announced vide our letter dated May 2, 2025.

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

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, Website : www.heritagefoods.in

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HERITAGE FOODS LIMITED

CIN: L15209TG1992PLC014332

H.No. 8-2-293/82/A/1286, Plot No. 1286, Road No. 1 & 65,
Jubilee Hills, Hyderabad, Telangana, India, 500033

MINUTES OF THE EXTRA ORDINARY GENERAL MEETING CONDUCTED THROUGH POSTAL BALLOT (NOTICE DATED MARCH 11, 2025) BY REMOTE E-VOTING PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 HELD ON MAY 01, 2025 (BEING LAST DATE OF E-VOTING), THE RESULTS OF WHICH WAS DECLARED ON MAY 2, 2025 AT 5.30 PM AT THE REGISTERED OFFICE OF THE COMPANY AT # H.NO. 8-2-293/82/A/1286, PLOT NO. 1286, ROAD NO. 1 & 65, JUBILEE HILLS, HYDERABAD, TELANGANA, INDIA, 500033.

Directors Present: [Through Video Conferencing]		
Chennai	Mr. A.V. Girija Kumar	Chairperson
Invitees Present: [Through Video Conferencing]		
Hyderabad	Mrs. N Bhuvaneshwari	Vice-Chairperson & Managing Director
Invitees Physically Present		
Hyderabad	Mr. A. Ravi Shankar	M/s. Ravi & Subramanyam, Company Secretaries Scrutinizer
In attendance	Mr. Umakanta Barik	Company Secretary & Compliance Officer

Pursuant to Section 110 read with Section 108 of the Companies Act, 2013, ("the Act") read with and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended from time to time, read with the General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India ("SEBI") including earlier circulars issued in this regard, (hereinafter collectively referred to as the "Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, New Delhi, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') as amended from time to time, the following Resolutions were recommended by the Board of Directors for approval of Members in its meeting held on March 11, 2025 for approval of the members by way of Postal Ballot through remote e-voting:

SI No	Resolution	Type of Resolution
1	Appointment of Dr. Muddana Sambasiva Rao (DIN:01887410) as a Director of the Company	Special Resolution
2	Appointment of Dr. Muddana Sambasiva Rao, (DIN:01887410) as a Whole-time Director of the Company for a term of 5 consecutive years commencing from April 1, 2025, and payment of remuneration	Special Resolution

The Board of Directors at their Meeting held on March 11, 2025 appointed Mr. A. Ravi Shankar, (M. No: F5335, CP No: 4318) Partner of M/s. Ravi & Subramanyam, Practicing Company Secretary as the Scrutinizer for conducting the postal ballot through remote e-voting in a fair and transparent manner in respect of the Special Resolutions as circulated in the postal ballot notice dated March 11, 2025.

The Company had engaged the services of M/s. Kfin Technologies 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: <https://evoting.kfintech.com>. The Company and KFIN had uploaded the Notice together with the explanatory statement on their respective websites www.heritagefoods.in and <https://evoting.kfintech.com>, and the same had been uploaded on the website of the stock exchanges where the shares of the Company are listed. KFIN

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had generated Electronic Voting Event Number: 8746 ('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.

The Company had completed dispatch of the Notice of Postal Ballot on Tuesday, April 1, 2025, through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and hard copy through courier to other members whose e-mail was not registered with the Company or with their Depository Participants as on Friday, March 28, 2025 (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 order to facilitate those members who had not 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.

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 editions) English Newspaper and Andhra Prabha (Hyderabad edition) Telugu Newspaper on Wednesday, April 2, 2025.

The Notice was sent through e-mail to members whose email id was registered with Registrars and Share Transfer Agents or Depository Participants on Friday, February 9, 2024 (Cut off Date). The total number of Members as on the Cut-off date i.e. Friday, March 28, 2025 was 1,36,584. The E-voting period for Postal Ballot commenced on Wednesday, April 2, 2025 From 9:00 a.m. (IST) and ended on Thursday, May 1, 2025 up to 5:00 p.m. (IST).

The Scrutinizer carried out the scrutiny of votes polled electronically up to 5:00 p.m. on Thursday, May 1, 2025 and submitted his report to the Chairperson of the Company on Friday, May 2, 2025.

Based on the scrutinizer Report, Mr. A.V. Girija Kumar, Chairperson of the Company, declared the results of voting for the resolutions on Friday, May 2, 2025 at the registered office of the Company:

SUMMARY OF RESULTS OF POSTAL BALLOT AS PER THE SCRUTINIZER REPORT IS AS FOLLOWS:

Details of Resolution	Item 1: Appointment of Dr. Muddana Sambasiva Rao (DIN:01887410) as a Director of the Company
	Item 2: Appointment of Dr. Muddana Sambasiva Rao, (DIN:01887410) as a Wholetime Director of the Company for a term of 5 consecutive years commencing from April 1, 2025, and payment of remuneration
Resolution Required	Special resolution
Mode of Voting	E-Voting
Date of Postal Ballot Notice	March 11, 2025
Date of dispatch of Notice	April 1, 2025
Remote E-Voting Date & Time	Commencement of voting through electronic means: Wednesday, April 2, 2025 From 9:00 a.m. (IST)
	End of voting through electronic means: Thursday, May 1, 2025 up to 5:00 p.m. (IST)
Total no. of Shareholders on cut-off date	1,36,584

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Board of Directors as an Additional Director of the Company with effect from April 1, 2025 in terms of Section 161 of the Act and Articles of Association of the Company and who is eligible and willing for appointment as a Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including but not limited to seeking all necessary approvals to give effect to the above resolution and to settle any questions, difficulties or doubts that may arise in this regard."

Item 2: Appointment of Dr. Muddana Sambasiva Rao (DIN:01887410) as a Whole-time Director of the Company for a term of 5 consecutive years commencing from April 1, 2025, and payment of remuneration:

(i) **Voted in favour of the resolution:**

No. of members	No. of votes cast in favour of Resolution	% of total no. of valid votes cast
420	5,72,70,612	99.87

(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
24	71,855	0.13

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

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
3	202 + 402

Details of the voting result as per Listing Regulation.

Resolution Required: Special Resolution

Manner of Voting:- E-voting

Whether promoter/ promoter group are interested in the agenda/resolution: Yes

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		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		38327742	38326942	99.9979	38326942	0	100.0000
Public-Institutions	E-Voting	9715437	7443986	76.6202	7373806	70180	99.0572	0.9428
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		9715437	7443986	76.6202	7373806	70180	99.0572
Public- Non Institutions	E-Voting	44752821	11571539	25.8566	11569864	1675	99.9855	0.0145
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		44752821	11571539	25.8566	11569864	1675	99.9855
Total	Total	92796000	57342467	61.7941	57270612	71855	99.8747	0.1253

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Item 1: Appointment of Dr. Muddana Sambasiva Rao (DIN:01887410) as a Director of the Company:

(i) **Voted in favour of the resolution:**

No. of members	No. of votes cast in favour of Resolution	% of total no. of valid votes cast
425	5,72,62,287	99.86

(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
18	80,256	0.14

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

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
4	302 + 226

Details of the voting result as per Listing Regulation.

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	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		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		38327742	38326942	99.9979	38326942	0	100.0000
Public-Institutions	E-Voting	9715437	7443986	76.6202	7364765	79221	98.9358	1.0642
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		9715437	7443986	76.6202	7364765	79221	98.9358
Public- Non Institutions	E-Voting	44752821	11571615	25.8567	11570580	1035	99.9911	0.0089
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		44752821	11571615	25.8567	11570580	1035	99.9911
Total		92796000	57342543	61.7942	57262287	80256	99.8600	0.1400

The Number of votes polled in favour of the Special Resolution : 5,72,62,287
 % of total votes cast in favour of the Special Resolution : 99.86%
 % of total votes cast against the Special Resolution : 0.14%

The % of total votes cast in favour of the Special Resolution is 99.86%. Thus, the following Special Resolution has been approved by the shareholders with requisite majority.

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, Dr. Muddana Sambasiva Rao (DIN:01887410) who was appointed by the

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The Number of votes polled in favour of the Special Resolution	:	5,72,70,612
% of total votes cast in favour of the Special Resolution	:	99.87%
% of total votes cast against the Special Resolution	:	0.13%

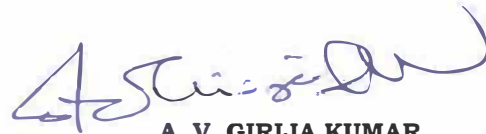
The % of total votes cast in favour of the Special Resolution is 99.87%. Thus, the following Special Resolution has been approved by the shareholders with requisite majority.

“RESOLVED THAT pursuant to the provisions of Sections 160, 196, 197, 198, 203 and other applicable provisions, if any, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (the Act) (including any statutory modification 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 as amended from time to time and the Articles of Association of the Company, consent of the members, be and is hereby accorded for the appointment of Dr. Muddana Sambasiva Rao, [(DIN:01887410) (DOB: 05-May-1957)] as Whole-time Director (WTD) and Key Managerial Personnel (KMP) of the Company for a term of 5 consecutive years commencing from April 1, 2025 upto March 31, 2030 with the terms and conditions including remuneration as set out in the Statement pursuant to Section 102(1) of the Act, annexed to this Postal Ballot Notice and liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) shall, in accordance with the statutory limits / approvals as may be applicable, be and is hereby authorized to modify / amend the terms and conditions of the said appointment and / or remuneration, from time to time, as it may deem fit and to take such steps and do and perform all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this Resolution.”

There being no other item to transact, the meeting concluded at 5:30 PM with vote of thanks to the Chair.

Place: Hyderabad
Date: May 16, 2025



A. V. GIRIJA KUMAR
Chairperson
(DIN-02921377)

DOE: May 16, 2025

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