KLB & ASSOCIATES
Company Secretaries

## SCRUTINIZERS REPORT

To,
**The Chairperson / Company Secretary**
**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 **33rd Annual General Meeting ("AGM") of M/s. Heritage Foods Limited ("Company")** held through Video Conference or Other Audio-Visual Means on Thursday, the July 31, 2025 at 10.00 a.m. (IST).

1. I, Khusboo Laxmi Bhagat of M/s. KLB & Associates, Practicing Company Secretaries, Hyderabad, have been appointed by the Board of Directors of Heritage Foods Limited (Company) 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 33rd 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 33rd 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 33rd 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" on the resolutions mentioned in the 33rd AGM Notice dated May 16, 2025 based on the reports generated from the remote e-voting system provided by NSDL, the authorized agency engaged by the Company

KLB & Associates Company Secretaries HYD-16



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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 Wednesday the July 23, 2025.

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 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 Monday the July 28, 2025 (9.00 A.M. IST) to Wednesday the July 30, 2025 (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 Roshan Agarwal and Ethish 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, 2025, 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 | 313 | 6 | 56620705 | 110 |
| Less: Invalid votes | | | | |
| **Total Number of Valid votes** | **313** | **6** | **56620705** | **110** |

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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 | 317 | 56561002 | 99.8944 |
| Votes received on Instapoll | - | - | - |
| **Total** | **317** | **56561002** | **99.8944** |

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 | 2 | 59813 | 0.1056 |
| Votes received on Instapoll | - | - | - |
| **Total** | **2** | **59813** | **0.1056** |

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 | - | - |
| **Total** | - | - |

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, 2025 as an Ordinary Resolution:**

| Particulars | No. of Ballots | | No. of equity shares | |
|---|---|---|---|---|
| | E-voting | Instapoll | E-voting | Instapoll |
| Total Numbers of Members voted | 314 | 6 | 56631625 | 110 |
| Less: Invalid votes | | | | |
| **Total Number of Valid votes** | **314** | **6** | **56631625** | **110** |

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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 | 319 | 56631734 | 100.0000 |
| Votes received on Instapoll | - | - | - |
| **Total** | **319** | **56631734** | **100.0000** |

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 | 1 | 1 | 0.0000 |
| Votes received on Instapoll | - | - | - |
| **Total** | **1** | **1** | 0.0000 |

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 | - | - |
| **Total** | - | - |

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 | 313 | 6 | 56631624 | 110 |
| Less: Invalid votes | - | - | - | - |
| **Total Number of Valid votes** | **313** | **6** | **56631624** | **110** |



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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 | 307 | 56407892 | 99.6047 |
| Votes received on Instapoll | - | - | - |
| **Total** | **307** | **56407892** | **99.6047** |

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 | 12 | 223842 | 0.3953 |
| Votes received on Instapoll | - | - | - |
| **Total** | **12** | **223842** | **0.3953** |

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 | - | - |
| **Total** | **-** | **-** |

**SPECIAL BUSINESS:**

**4. Increase in borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013 from Rs.500 Crores to Rs. 800 Crores as a special resolution.**

| Particulars | No. of Ballots | | No. of equity shares | |
|---|---|---|---|---|
| | E-voting | Instapoll | E-voting | Instapoll |
| Total Numbers of Members voted | 312 | 6 | 56631609 | 110 |
| Less: Invalid votes | - | - | - | - |

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| | | | | |
|---|---|---|---|---|
| **Total Number of Valid votes** | **312** | **6** | **56631609** | **110** |

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 | 306 | 56487246 | 99.7449 |
| Votes received on Instapoll | - | - | - |
| **Total** | **306** | **56487246** | **99.7449** |

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 | 12 | 144473 | 0.2551 |
| Votes received on Instapoll | - | - | - |
| **Total** | **12** | **144473** | **0.2551** |

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 | - | - |
| **Total** | **-** | **-** |

5. **Creation / modification of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings under Section 180(1)(a) of the Companies Act, 2013 as a special resolution.**

| **Particulars** | **No. of Ballots** | | **No. of equity shares** | |
|---|---|---|---|---|
| | **E-voting** | **Instapoll** | **E-voting** | **Instapoll** |
| Total Numbers of Members voted | 313 | 6 | 56631610 | 110 |



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| | | | | |
|---|---|---|---|---|
| Less: Invalid votes | - | - | - | - |
| **Total Number of Valid votes** | **313** | **6** | **56631610** | **110** |

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 | 308 | 56487395 | 99.7452 |
| Votes received on Instapoll | - | - | - |
| **Total** | **308** | **56487395** | **99.7452** |

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 | 11 | 144325 | 0.2548 |
| Votes received on Instapoll | - | - | - |
| **Total** | **11** | **144325** | **0.2548** |

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 | - | - |
| **Total** | **-** | **-** |

6. **Appointment of Secretarial Auditor of the Company as an Ordinary resolution.**

| Particulars | No. of Ballots | | No. of equity shares | |
|---|---|---|---|---|
| | E-voting | Instapoll | E-voting | Instapoll |
| Total Numbers of Members voted | 312 | 6 | 56537590 | 110 |
| Less: Invalid votes | - | - | - | - |

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| | | | | |
|---|---|---|---|---|
| **Total Number of Valid votes** | **312** | **6** | **56537590** | **110** |

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 | 316 | 56537649 | 99.9999 |
| Votes received on Instapoll | - | - | - |
| **Total** | **316** | **56537649** | **99.9999** |

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 | 2 | 51 | 0.0001 |
| Votes received on Instapoll | - | - | - |
| **Total** | **2** | **51** | **0.0001** |

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 | - | - |
| **Total** | **-** | **-** |

**For KLB & ASSOCIATES**

**CS Khusboo Laxmi Bhagat**
**Properitor**
**M. No: 9376**
**C.P No: 14703**
**UDIN: F009376G000904347**
Place : Hyderabad
Date :31st July, 2025

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