Ref: SECT: STOC: 94-23
29th August, 2023

To
The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Scrip Code: 519552

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: HERITGFOOD

Dear Sir/Madam,

Sub: Submission of Minutes of the 31st Annual General Meeting of the Company held on August 22, 2023

With reference to the above mentioned subject, we are herewith enclosing the copy of the Minutes of the 31st Annual General Meeting of the Company held on August 22, 2023 through Video Conference / Other Audio Visual means.

Kindly take the same on record and display the same on the website of your exchange.

Thanks & Regards

For **HERITAGE FOODS LIMITED**

UMAKANTA BARIK Digitally signed by UMAKANTA BARIK Date: 2023.08.29 15:09:39 +05'30'

UMAKANTA BARIK
Company Secretary & Compliance Officer
M. No:FCS-6317

Enc: 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

HERITAGE FOODS LIMITED
CIN: L15209TG1992PLC014332
H.no.8-2-293/82/a/1286, Plot No: 1286, Road No. 1 & 65.
Jubilee Hills, Hyderabad, Telangana, 500033.

MINUTES OF THE 31st ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VIDEO MEANS ("OAVM") ON TUESDAY, AUGUST 22, 2023 AT 10:00 AM AND CONCLUDED AT 11:30 AM THE VENUE OF THE MEETING WAS THE REGISTERED OFFICE OF THE COMPANY

Directors Present at the meeting:

Sl. No.	Name	Designation	Mode of Participation	Location
1	Mrs. N Bhuvaneswari	Vice Chairman & Managing Director	Physically present	At the meeting Venue
2	Mrs. N Brahmani	Executive Director	Physically present	At the meeting Venue
3	Mr. Rajesh Thakur Ahuja	Non Executive Independent Director	Video Conference	Mumbai
4	Mr. N Srivishnu Raju	Non Executive Independent Director	Video Conference	Hyderabad
5	Mrs. Aparna Surabhi	Non-Executive Independent Women Director	Video Conference	Hyderabad
6	Mr. M P Vijay Kumar	Non Executive Independent Director	Video Conference	Chennai
7	Dr. V Nagaraja Naidu	Non- Executive Director	Video Conference	Hyderabad
8	Mr. A V Girija Kumar	Non-Executive Independent Director	Video Conference	Chennai

In compliance with the Regulation 18 & 20 of SEBI (Listing Obligations & Disclosure requirements) Regulations, 2015, Mrs. Aparna Surabhi, Chairperson of the Audit Committee, Mr. N Srivishnu Raju, Chairperson of Nomination and Remuneration Committee & Dr. V Nagaraju Naidu, Chairperson of the Stakeholders Relationship Committee were present at the meeting.

By Invitation:

Sl. No.	Name	Role	Location	Organization
1	Dr. M Sambasiva Rao	President	At the meeting Venue	Heritage Foods Ltd
2	Mr. Srideep N Kesavan	CEO	At the meeting Venue	Heritage Foods Ltd
3	Mr. A Prabhakara Naidu	CFO	At the meeting Venue	Heritage Foods Ltd
4	Mr. Sanjay Jain	Representative of Statutory auditor M/s Walker Chandiok & Co. LLP., Chartered Accountants	Hyderabad	Walker Chandiok & Co. LLP, Chartered Accountants
5	Mrs. Savita Jyoti	Secretarial Auditor of the Company and Scrutinizer of the meeting	Hyderabad	Savita Jyoti & Associates

In Attendance:

CHAIRMAN'S INITIALS

// Certified True Copy //
For HERITAGE FOODS LIMITED

UMAKANTA BARIK
Company Secretary & Compliance Officer
M.No: FCS-6317

Sl. No.	Name	Designation
1	Mr. Umakanta Barik	Company Secretary & Compliance officer

In aggregate, 75 Members (including Authorized Representatives appointed by Bodies Corporate) joined through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), out of which 5 Members were from Promoter/Promoter Group and 70 Members were from other than promoter and promoter group.

In accordance with Secretarial Standard 2, issued by Institute of Company Secretaries of India, since there was no permanent Chairperson of the Board, the Directors present at the Meeting elected Mrs. N. Bhuvaneswari (DIN: 00003741) as the Chairperson of the meeting to conduct the proceedings of the Annual General Meeting of the Company. Mrs. N Bhuvaneswari, (DIN: 00003741), Vice-Chairperson and Managing Director took the Chair thereafter.

The following documents and Registers were placed electronically for inspection by the members:

- Notice convening the 31st Annual General Meeting;
- Report of Board of Directors along with Annexures thereto for the financial year ended 31st March, 2023;
- The Audited Financial Statements (Standalone & Consolidates) for the financial year ended 31st March, 2023;
- The Register of Directors' and Key Managerial Personnel and their shareholdings (remained open for inspection during the meeting);
- The Register of Contracts or arrangements in which the Directors were interested (remained open for inspection during the meeting);
- Consent letter of Mrs. N Brahmani
- Consent letter of Mr. A V Girija Kumar
- Request letters from Members of Promoters Group for Reclassification
- Scrutinizer Consent Letter

Mr. Umakanta Barik, (M. No: FCS-6317) Company Secretary & Compliance Officer, welcomed the Members, Directors and Auditors of the Company to the 31st Annual General Meeting of the Company. The Company Secretary informed that the AGM of the Company is being held through VC / OAVM as per the circulars issued by Ministry of corporate Affairs Government of India and Securities and Exchange Board of India. The deemed venue for the AGM was 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, 500033.

The Company Secretary further informed that the Company had taken all steps to ensure that the Members were able to attend and vote at the AGM in a seamless manner. He also stated that the Company has appointed National Securities Depository Limited (NSDL) to provide facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM.

Mrs N. Bhuvaneswari, Chairperson of the meeting presided over and conducted the proceedings of the meeting.

The Chairperson welcomed the members present and thanked all the members for joining the meeting.

The requirement of quorum for the meeting is 30 members as per the Companies Act, 2013. In aggregate, _75 Members joined through Video Conferencing/Other Audio Visual Means and as the requisite quorum was present, Mrs. N Bhuvaneswari, (DIN: 00003741), Chairperson of the meeting called the meeting to order at 10:00 a.m.,

The Chairperson stated about the strategic vision i.e. expanding into new markets within the 11 states, leveraging emerging technologies, and creating synergies through partnerships and acquisitions etc.

CHAIRMAN'S INITIALS

Thereafter, the chairperson requested that all the Directors who had joined the meeting through Video Conference facility to introduced themselves.

Accordingly, Mr. Rajesh Thakur Ahuja (DIN: 00371406), Mr. N.Srivishnu Raju (DIN:00025063), Mrs. Aparna Surabhi, (DIN:01641633), Mr. M P Vijay Kumar (DIN:05170323), Dr. V Nagaraja Naidu, (DIN:00003730) and Mr. A V Girija Kumar (DIN:02921377) introduced themselves to the members and stated that they had joined the meeting from Mumbai, Hyderabad, Hyderabad, Chennai, Hyderabad and Chennai respectively.

Thereafter the Chairperson requested the directors and key executives of the Company attending the meeting from the Meeting Venue to introduce themselves.

Accordingly, Mrs. N Brahmani (DIN:02338940), Dr. M Sambasiva Rao, President, Mr. Mrdeep N Kesavan, Chief Executive Officer, and Mr. A. Prabhakara Naidu, Chief Financial Officer of the Company introduced themselves.

The Chairperson acknowledged the presence of Mr. Sanjay Kumar Jain, Partner, Walker Chandiok & Co LLP, Chartered Accountants, Statutory Auditors of the Company and Mrs. Savita Jyoti, Secretarial Auditor of the Company, who was also acting as Scrutinizer for verifying and validating the voting results of the Annual General Meeting (AGM)

Thereafter, the Chairperson had taken up the formal agenda of the AGM and with the consent of the Members present, the Notice convening the meeting, the explanatory statement annexed thereto and the Report of Board of Directors along with annexure thereto and the Financial Statements (Standalone & Consolidated) for the financial year ended 31st March, 2023 as circulated to all the members, in compliance with the relevant circulars of MCA were taken as read.

The Chairperson stated that Auditors Report on the Standalone & Consolidated financial statements and the Secretarial Audit Report of the Company for the year ended March 31, 2023 do not contain any qualification, reservation, adverse remark or any disclaimer, Accordingly, they are taken as read.

Thereafter the Chairperson requested Dr.M.Sambasiva Rao President , to make his comments and observations on FY 2022-23 operations.

Thereafter Dr.M..Sambasiva Rao President had given a concise view on the performance of the Company during 2022-23, and briefly highlighted some of the important aspects such as:

- The performance of the Company in FY2022-23 was better despite the upheavals coming in their way.
- During the year the company launched several new products in the 'drinkable and ice-cream' category to further enrich their product portfolio
- The Company achieved a net turnover of Rs. 32,087 Million in FY 2022-23 as against Rs. 26,429 Million in the previous year.
- The Company handled 1.59 Million LPD of Milk during FY 2022-23.
- The PBT of Rs. 893 Million, during the FY 2022-23.
- The Company declared a dividend of Rs. 2.5 (i.e 50%) per Equity Share for the Financial Year 2022-23 .
- The Wholly Owned Subsidiary of the Company namely Heritage Nutrivet Limited achieved a net turnover of Rs. 1069 Million in FY 2022-23 as against Rs. 946Million in the previous FY.
- The Joint Venture (JV) Company namely Heritage Novandie Foods Private Limited started its commercial production on February 16, 2021 and launched French Yoghurt brand 'Mamie Yova' in India. The Company is consistently making its efforts for penetrating in the markets and increasing the revenues. The Board is optimistic on future performance of the Company and is taking necessary actions from time to time for making the financial position strong. The company is striving for increasing the sales volumes and be a market leader in manufacturing of various types of Yoghurt and other niche dairy

CHAIRMAN'S INITIALS

products in India. The turnover of the JV company stood at Rs. 27.63 Million, in FY 2022-23 against Rs. 13.96 Million in the previous FY.

The Chairperson expressed her gratitude towards all the employees of the Company and the associates for their dedication to the organization and the pride with which they represent the Company. The Chairperson further added that it is due to the efforts of the fellow employees and associates that have allowed the Company to grow, generate revenue, and earn profits and shareholder's value. She thanked the customers, consumers, representatives, farmers, vendors, investors, bankers, auditors and statutory authorities.

The Chairperson thanked the members of the Company for their co-operation in conducting the meeting through VC/OAVM. She also thanked all Directors who had joined the meeting

Then the moderator informed the shareholders that the floor is opened for questions, thereafter shareholders asked certain queries/observation regarding operations of the Company, future plans, etc. Thereafter the President, Chief Executive Officer and Company Secretary & Compliance officer of the company responded to the queries raised by the Members. All questions/clarifications of Members were addressed.

On the conclusion of the discussion and Q&A session, the moderator informed the Members that those who could not cast their vote (s) through remote e-voting facility which was available from 9:00 AM on Saturday, August 19, 2023 to 5:00 PM on Monday, August 21, 2023 could cast their vote for another 15 minutes post AGM in respect of businesses transacted at the Annual General Meeting through the e-voting portal of National Securities Depository Limited (NSDL).

The Chairperson of the Meeting informed that the Combined results of the remote e-voting and e-voting (Insta-poll) to be submitted by Smt. Savita Jyoti, Partner, Savita Jyoti Associates(Scrutiniser) 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 by the end of the day.

Dr.M.Sambasiva Rao, President of the Company, proposed vote of thanks to the chair. There being no other business, the Chairperson made the closing remarks and declared that the meeting was concluded at 11:30 a.m. and thanked the shareholders for making the meeting a grand success.

The item wise resolution and results were as follows.

ORDINARY BUSINESS:

1: Adoption of Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023,the report of the Board of Directors and the Auditors thereon -Ordinary Resolution

"**RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors' thereon, as circulated to the members be and are hereby considered and adopted."

Combined voting Results: (Remote E-Voting & voting at Meeting)

Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)	% of Votes against on votes polled (7)
Promoter and	38581253	38398532	99.5264	38398532	0	100.0000	0

CHAIRMAN'S INITIALS

Promoter Group							
Public- Institutions	16141984	15190322	94.1044	15190322	0	100.0000	0
Public- Non Institutions	38072763	11195115	29.4045	11194864	251	99.9978	0.0022
Total	92796000	64783969	69.8133	64783718	251	99.9996	0.0004

The resolution was passed with requisite majority.

2: Declaration of Dividend at the rate of 50% i.e. ₹ 2.50/- per equity share of face value of ₹ 5/- each for the financial year ended on March 31, 2023-Ordinary Resolution

"**RESOLVED THAT** a final dividend at the rate of 50% i.e. ₹ 2.50/- per equity share of face value of ₹ 5/- each fully paid-up Equity Shares of the Company, as recommended by the Board of Directors be and is hereby approved for the financial year ended March 31, 2023."

Combined voting Results: (Remote E-Voting & voting at Meeting)

Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)	% of Votes against on votes polled (7)
Promoter and Promoter Group	38581253	38398532	99.5264	38398532	0	100.0000	0.0000
Public- Institutions	16141984	15196572	94.1431	15196572	0	100.0000	0.0000
Public- Non Institutions	38072763	11195115	29.4045	11195114	1	100.0000	0.0000
Total	92796000	64790219	69.8201	64790218	1	100.0000	0.0000

The resolution was passed with requisite majority.

The Dividend shall be paid to the shareholders on Tuesday, August 29, 2023. Dividend warrant shall be sent on August 29, 2023 to those shareholders who have not updated their bank account details.

3: To appoint a Director in place of Mrs. N. Brahmani (DIN: 02338940) who retires by rotation and being eligible, offers herself for re-appointment - Ordinary Resolution

"**RESOLVED THAT** in accordance with the provisions of Section 152 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 Mrs. N Brahmani (DIN: 02338940), who retires by rotation at this meeting and being eligible, offers herself for reappointment, be and is hereby appointed as a Director of the Company."

Combined voting Results: (Remote E-Voting & voting at Meeting)

Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes	% of Votes against on votes

CHAIRMAN'S INITIALS

						polled (6)	polled (7)
Promoter and Promoter Group	38581253	38398532	99.5264	38398532	0	100.0000	0.0000
Public-Institutions	16141984	15196572	94.1431	15195756	816	99.9946	0.0054
Public- Non Institutions	38072763	11172418	29.3449	11172119	299	99.9973	0.0027
Total	92796000	64767522	69.7956	64766407	1115	99.9983	0.0017

The resolution was passed with requisite majority.
The above resolution for retirement by rotation shall not alter any terms and conditions with regard to remuneration, tenure of appointment and such other terms and conditions relating to her appointment as a Executive Director of the Company for a term of 5 years (w.e.f 01.04.2019) as approved by Members of the Company by way of postal ballot the result of which were declared on March 12,2019.

SPECIAL BUSINESS

4: To appoint Mr. Angara Venkata Girija Kumar (DIN: 02921377) as a Non-Executive Independent Director of the Company-Special Resolution

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014("Rules") including any statutory modification(s) 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 ("SEBI Listing Regulations"), as amended, Mr. Angara Venkata Girija Kumar (DIN: 02921377), who was appointed as an Additional Director in the category of Non-Executive Independent Director of the company w.e.f. June 01, 2023, by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee, pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and being eligible for appointment has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act read with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received notice in writing under Section 160(1) of the Act, from a member proposing his candidature for the office of an Independent Director, be and is hereby appointed as a Non- Executive Independent Director of the Company, to hold office for a term of 5 (five) consecutive years with effect from June 01, 2023 to May 31, 2028 and not liable to retire by rotation."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution and matters incidental consequential and connected therewith and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

Combined voting Results: (Remote E-Voting & voting at Meeting)

Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)	% of Votes against on votes polled (7)
Promoter and Promoter	38581253	38398532	99.5264	38398532	0	100.0000	0.0000

CHAIRMAN'S INITIALS

Group							
Public-Institutions	16141984	15196572	94.1431	15173323	23249	99.8470	0.1530
Public-Non Institutions	38072763	11172418	29.3449	11172119	299	99.9973	0.0027
Total	92796000	64767522	69.7956	64743974	23548	99.9636	0.0364

The resolution was passed with requisite majority.

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 Resolution

"RESOLVED THAT pursuant to the provisions of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), and subject to approval from the BSE Limited, National Stock Exchange of India Limited (herein after referred to as stock exchanges) and such other Statutory Authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), the consent of the members be and is hereby accorded to reclassify Mrs. Durga Ramakrishna N P, W/o Mr. N.P. Ramakrishna R/o 20 19 Naidu Buildings, Chittoor – 517001 (A.P.) holding 71,590 no of equity shares (0.08% of the total shareholding of the Company) from "Promoter Group" shareholder category to "Public" shareholder category.

RESOLVED FURTHER THAT in supersession of any provision, the applicant's special rights, if any, with respect to the Company through formal or informal arrangements including through any shareholders agreements, if any, stand withdrawn/terminated and be null and void, with immediate effect.

RESOLVED FURTHER THAT the above applicant confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of Listing Regulations have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions mentioned in Regulation 31A of Listing Regulations post reclassification from "Promoter Group" to "Public"

RESOLVED FURTHER THAT on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned applicant, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of Listing Regulations and in compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.

RESOLVED FURTHER THAT the Directors and the Company Secretary and Compliance officer of the Company, be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/filings to stock exchange(s), seeking approvals from the BSE Limited, the National Stock Exchange of India Limited (as applicable), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolutions".

Combined voting Results: (Remote E-Voting & voting at Meeting)

Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes	% of Votes against on votes polled

CHAIRMAN'S INITIALS

						polled (6)	
Promoter and Promoter Group	38581253	38326942	99.3408	38326942	0	100.0000	0.0000
Public-Institutions	16141984	15196572	94.1431	15196572	0	100.0000	0.0000
Public-Non Institutions	**38072763**	**11195103**	**29.4045**	**11172116**	**22987**	**99.7947**	**0.2053**
Total	92796000	64718617	69.7429	64695630	22987	99.9645	0.0355

The resolution was passed with requisite majority.

6: Approval of request received from Mrs. Neelima P. Person belonging to the Promoter Group for reclassification from "Promoter Group" category to "Public" category- Ordinary Resolution.

"**RESOLVED THAT** pursuant to the provisions of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), and subject to approval from the BSE Limited, National Stock Exchange of India Limited (herein after referred to as stock exchanges) and such other Statutory Authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or reenactments thereof for the time being in force), the consent of the members be and is hereby accorded to reclassify Mrs. Neelima N P, D/o Mr. N.P. Ramakrishna R/o 20 19 Naidu Buildings, Chittoor – 517001 (A.P.) holding 64,950 no. of equity shares (0.07% of the total shareholding of the Company) from "Promoter Group" shareholder category to "Public" shareholder category.

RESOLVED FURTHER THAT in supersession of any provision, the applicant's special rights, if any, with respect to the Company through formal or informal arrangements including through any shareholders agreements, if any, stand withdrawn/terminated and be null and void, with immediate effect.

RESOLVED FURTHER THAT the above applicant confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of Listing Regulations have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions mentioned in Regulation 31A of Listing Regulations post reclassification from "Promoter Group" to "Public".

RESOLVED FURTHER THAT on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned applicant, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of Listing Regulations and in compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.

RESOLVED FURTHER THAT the Directors and the Company Secretary and Compliance officer of the Company, be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/filings to stock exchange(s), seeking approvals from the BSE Limited, the National Stock Exchange of India Limited (as applicable), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolutions".

CHAIRMAN'S INITIALS

Combined voting Results: (Remote E-Voting & voting at Meeting)

Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)	% of Votes against on votes polled (7)
Promoter and Promoter Group	38581253	38398532	99.5264	38398532	0	100.0000	0.0000
Public-Institutions	16141984	15196572	94.1431	15196572	0	100.0000	0.0000
Public-Non Institutions	38072763	11195103	29.4045	11172116	22987	99.7947	0.2053
Total	92796000	64790207	69.8200	64767220	22987	99.9645	0.0355

The resolution was passed with requisite majority.

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 Resolution.

"RESOLVED THAT pursuant to the provisions of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), and subject to approval from the BSE Limited, National Stock Exchange of India Limited (herein after referred to as stock exchanges) and such other Statutory Authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or reenactments thereof for the time being in force), the consent of the members be and is hereby accorded to reclassify Mr. N P Ramakrishna, S/o late Mr. V N Nalagampalli R/o 20 19 Naidu Buildings, Chittoor – 517001 (A.P.) holding 1,16,971 no of equity shares (0.13% of the total shareholding of the Company)from "Promoter Group" shareholder category to "Public" shareholder category.

RESOLVED FURTHER THAT in supersession of any provision, the applicant's special rights, if any, with respectto the Company through formal or informal arrangements including through any shareholders agreements, if any, stand withdrawn/terminated and be null and void, with immediate effect.

RESOLVED FURTHER THAT the above applicant confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of Listing Regulations have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions mentioned in Regulation 31A of Listing Regulations post reclassification from "Promoter Group" to "Public"

RESOLVED FURTHER THAT on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned applicant, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of Listing Regulations and in compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.

RESOLVED FURTHER THAT the Directors and the Company Secretary and compliance officer of the Company be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/filings to stock exchange(s), seeking approvals from the BSE Limited, the National Stock Exchange of India Limited (as applicable), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and all such

CHAIRMAN'S INITIALS

details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolutions."

Combined voting Results: (Remote E-Voting & voting at Meeting)

Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)	% of Votes against on votes polled (7)
Promoter and Promoter Group	38581253	38398532	99.5264	38398532	0	100.0000	0.0000
Public-Institutions	16141984	15196572	94.1431	15196572	0	100.0000	0.0000
Public-Non Institutions	38072763	11183367	29.3737	11130116	53251	99.5238	0.4762
Total	92796000	64778471	69.8074	64725220	53251	99.9178	0.0822

The resolution was passed with requisite majority.

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 Resolution.

"RESOLVED THAT pursuant to the provisions of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), and subject to approval from the BSE Limited, National Stock Exchange of India Limited (herein after referred to as stock exchanges) and such other Statutory Authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or reenactments thereof for the time being in force), the consent of the members be and is hereby accorded to reclassify Mrs. Kathya N P, D/o Mr. N.P. Ramakrishna R/o 20 19 Naidu Buildings, Chittoor – 517001 (A.P.) holding NIL equity shares from "Promoter Group" shareholder category to "Public" shareholder category.

RESOLVED FURTHER THAT in supersession of any provision, the applicant's special rights, if any, with respect to the Company through formal or informal arrangements including through any shareholders agreements, if any, stand withdrawn/terminated and be null and void, with immediate effect.

RESOLVED FURTHER THAT the above applicant confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of Listing Regulations have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions mentioned in Regulation 31A of Listing Regulations post reclassification from "Promoter Group" to "Public".

RESOLVED FURTHER THAT on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned applicant, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of Listing Regulations and in compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.

RESOLVED FURTHER THAT the Directors and the Company Secretary and compliance officer of the Company, be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/filings to stock exchange(s),

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seeking approvals from BSE Limited, the National Stock Exchange of India Limited (as applicable), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolutions".

Combined voting Results: (Remote E-Voting & voting at Meeting)

Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)	% of Votes against on votes polled (7)
Promoter and Promoter Group	38581253	38398532	99.5264	38398532	0	100.0000	0.0000
Public-Institutions	16141984	15196572	94.1431	15196572	0	100.0000	0.0000
Public-Non Institutions	38072763	11195103	29.4045	11172116	22987	99.7947	0.2053
Total	92796000	64790207	69.8200	64767220	22987	99.9645	0.0355

The resolution was passed with requisite majority.

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 Resolution

"**RESOLVED THAT** pursuant to the provisions of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), and subject to approval from the BSE Limited, National Stock Exchange of India Limited (herein after referred to as stock exchanges) and such other Statutory Authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or reenactments thereof for the time being in force), the consent of the members be and is hereby accorded to reclassify Mr. Sivasankara Prasad Alapati, S/o Mr. Apparao R/o 10 3 327 VN Colony Near Ganesh Temple Vijaya Nagar Hyderabad 500057 holding NIL equity shares from "Promoter Group" shareholder category to "Public" shareholder category.

RESOLVED FURTHER THAT in supersession of any provision, the applicant's special rights, if any, with respectto the Company through formal or informal arrangements including through any shareholders agreements, if any, stand withdrawn/terminated and be null and void, with immediate effect.

RESOLVED FURTHER THAT the above applicant confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of Listing Regulations have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions mentioned in Regulation 31A of Listing Regulations post reclassification from "Promoter Group" to "Public"

RESOLVED FURTHER THAT on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned applicant, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of Listing Regulations and in compliance to Securities and Exchange Board of India (Substantial

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Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.

RESOLVED FURTHER THAT the Directors and the Company Secretary and compliance officer of the Company, be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/filings to stock exchange(s), seeking approvals from BSE Limited, the National Stock Exchange of India Limited (as applicable), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolutions".

Combined voting Results: (Remote E-Voting & voting at Meeting)

Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)	% of Votes against on votes polled (7)
Promoter and Promoter Group	38581253	38398532	99.5264	38398532	0	100.0000	0.0000
Public-Institutions	16141984	15196572	94.1431	15196572	0	100.0000	0.0000
Public-Non Institutions	38072763	11195103	29.4045	11172118	22985	99.7947	0.2053
Total	92796000	64790207	69.8200	64767222	22985	99.9645	0.0355

The resolution was passed with requisite majority.

Bhuvaneswari

Place: Hyderabad
Date:28-Aug-2023

Mrs. N Bhuvaneswari
(DIN:00003741)
Chairperson of the Meeting

DoE : 28th August 2023

// Certified True Copy //

For HERITAGE FOODS LIMITED

UMAKANTA BARIK
Company Secretary & Compliance Officer
M.No: FCS-6317

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