



**Ref: SECT: STOC: 103-25**

21<sup>st</sup> August, 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**

Dear Sir/Madam,

**Sub: Submission of Minutes of the 33<sup>rd</sup> Annual General Meeting of the Company held on July 31, 2025**

With reference to the abovementioned subject, we are herewith enclosing the certified true copy of the Minutes of the 33<sup>rd</sup> Annual General Meeting of the Company held on July 31, 2025 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**

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





**HERITAGE FOODS LIMITED**

CIN: L15209TG1992PLC014332

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

**CERTIFIED TRUE COPY OF MINUTES OF THE 33<sup>rd</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VIDEO MEANS (“OAVM”) ON THURSDAY, JULY 31, 2025 AT 10:00 AM AND CONCLUDED AT 11:50 AM THE VENUE OF THE MEETING WAS THE REGISTERED OFFICE OF THE COMPANY.**

**Directors Present at the meeting:**

Sl. No.	Name	Designation	Details of committee membership / chairpersonship	Mode of participation
1	Sri. Angara Venkata Girija Kumar	Chairperson (Non-Executive Independent Director)	Member of <ul style="list-style-type: none"> <li>• Audit Committee,</li> <li>• Nomination and Remuneration Committee</li> <li>• Stakeholder Relationship Committee</li> <li>• Risk Management Committee, and</li> <li>• CSR Committee</li> <li>• Management Committee</li> </ul>	Physically present at the venue
2	Smt. N Bhuvaneswari	Vice Chairperson and Managing Director	Chairperson of <ul style="list-style-type: none"> <li>• Management Committee</li> </ul> Member of <ul style="list-style-type: none"> <li>• Stakeholders' Relation Committee,</li> <li>• Risk Management Committee,</li> <li>• CSR Committee</li> </ul>	Physically present at the venue
3	Smt. Aparna Surabhi	Non Executive Independent Women Director	Chairperson of <ul style="list-style-type: none"> <li>• Audit Committee,</li> </ul> Member of <ul style="list-style-type: none"> <li>• Nomination and Remuneration Committee</li> <li>• Risk Management Committee and</li> <li>• Management Committee</li> </ul>	Video Conferencing from Hyderabad
4	Sri. Rajesh Thakur Ahuja	Non Executive Independent Director	Chairperson of <ul style="list-style-type: none"> <li>• Risk Management Committee</li> <li>• CSR Committee</li> </ul> Member of <ul style="list-style-type: none"> <li>• Audit Committee,</li> <li>• Nomination and Remuneration Committee</li> <li>• Stakeholder Relationship Committee</li> </ul>	Video Conferencing from Guwahati
5	Sri. M P Vijay Kumar	Non Executive Independent Director	Member of <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Nomination and Remuneration Committee</li> <li>• Management Committee</li> </ul>	Video Conferencing from Chennai
6	Smt. N Brahmani	Executive Director	Nil	Physically present at the venue
7	Dr. M Sambasiva Rao	Whole-Time Director	Nil	Physically present at the venue

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In compliance with the Regulation 18 and 19 of SEBI (Listing Obligations & Disclosure requirements) Regulations, 2015, Smt. Aparna Surabhi, Chairperson of the Audit Committee and Mr. M P Vijay Kumar, Chairperson of the Nomination and Remuneration Committee were present at the meeting.

**By Invitation:**

Sl. No.	Name	Role
2	Sri. Srideep N Kesavan	Chief Executive Officer
3	Sri. A Prabhakara Naidu	Chief Financial Officer
4	Sri. Sumesh E	Representative of Statutory auditor M/s Walker Chandiok & Co. LLP., Chartered Accountants
5	Smt. Khusboo Laxmi Bhagat	Scrutinizer of the meeting

**In Attendance:**

Sl. No.	Name	Designation
1	Sri. Umakanta Barik	Company Secretary & Compliance Officer

In aggregate, 83 Members (including Authorized Representatives appointed by Bodies Corporate) joined through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), out of which 4 Members were from Promoter/Promoter Group and 79 Members were from other than promoter and promoter group.

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

- Notice convening the 33rd Annual General Meeting;
- Report of Board of Directors along with Annexures thereto for the financial year ended 31st March, 2025;
- The Audited Financial Statements (Standalone & Consolidates) for the financial year ended 31st March, 2025;
- 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);
- Scrutinizer Consent Letter

Sri. Umakanta Barik, (M. No: FCS-6317) Company Secretary & Compliance Officer, welcomed the Members, Directors and Auditors of the Company to the 33rd 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 situated at H.no.8-2-293/82/a/1286, Plot No: 1286, Road No. 1 & 65, Jubilee Hills, Hyderabad, Telangana, 500033.

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The Company Secretary & Compliance Officer 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.

In accordance with Secretarial Standard 2, issued by Institute of Company Secretaries of India, New Delhi, Sri. Angara Venkata Girija Kumar (DIN: 02921377) Non-Executive Independent Director and Chairperson of the Company presided over and conducted the proceedings of the meeting.

As the requirement of quorum for the meeting is 30 members as per the Companies Act, 2013. In aggregate, 83 Members joined through Video Conferencing/Other Audio Visual Means and as the requisite quorum was present, Sri. Angara Venkata Girija Kumar (DIN: 02921377), Non-Executive Independent Director and Chairperson then informed the members that the participation of members through video conference was reckoned for the purpose of quorum as per the circulars issued by MCA. Requisite quorum being present, the Chairperson called the meeting to Order at 10:00 a.m.,

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

He requested all the Directors and key executives of the Company attending the meeting to introduce themselves and state the details about their chairpersonships and memberships in the Committees.

Accordingly, Smt. Aparna Surabhi, (DIN: 01641633), Non-Executive Independent Woman Director confirmed that she has joined the meeting from Hyderabad; Sri. M P Vijay Kumar (DIN:05170323), Non-Executive Independent Director confirmed that he has joined the meeting from Chennai, Smt. N Bhuvaneshwari, Vice Chairperson and Managing Director, confirmed her presence at venue of the meeting in Hyderabad, Smt. N Brahmani (DIN:02338940), Executive Director, confirmed her presence at venue of the meeting in Hyderabad, Dr. M Sambasiva Rao (DIN:01887410) Whole Time Director, confirmed his presence at venue of the meeting in Hyderabad, Sri. A. Prabhakara Naidu, Chief Financial Officer, confirmed his presence at venue of the meeting in Hyderabad, Sri. Srideep N Kesavan, Chief Executive Officer, confirmed his presence at venue of the meeting in Hyderabad and Sri. Rajesh Thakur Ahuja (DIN: 00371406), Non-Executive Independent Director had confirmed that he has joined the meeting from Guwahati to the members.

The Chairperson also informed the members that Sri. Sumesh E, Partner, Walker Chandiok & Co LLP, Chartered Accountants, Statutory Auditors of the Company and Smt. Khusboo Laxmi Bhagat from M/s. KLB & Associates, Practicing Company Secretaries, Scrutinizer for verifying and validating the voting results of the Annual General Meeting (AGM), were present at the meeting. The shareholders would also have an opportunity to interact directly with the Auditors if they so desired on matters relating to the audit conducted by them and their reports thereto.

He further stated that as the AGM was being held through video conference, the facility for appointment of proxies by the members was not applicable.

The Chairperson informed the members that the Notice convening the AGM and the Annual Report containing the audited standalone and consolidated financial statements for the financial year ended 31st March, 2025, along with the Board's and Auditor's report and Management Discussion & Analysis Report, were taken as read as they were already circulated to the members through the permitted mode.

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He further stated that the Statutory Auditor's Report and the Secretarial Audit Report were not required to be read as there were no qualifications, observations or comments or other remarks in the reports.

The Chairperson stated about the comprehensive roadmap for growth, emphasizing the company's commitment to a strategy focused on strengthening its core businesses, accelerating innovation, and increasing efficiency. He also noted that the company would explore new opportunities while maintaining its dedication to strong corporate governance, robust ESG practices, and a proactive Enterprise Risk Management framework. These, he added, are fundamental to the company's long-term success, resilience, and ability to create sustainable value for all stakeholders.

He further informed that the Company is committed to sustainable practices that extends throughout our supply chain and that the management is proud of the positive impact the company is making in the communities in which we operate through various social initiatives.

He informed that the Companies strategic vision involves on strengthening its core businesses, accelerating innovation, and unlocking efficiencies while concurrently exploring new opportunities. He further assured that the Company will continue to invest in our people as they are the driving force behind our success.

The Chairperson thanked all employees and associates for their dedication and the pride they show in representing the company. He credited their efforts with helping the company grow, increase revenue and profits, and create shareholder value. He also extended his gratitude to customers, consumers, representatives, farmers, vendors, investors, bankers, auditors, and statutory authorities.

Thereafter Smt. N. Brahmani, Executive Director of the Company had given a concise view on the performance of the Company, its Wholly Owned Subsidiary and its Subsidiary Company during 2024-25.

She mentioned that despite the challenging business environment, mostly on account of economic uncertainty the company has continued to thrive amidst difficulty. She was delighted to convey that the company performed better despite all these headwinds coming our way.

She further stated that the Company along with the growth and expansion Heritage is equally committed towards ESG principles in our every action. We now meet 39% of our electricity needs from renewable sources, marking a significant step toward energy self-sufficiency.

Smt. N. Brahmani, Executive Director of the Company informed the members that the company has achieved a net turnover of Rs. 40,805 million in FY 2024-2025 as against Rs. 37,343 million in the previous year, The PBT was Rs. 2,334 million during financial year 2024-2025. The Board of Directors recommended a final dividend of Rs. 2.50 i.e. 50% per equity share of face value of Rs.5 each for the financial year 2024-25.

Smt. N. Brahmani, Executive Director of the Company stated that the company will further strive relentlessly to create value and continue to deliver sustainable returns on your investments in our company. She further informed that the Company has a clear vision, a robust strategy and a talented set of colleagues and team to achieve the Company goals.

Smt. N. Brahmani, Executive Director of the Company thanked the members for being a part of this journey.

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The Chairperson then informed to the Shareholders present in the meeting that the floor is open for Questions.

The following members spoke on various items of the Notice, the Annual Report and functioning of the Company in general:

Sl No	Shareholder Name	Sl No	Shareholder Name
1	Arun Kumar Boppana	9	J Abhishek
2	Reddappa Gundluru	10	Ramesh Shanker Golla
3	Praful Chavda	11	Sunil Kumar Modak
4	Manjit Singh	12	Kamal Kishore Jhawar
5	Bharat Raj	13	Ayush Gupta
6	Pramod Kumar Jain	14	Amith Kumar Chandane
7	Vinod Agarwal	15	Afzal Urrahmansufi Mohd
8	Manoj Kumar Gupta		

Following was the gist of the comments / observations/queries made by the shareholders:

- How is the Company planning to shift more consumers towards a trusted brand Heritage?
- Is the company leveraging any tech (IoT, AI) in cold chain, milk testing, or logistics?
- Given the unorganised sector still comprises 60%+ of India's milk market, what is Heritage's target market share by FY30?
- What percentage of revenue today comes from VAP
- What is Profit growth target of revenue for FY26?
- what is the company revenue and profit growth target for FY2026 and also product mix impact
- Are there partnerships with research institutions or startups focused on AI-driven cattle monitoring, breed genomics, or microbiome health?
- What is your capex plan for the next three years
- Percentage and number of shareholders holding shares in physical form
- What are the steps being taken by the management to reduce the other expenses, legal professional charges, and the audit fee
- What is the purpose behind increase in borrowing limits of the Company
- With 12.14 MW of green energy capacity already commissioned, what are time-bound targets for achieving carbon neutrality or net-zero emissions, especially in Scope 1 and Scope 2?
- Are we developing or piloting climate-resilient, nutrient-enriched animal feed, especially to address seasonal shortfalls and improve milk quality?
- Beyond Dairy: Food, Feed & Pharma Why are we not actively exploring the profitable nutraceutical/pharma sector, especially plant-based or alternative nutrition for urban India?
- In a volatile economy where cost is king and cash is queen, how are we protecting margins without blunt cost-cutting that hurts long-term brand or farmer relationships?
- Is there a strategy to convert dairy waste into bioenergy, compost, or cattle feed—enabling circularity and additional revenue streams?
- What are the major factors that impacted margins in FY 2024-25?
- Are there any plans to expand into North Indian states or tier-2 cities?
- Is the company exploring eco-friendly or biodegradable packaging solutions?
- What are the company's efforts towards reducing emissions in logistics and dairy operations?

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- u) What are the key risks identified for FY 2025-26 (like inflation, demand slowdown, etc.) and how is the company preparing?

Thereafter, the Executive Director, Whole Time Director, Company Secretary, Chief Executive Officer and Chief Financial 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, it was informed to the Members that those who could not cast their vote (s) through remote e-voting facility which was available from 9:00 AM on Monday, July 28, 2025 to 5:00 PM on Wednesday, July 30, 2025 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. Khusboo Laxmi Bhagat from M/s. KLB & Associates, Parcticing Company Secretaries, shall be placed at the Company's website i.e. [www.heritagefoods.in](http://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.

Smt. N. Brahmani, Executive Director 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 11:50 a.m. and thanked the shareholders for making the meeting a grand success.

The result of the voting was declared on the same day of the AGM i.e. Thursday, July 31, 2025 based on the report of the Scrutinizers dated July 31, 2025. All the aforesaid resolutions were passed with requisite majority on July 31, 2025.

The item wise resolution and results were as follows.

#### **ORDINARY BUSINESS:**

#### **1. Consideration of the Financial statements and the reports of the Board of Directors' and auditors' thereon- Ordinary Resolution**

The following resolution was passed with 99.8944% votes in favor, details of which are as follows:

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

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Consideration of the Financial statements and the reports of the Board of Directors' and auditors' 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	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000

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	Total	38327742	38326942	99.9979	38326942	0	100.0000	0.0000
Public- Institutions	E-Voting	8628804	6649281	77.0591	6589469	59812	99.1005	0.8995
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		8628804	6649281	6589469	59812	99.1005	0.8995
Public- Non Institutions	E-Voting	45839454	1164448	25.4028	11644481	1	100.0000	0.0000
	Poll		110	0.0002	110	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		45839454	11644592	11644591	1	100.0000	0.0000
Total		92796000	56620815	61.0164	56561002	59813	99.8944	0.1056

**“RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors’ thereon, as circulated to the members be and are hereby considered and adopted.”

**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, 2025-Ordinary Resolution**

The following resolution was passed with 100.00% votes in favor, details of which are as follows:

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

Resolution (2)								
Resolution required: (Ordinary / Special)					Ordinary			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Description of resolution considered					Declaration of Final Dividend			
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	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		38327742	38326942	38326942	0	100.0000	0.0000
Public- Institutions	E-Voting	8628804	6660187	77.1855	6660187	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		8628804	6660187	6660187	0	100.0000	0.0000
Public- Non Institutions	E-Voting	45839454	11644496	25.4028	11644495	1	100.0000	0.0000
	Poll		110	0.0002	110	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		45839454	11644606	11644605	1	100.0000	0.0000
Total		92796000	56631735	61.0282	56631734	1	100.0000	0.0000

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**“RESOLVED THAT** a final dividend at the rate of 50% i.e. ₹2.50/- per fully paid-up Equity Shares of face value of ₹ 5/- each of the Company, as recommended by the Board of Directors be and is hereby approved for the financial year ended March 31, 2025.”

The Dividend shall be paid to the shareholders on Thursday, August 07, 2025. The dispatch of dividend warrants/ demand drafts will also be completed on the same day to those shareholders who have not updated their bank account details.

### 3. Re-appointment of Director Retiring by Rotation- Ordinary Resolution

The following resolution was passed with 99.6047% votes in favor, details of which are as follows:

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

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Re-appointment of Director Retiring by Rotation				
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	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		38327742	38326942	38326942	0	100.0000	0.0000
Public- Institutions	E-Voting	8628804	6660187	77.1855	6437571	222616	96.6575	3.3425
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		8628804	6660187	6437571	222616	96.6575	3.3425
Public- Non Institutions	E-Voting	45839454	11644495	25.4028	11643269	1226	99.9895	0.0105
	Poll		110	0.0002	110	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		45839454	11644605	11643379	1226	99.9895	0.0105
Total		92796000	56631734	61.0282	56407892	223842	99.6047	0.3953

**“RESOLVED THAT** pursuant to 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.”

### SPECIAL BUSINESSES

### 4. Increase in borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013- Special Resolution

The following resolution was passed with 99.7449% votes in favor, details of which are as follows:

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

Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Increase in borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013				
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	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	38327742	38326942	99.9979	38326942	0	100.0000	0.0000
Public- Institutions	E-Voting	8628804	6660187	77.1855	6516792	143395	97.8470	2.1530
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	8628804	6660187	77.1855	6516792	143395	97.8470	2.1530
Public- Non Institutions	E-Voting	45839454	11644480	25.4027	11643402	1078	99.9907	0.0093
	Poll		110	0.0002	110	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	45839454	11644590	25.4030	11643512	1078	99.9907	0.0093
Total		92796000	56631719	61.0282	56487246	144473	99.7449	0.2551

**“RESOLVED THAT** in supersession to the Resolution passed through Postal Ballot on 10th September 2014 and pursuant the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder as amended from time to time, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) for borrowing, from time to time, at their discretion for the purpose of the business of the Company, from any one or more banks, financial institutions and other persons, firms, bodies corporate, as it may consider fit, any sum or sums of monies, on such terms and conditions as the Board may deem fit, notwithstanding that the money(ies) to be borrowed together with the money(ies) already borrowed by the Company (apart from temporary loan obtained or to be obtained from the Company’s Bankers in the ordinary course of business) may exceed the aggregate of the paid-up Capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any time exceed `800 Crores (Rupees Eight Hundred Crores Only).”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all

**HERITAGE FOODS LIMITED**

CIN : L15209TG1992PLC014332

**AN ISO: 22000 CERTIFIED COMPANY**

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documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

**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 - Special Resolution**

The following resolution was passed with 99.7452% votes in favor, details of which are as follows:

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

Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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				
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	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		38327742	99.9979	38326942	0	100.0000	0.0000
Public- Institutions	E-Voting	8628804	6660187	77.1855	6516792	143395	97.8470	2.1530
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		8628804	77.1855	6516792	143395	97.8470	2.1530
Public- Non Institutions	E-Voting	45839454	11644481	25.4027	11643551	930	99.9920	0.0080
	Poll		110	0.0002	110	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		45839454	25.4030	11643661	930	99.9920	0.0080
Total		92796000	56631720	61.0282	56487395	144325	99.7452	0.2548

**“RESOLVED THAT** in supersession to the Resolution passed through Postal Ballot on 10th September 2014 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder as amended from time to time, the consent of the members of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/ financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or rupee/ foreign currency convertible bonds and/or bonds with share warrants attached (hereinafter collectively

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referred to as “Loans”) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, shall not, at any time exceed ` 800 Crores (Rupees Eight Hundred Crores Only).”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized and empowered to enter into, sign, seal and execute and deliver such arrangements, assignments, conveyances, covenants, contracts, deeds, writings and other instruments and to do all such acts, deeds, matters and things in the name and on behalf of the Company as the Board may consider expedient, usual, proper or desirable for creating mortgages / charges/ hypothecation on all or any of the immovable and moveable properties of the Company, both present and future, which may be beneficial and convenient to the Company.”

#### 6. Appointment of Secretarial Auditor of the Company - Ordinary Resolution

The following resolution was passed with 99.9999% votes in favor, details of which are as follows:

<b>Combined voting Results: (Remote E-Voting &amp; voting at Meeting)</b>								
Resolution (6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Secretarial Auditor of the Company				
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	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	38327742	38326942	99.9979	38326942	0	100.0000	0.0000
Public- Institutions	E-Voting	8628804	6566153	76.0957	6566153	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	8628804	6566153	76.0957	6566153	0	100.0000	0.0000
Public- Non Institutions	E-Voting	45839454	11644495	25.4028	11644444	51	99.9996	0.0004
	Poll		110	0.0002	110	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	45839454	11644605	25.4030	11644554	51	99.9996	0.0004
Total		92796000	56537700	60.9269	56537649	51	99.9999	0.0001

**“RESOLVED THAT** pursuant to the provisions of Sections 204 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, pursuant to recommendation of the Audit

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Committee and the Board of Directors, consent of the members of the Company be and is here by accorded for appointment of M/s. Ravi & Subramanyam a firm of Practicing Company Secretaries, Hyderabad-500068 (Peer review Certificate No. P2002AP012000) as the Secretarial Auditors of the Company for conducting Secretarial Audit and issue the Secretarial Compliance Report for a period of 5 (Five) consecutive years from the conclusion of this 33rd Annual General Meeting till the conclusion of the 38th Annual General Meeting (i.e., from FY 2025-26 to FY 2029-30), on such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and Secretarial Auditors."

**"FURTHER RESOLVED THAT** the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or incidental for the purpose of giving effect to this resolution and to settle any question or difficulty in connection herewith and incidental hereto."

Place: Chennai  
Date: 20/08/2025

Sd/-  
**Angara Venkata Giriya Kumar**  
DIN:00003741  
Chairperson of the Meeting

**//CERTIFIED TRUE COPY//**

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

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