

CS. SAVITA JYOTI, B.Com., F.C.S.

SCRUTINIZER'S REPORT

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) of the Companies (Management and Administration) Amendment Rules, 2015]

(Remote e-voting Results)

To,

The Chairperson, 25th Annual General Meeting of the members of M/s. **Heritage Foods Limited** (CIN: L15209TG1992PLC014332) held on 23rd Day of August, 2017 at Auditorium Hall, 2nd Floor, Training Block, National Institute for Micro, Small and Medium Enterprises, Yousufguda, Hyderabad-500 045.

Dear Sir,

I, Savita Jyoti, Partner of Savita Jyoti & Associates, a Company Secretary in practice, have been appointed by the Board of Directors of M/s. HERITAGE FOODS LIMITED ("the Company") as Scrutinizer for the purpose of scrutinizing the remote e-voting process, and ascertaining the requisite majority on remote e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the notice of the 25th Annual General Meeting (AGM) of the members of the Company, held on Wednesday, 23rd August, 2017 at 11.00 A.M. at Auditorium Hall, 2nd Floor, Training Block, National Institute For Micro, Small And Medium Enterprises, Yousufguda, Hyderabad-500 045.

The Annual Report containing the notice date 25th May, 2017 convening the 25th Annual General Meeting of Company and notice of remote e-voting along with statement setting out the material facts in respect of resolutions proposed to be passed under Section 102 of the Companies Act, 2013 was sent to shareholders 26th July, 2017 through email and courier.

The management of Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the notice to the 25th Annual General Meeting of the members of the Company. My responsibility as Scrutinizer is restricted to make a scrutinizers report of votes cast "in favor" or "against" the resolutions stated above, based on the reports generated from the remote e-voting system provided by M/s Karvy Computershare Private Limited, the authorized agency to provide remote e-voting facilities, engaged by the Company. Further to the above, I submit my report as under:

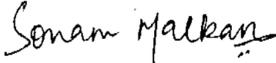
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1. The e-voting period remained open from **Sunday, 20th August, 2017 (09.00 a.m.) to Tuesday, 22nd August, 2017 (05.00p.m).**

2. The members of the Company as on "cut-off" date i.e. **Wednesday, 16th August, 2017** were entitled to vote on the resolutions in the notice of the Annual General Meeting.

3. The votes cast were unblocked on **Wednesday, 23rd August, 2017** after the AGM in the presence of two witnesses, Ms Sonam and Ms Vibha who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Signature 

Signature 

Name 1: Sonam

Name 2: Vibha

4. Thereafter, I have also generated complete records of votes cast by electronic mode from M/s Karvy Computershare Private Limited the agency appointed for providing and supervising electronic platform: evoting.karvy.com and based on sub e-voting records generated, I hereby report as under:

Item No. 1: Adoption of the Audited Financial Statements (Standalone & Consolidated) of the Company for the year ended 31st March, 2017 including Balance Sheet as at 31st March, 2017 and the Statement of Profit & Loss, Reports of the Board of Directors and Auditors thereon.

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

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
60	13086910	100

(ii) Voted in **against** of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
1	4	0

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(iii) Invalid and abstained votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
6	47794

Item No.2: Approval of Dividend for the financial year ended 31st March, 2017.

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

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
62	13133704	100

(ii) Voted in *against* of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
1	4	0

(iii) Invalid/~~abstained~~ votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
4	1000

Item No. 3: Appointment of Director Dr. V Nagaraja Naidu (DIN: 00003730) who retires by rotation and, being eligible, offers himself for re-appointment.

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

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
62	13133704	100

(ii) Voted in *against* of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
1	4	0

(iii) Invalid/~~abstained~~ votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
4	1000

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Item No.4: Appointment of Auditor of the Company and to fix their remuneration.

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

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
62	13133704	100

(ii) Voted in **against** of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
1	4	0

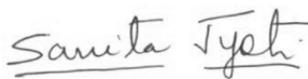
(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
4	1000

The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same are handed over to the Chairman or the Company Secretary for safe keeping.

Thanking You,
Yours faithfully,

for **Savita Jyoti Associates**
Practicing Company Secretaries



SAVITA JYOTI
CP No.: 1796
M. No. F 3738

SAVITA JYOTI, FCS 3738
Practicing Company Secretary
Certificate of Practice No. 1796

Place: Hyderabad

Date: 23rd August, 2017

CS. SAVITA JYOTI, B.Com., F.C.S.

Combined Report of Scrutinizer of Remote E-voting and Insta-Poll

To,

The Chairperson,

25th Annual General Meeting of Shareholders of Heritage Foods Limited (CIN:L15209TG1992PLC014332) held on Wednesday, 23rd August, 2017 at 11.00 A.M. at Auditorium Hall, 2nd Floor, Training Block, National Institute For Micro, Small And Medium Enterprises, Yousufguda, Hyderabad-500 045.

Dear Sir,

I, Savita Jyoti, Partner of Savita Jyoti & Associates, Practicing Company Secretary, was appointed as Scrutinizer to conduct the voting by way of electronic means and to scrutinize the poll process and voting on poll under the provisions of Section 108 of the Companies Act, 2013 ('Act') read with Chapter VII Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014 and Section 109 of the Companies Act, 2013 read with Chapter VII Rule 21(2) of the Companies (Management and Administration) Rules, 2014 respectively at the 25th Annual General Meeting (AGM) of the Company held on Wednesday, 23rd August, 2017 at Auditorium Hall, 2nd Floor, Training Block, National Institute For Micro, Small And Medium Enterprises, Yousufguda, Hyderabad-500 045.

- a) A Separate Scrutinizer's Report on remote e- voting dated 23rd August, 2017 has already been issued.
- b) I, as Scrutinizer, appointed by the Company, have also separately issued Scrutinizer's Report dated 23rd August, 2017 on the voting by the shareholders of the Company through Poll at the AGM of the Company held on Wednesday, 23rd August, 2017 at Auditorium Hall, 2nd Floor, Training Block, National Institute for Micro, Small and Medium Enterprises, Yousufguda, Hyderabad-500 045.

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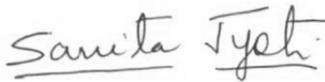
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- c) The Shareholding details mentioned in the combined report are based on the details provided by the Company / Registrar and Transfer Agents i.e. (M/s. Karvy Computershare Private Limited) of the Company.
- d) I am requested by the management to submit a combined report on the voting by shareholders through electronic voting (Remote e-voting) and through the poll conducted at the AGM. Accordingly, I am submitting herewith a combined report on the results of e-voting together with that of Poll as under.

Item No. of notice	Votes in favour of the resolution		Votes against the resolution		Invalid/ Abstained/ Less votes
	Nos. of Shares	% of total number of valid votes cast	Nos. of Shares	% of total number of valid votes cast	Nos.
Item No.1 of the Notice (As an Ordinary Resolution)	13253761	99.9999	11	0.0001	53332
Item No.2 of the Notice (As an Ordinary Resolution)	13300555	99.9999	11	0.0001	6538
Item No.3 of the Notice (As an Ordinary Resolution)	13300555	99.9999	11	0.0001	6538
Item No.4 of the Notice (As an Ordinary Resolution)	13300555	99.9999	11	0.0001	6538

Hence all the resolutions are passed with REQUISITE MAJORITY.

For **Savita Jyoti Associates**
Practicing Company Secretaries



Savita Jyoti
CP No.: 1796
M. No. F 3738

SAVITA JYOTI, FCS 3738
Practicing Company Secretary
Certificate of Practice No. 1796

Place: Hyderabad
Date: 23rd August, 2017

CS. SAVITA JYOTI, B.Com., F.C.S.

FORM No.MGT-13

Report of Scrutinizer(s)

**[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Amendment Rules, 2015]
(Insta Poll Voting Results)**

To,

The Chairperson,

25th Annual General Meeting of Shareholders of M/s. Heritage Foods Limited (CIN:L15209TG1992PLC014332) held on Wednesday, 23rd August, 2017 at 11.00 a.m. at Auditorium Hall, 2nd Floor, Training Block, National Institute For Micro, Small And Medium Enterprises, Yousufguda, Hyderabad-500 045.

Dear Sir,

I, Savita Jyoti, Partner of Savita Jyoti & Associates, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 25th Annual General Meeting of the members of the Company held on Wednesday, 23rd August, 2017 at 11.00 a.m. at Auditorium Hall, 2nd Floor, Training Block, National Institute For Micro, Small And Medium Enterprises, Yousufguda, Hyderabad-500 045.

- A. After the time fixed for closing of the poll by the Chairperson, Insta-poll systems are kept for polling was marked by identification mark placed on them.
- B. The e-voting were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- C. the result of the poll is as under:

1. Resolution Item No. 1: Ordinary Resolution

Adoption of the Audited Financial Statements (Standalone & Consolidated) of the Company for the year ended 31st March, 2017 including Balance Sheet as at 31st March, 2017 and the Statement of Profit & Loss, Reports of the Board of Directors and Auditors thereon.

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

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
51	166851	99.9958

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(ii) Voted in **against** of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
4	7	0.0042

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
0	0

2. Resolution Item No. 2: Ordinary Resolution

Approval of dividend for the financial year ended 31st March, 2017.

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

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
51	166851	99.9958

(ii) Voted in **against** of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
4	7	0.0042

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
0	0

3. Resolution Item No. 3: Ordinary Resolution

Appointment of Director Dr. V Nagaraja Naidu (DIN: 00003730) who retires by rotation and, being eligible, offers himself for re-appointment.

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

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
51	166851	99.9958

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(ii) Voted in **against** of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
4	7	0.0042

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
0	0

4. Resolution Item No.4: Ordinary Resolution

Appointment of Auditor of the Company and to fix their remuneration

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

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
51	166851	99.9958

(ii) Voted in **against** of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
4	7	0.0042

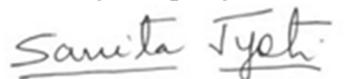
(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
0	0

Thanking You,

Yours faithfully,

For **Savita Jyoti Associates**
Practicing Company Secretaries



CS Savita Jyoti

CP No.: 1796

M. No. F 3738

SAVITA JYOTI, FCS 3738
Practicing Company Secretary
Certificate of Practice No. 1796

Place: Hyderabad

Date: 23rd August, 2017