



Ref: SECT: STOC: 51 - 16

19th August, 2016

To
The Secretary,
The Stock Exchange, Mumbai
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

Dear Sir / Madam,

Sub: Proceedings of the 24th Annual General Meeting of the Company held on 19th August, 2016 pursuant to Regulation 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 of the Listing Regulations.

Ref: Stock Code: 519552 / HERITGFOOD

Please find enclosed herewith the proceedings of the 24th Annual General Meeting of the Company held on 19th August, 2016, at 10.30 A.M at National Institute for Micro, Small and Medium Enterprises, Yousufguda, Hyderabad - 500 045 along with Scrutinizers Report.

This information is being furnished in compliance with Regulation 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

This is for your information and record.

Thanking you,

Yours Faithfully,

For HERITAGE FOODS LIMITED


UMAKANTA BARIK
Company Secretary
M. No. FCS-6317



Encl: a/a



HERITAGE FOODS LIMITED
(Formerly known as M/s. Heritage Foods (India) Limited)
CIN : L15209TG1992PLC014332
AN ISO: 22000 CERTIFIED COMPANY





Gist of the proceedings at 24th Annual General Meeting of Company held on Friday, August 19th 2016 at 10.30 A.M.

Incompliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we furnish below the proceedings of the 24th Annual General Meeting of the Members of the Company was held on Friday, August 19, 2016 at 10.30 a.m. at National Institute For Micro, Small And Medium Enterprises, Yousfuguda, Hyderabad-500 045.

Sri. D Seetharamaiah, Chairperson of the Company, Chaired the proceedings of the Meeting

Total 94 Member (including proxies) attended the Meeting as per the records of attendance.

The Chairperson gave an overview of the financial performance of the Company for the financial year ended March 31, 2016 and its future outlook.

The Chairperson informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended the remote e-voting facility to the Members of the Company in respect of businesses to be transacted at the Annual General Meeting. The remote e-voting commenced at 9.00 a.m on August 16, 2016 and ended at 5.00 p.m on August 18, 2016. Savita Jyoti, Practicing Company Secretary was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process and provide the combined results.

The Chairperson informed the Members that the Company has arranged for a poll on all the 6 resolutions to be passed at the Meeting. On the invitation of the Chairperson, several Members addressed the Meeting, given their suggestions and raised queries on



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the Company's accounts and businesses, which were replied by the Chairperson/Executive Director/ President of the Company.

Thereafter, the Chairperson ordered for a poll to be taken at the meeting by Insta-poll and appointed Savita Jyoti, Practicing Company Secretary as the Scrutinizer for the poll process and requested her for an orderly conduct of the voting. The Chairperson announced that the combined result of e-voting and the physical poll will be put on the Company's website and intimated to the stock exchanges, where the shares of the Company are listed.

All the resolutions were passed with requisite majority through remote e-voting and poll process. The scrutinizer's report on combined results of remote e-voting and the poll is attached. Resolutions passed with requisite majority remote e-voting and polls are as follows:

ORDINARY BUSINESSES:

1. Adoption of Financial Statement: a) The Audited Financial Statements of the Company for the Financial Year ended 31st March, 2016, the Reports of the Board of Directors and Auditors thereon; and b) The Audited Consolidated Financial Statement of the Company for the Financial Year ended 31st March, 2016. (Ordinary Resolution)
2. Declaration of Dividend on Equity Shares. (Ordinary Resolution)
3. Appointment of Dr. V Nagararaja Naidu (DIN: 00003730), Director retiring by rotation. (Ordinary Resolution)
4. Ratification of the appointment of Auditor and to fix their remuneration. (Ordinary Resolution)



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HERITAGE FOODS LIMITED
(Formerly known as M/s. Heritage Foods (India) Limited)
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SPECIAL BUSINESSES:

6. To Appoint Mr. Rajesh Thakur Ahuja (DIN: 00371406) Director as Non Executive Independent Director up to 22nd March, 2021. (Ordinary Resolution)
7. To approve the Service of Notice etc., as per the Section 20 of the Companies Act, 2013. (Ordinary Resolution)

The poll results were notified the stock exchanges in the format prescribed under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the details of the said results were also uploaded on the Company's website.

For HERITAGE FOODS LIMITED


UMAKANTA BARIK
Company Secretary
M.N: FCS- 6317



SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

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 Chairman of 24th Annual General Meeting of the members of M/s. **Heritage Foods Limited** (formerly known as M/s Heritage Foods (India) Limited, CIN: L15209TG1992PLC014332) held on 19th Day of August, 2016 at National Institute for Micro, Small and Medium Enterprises, Yousufguda, Hyderabad-500 045.

Dear Sir,

I, Savita Jyoti, 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 24th Annual General Meeting (AGM) of the members of the Company, to be held on Friday, 19th August, 2016 at 10.30 A.M. at National Institute For Micro, Small And Medium Enterprises, Yousufguda, Hyderabad-500 045.

The Annual Report containing the notice date 23rd May, 2016 convening the 24th 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 20th July, 2016 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 24th Annual General Meeting of the members of the Company. My responsibility as Scrutinizer is restricted to make a scrutiners 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

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SAVITA JYOTI ASSOCIATES
C O M P A N Y S E C R E T A R I E S


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

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:

1. The e-voting period remained open from **Tuesday, 16th August, 2016 (09.00a.m.) to Thursday, 18th August, 2016 (05.00p.m).**
2. The members of the Company as on "cut-off" date i.e. **Friday, 12th August, 2016** were entitled to vote on the resolutions in the notice of the Annual General Meeting.
3. The votes cast were unblocked on **Friday, 19th August, 2016** after the AGM in the presence of two witnesses, Ms Sonam and Ms Supriya who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Signature 
Name 1: **SONAM**

Signature 
Name 2: **SUPRIYA**

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, 2016 including Balance Sheet as at 31st March, 2016 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 favour
45	10687135	100

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SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

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

(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
0	0	0

(iii) Invalid/Abstain votes:

Total numbers of members whose votes were declared invalid/abstain from voting	Total number of votes cast by them
2	15475

Item No.2: Approval of Dividend for the financial year ended 31stMarch, 2016.

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

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast favour
46	10702410	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
0	0	0

(iii) Invalid/Abstain votes:

Total numbers of members whose votes were declared invalid/abstain from voting	Total number of votes cast by them
1	200

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 favour
46	10702410	100

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SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

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

(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
0	0	0

(iii) Invalid/Abstain votes:

Total numbers of members whose votes were declared invalid/abstain from voting	Total number of votes cast by them
1	200

Item No.4: Ratification of the appointment of Auditor 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 favour
45	10687135	99.8573

(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	15275	0.1427

(iii) Invalid/Abstain votes:

Total numbers of members whose votes were declared invalid/abstain from voting	Total number of votes cast by them
1	200

Item No.5: To Appoint Mr. Rajesh Thakur Ahuja (DIN: 00371406) Director as Non-Executive Independent Director for a period up to 22nd March, 2021.

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

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast favour
46	10702410	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
0	0	0

SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

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

(iii) Invalid/Abstain votes:

Total numbers of members whose votes were declared invalid/abstain from voting	Total number of votes cast by them
1	200

Item No.6: To Approve the Service of Notice etc., as per the Section 20 of the Companies Act, 2013

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

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast favour
45	10687135	99.8573

(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	15275	0.1427

(iii) Invalid/Abstain votes:

Total numbers of members whose votes were declared invalid/abstain from voting	Total number of votes cast by them
1	200

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

Place: Hyderabad
Date: 19th August, 2016

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

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,

24thAnnual General Meeting of Shareholders of M/s. Heritage Foods Limited (Formerly known as M/s. Heritage Foods (India) Limited, CIN:L15209TG1992PLC014332) held on Friday, 19th August, 2016 at 10.30 a.m. at National Institute For Micro, Small And Medium Enterprises, Yousufguda, Hyderabad-500 045.

Dear Sir,

I, Savita Jyoti, appointed as Scrutinizer for the purpose of the insta-poll taken on the below mentioned resolutions at the 24thAnnual General Meeting of the members of the Company held on Friday, 19th August, 2016 at 10.30a.m. at National Institute For Micro, Small And Medium Enterprises, Yousufguda, Hyderabad-500 045.

- A. After the time fixed for closing of the insta-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.
- D. the result of the insta-poll is as under

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SAVITA JYOTI ASSOCIATES
C O M P A N Y S E C R E T A R I E S

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

1. Resolution Item No. 1: Ordinary Resolution

Adoption of the Audited Financial Statements (Standalone & Consolidated) of the Company for the year ended 31st March, 2016 including Balance Sheet as at 31 March, 2016 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
68	14700	99.9864

(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	2	0.136

(iii) Invalid/Abstain votes:

Total numbers of members whose votes were declared invalid/Abstained from voting	Total number of votes cast by them
0	0

2. Resolution Item No.2: Ordinary Resolution

Approval of dividend for the financial year ended 31stMarch, 2016.

(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
68	14700	99.9864

(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	2	0.136

(iii) Invalid/Abstain votes:

Total numbers of members whose votes were declared invalid/Abstained from voting	Total number of votes cast by them
0	0

SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

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

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
65	14688	99.9116

(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
3	13	0.0884

(iii) Invalid/Abstain votes:

Total numbers of members whose votes were declared invalid/Abstained from voting	Total number of votes cast by them
1	1

4. Resolution Item No.4: Ordinary Resolution

Ratification of the appointment of Auditor 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
67	14699	99.9796

(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
2	3	0.0204

(iii) Invalid/Abstain votes:

Total numbers of members whose votes were declared invalid/Abstained from voting	Total number of votes cast by them
0	0

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

5. Resolution Item No.5: Ordinary Resolution

To appoint Mr. Rajesh Thakur Ahuja (DIN: 00371406) Director as Non-Executive Independent Director for a Period upto 22nd March, 2021.

(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
65	14688	99.9048

(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	14	0.0952

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid/Abstained from voting	Total number of votes cast by them
0	0

6. Resolution Item No.6: Ordinary Resolution

To approve the Service of Notice etc., as per the Section 20 of the Companies Act, 2013

(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
64	14488	98.5444

(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
5	214	1.4556

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SAVITA JYOTI ASSOCIATES
C O M P A N Y S E C R E T A R I E S

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

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid/Abstained from voting	Total number of votes cast by them
0	0

Thanking You,
Yours faithfully,

For **Savita Jyoti Associates**
Practicing Company Secretaries

Savita Jyoti

CS Savita Jyoti
CP No.: 1796
M.No. F3738

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

Place: Hyderabad
Date: 19th August, 2016

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

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

[Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of Companies (Management and Administration) Rules, 2014 as amended from time to time.]

To,

The Chairperson,

24th Annual General Meeting of Shareholders of Heritage Foods Limited (Formerly known as M/s Heritage Foods (India) Limited, CIN:L15209TG1992PLC014332) held on Friday, 19th August, 2016 at 10.30 A.M. at National Institute For Micro, Small And Medium Enterprises, Yousufguda, Hyderabad-500 045.

Dear Sir,

I, Savita Jyoti, Practicing Company Secretary, was appointed as Scrutinizer to conduct the voting by way of electronic means and to scrutinize the insta-poll process and voting on instapoll 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 24th Annual General Meeting (AGM) of the Company held on Friday, 19th August, 2016 at National Institute For Micro, Small And Medium Enterprises, Yousufguda, Hyderabad-500 045.

- a) A Separate Scrutinizer's Report on remote e- voting dated 19th August, 2016 has already been issued.
- b) I, as Scrutinizer, appointed by the Company, have also separately issued Scrutinizer's Report dated 19th August, 2016 on the voting by the shareholders of the Company through insta-poll at the AGM of the Company held on Friday, 19th August, 2016 at National Institute for Micro, Small and Medium Enterprises, Yousufguda, Hyderabad-500 045.

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SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

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

- 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 insta-poll conducted at the AGM. Accordingly, I am submitting herewith a combined report on the results of e-voting together with that of insta-poll as under.

Item No. of notice	Votes in favour of the resolution		Votes against the resolution		Invalid/ Abstain 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)	10701835	100	2	0	15475
Item No.2 of the Notice (As an Ordinary Resolution)	10717110	100	2	0	200
Item No.3 of the Notice (As an Ordinary Resolution)	10717098	99.9999	13	0.0001	201
Item No.4 of the Notice (As an Ordinary Resolution)	10701834	99.8574	15278	0.1426	200
Item No.5 of the Notice (As an Ordinary Resolution)	10717098	99.9999	14	0.0001	200
Item No.6 of the Notice (As an Ordinary Resolution)	10701623	99.8555	15489	0.1445	200

Hence all the resolutions are passed with REQUISITE MAJORITY.

for **Savita Jyoti Associates**
Practicing Company Secretaries

Savita Jyoti

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

Place: Hyderabad
Date: 19th August, 2016

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