



Ref: SECT: STOC: 38 – 14

26th September 2014

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 22nd Annual General Meeting of the Company held on 26th September, 2014 pursuant to Clause 31 of the Listing Agreement**

Ref: **Stock Code: 519552 / HERITGFOOD**

Please find enclosed herewith the proceedings of the 22nd Annual General Meeting of the Company held on 26th September 2014, at 10.30 A.M at National Institute for Micro, Small and Medium Enterprises, Yousufguda, Hyderabad – 500 045. This information is being furnished in compliance with Clause 31 of the Listing Agreement

This is for your information and record.

Thanking you,

Yours Faithfully,

For **HERITAGE FOODS LIMITED**

UMAKANTA BARIK
Company Secretary



HERITAGE FOODS LIMITED
(Formerly known as M/s. Heritage Foods (India) Limited)
CIN : L15209AP1992PLC014332
AN ISO: 22000 CERTIFIED COMPANY





Gist of the proceedings of the Annual General Meeting of Heritage Foods Limited
held on Friday, September 26th , 2014

Incompliance with Clause 31(d) of the Listing Agreement, we furnish below the proceedings of the 22nd Annual General Meeting of the Members of the Company was held on Friday, September 26th, 2014 at 10.30 a.m, at National Institute For Micro, Small And Medium Enterprises, Yousfuguda, Hyderabad-500 045.

Shri D.Seetharamaiah, Chairman of the Company, Chaired the proceedings of the Meeting

Total 87 Member (including proxies) attended the Meeting as per the records of attendance.

The Chairman gave an overview of the financial performance of the Company for the financial year ended March 31, 2014 and its future outlook.

The Chairman 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 e-voting facility to the Members of the Company in respect of businesses to be transacted at the Annual General Meeting. The e-voting commenced at 9.00a.m on September 20th, 2014 and ended at 6.00 p.m on 22nd September, 2014. 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 Chairman informed the Members that the Company has arranged for a poll on all the 14 resolutions to be passed at the Meeting. On the invitation of the Chairman, several Members addressed the Meeting, given their suggestions and raised queries on the Company's accounts and businesses, which were replied by the Chairman/Executive Director/ President of the Company.

Thereafter, the Chairman ordered for a poll to be taken at the meeting physically 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 Chairman announced that the combined result of e-voting and the physical poll will be put on the Company's website.



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The resolutions passed by the Members, briefly, related to:

ORDINARY BUSINESSSES:

1. Adoption of (a) Audited Financial Statement of the Company for the financial year ended March 31,2014, the reports of the Board of Directors and Auditors thereon; and (b) Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2014 (Ordinary Resolution)
2. Declaration of Dividend on Equity Shares (Ordinary Resolution)
3. Appointment of Dr.V.Nagaraja Naidu(DIN:00003730), Director retiring by rotation (Ordinary Resolution)
4. Appointment of Auditors and fixing their Remuneration (Ordinary Resolution)

SPECIAL BUSINESSSES:

5. Appointment of Sri D Seetharamaiah (DIN: 00005016) as Non Executive Independent Director (designated a as the Chairman) for a term upto 5 (Five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of 27th Annual General Meeting to be held in the year 2019, not liable to retire by rotation. (Ordinary Resolution)
6. Appointment of N.Sri Vishnu Raju (DIN:00025063) as Non Executive Independent Director for a term upto 5 (Five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of 27th Annual General Meeting to be held in the year 2019, not liable to retire by rotation. (Ordinary Resolution)
7. Appointment of Sri M.Siva Rama Vara Prasad, (DIN: 00170919) as an Non Executive Independent Director for a term upto 5 (Five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of 27th Annual General Meeting to be held in the year 2019, not liable to retire by rotation. (Ordinary Resolution)
8. Appointment of Sri K Durga Prasada Rao (DIN: 06888949) as Director of the Company (Special Resolution)



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9. Appointment of Sri K Durga Prasada Rao (DIN:06888949) as Whole time Director of the Company for a period of five years with effect from 1st August, 2014 (Special Resolution)
10. Re-appointment of Smt. N.Bhuvanewari (DIN: 00003741) as Whole time Director designated as Vice Chairperson & Managing Director of the Company for a period of five years with effect from 1st July, 2014 (Ordinary Resolution)
11. Re-appointment of Smt. N.Brahmani (DIN: 02338940) as Whole time Director designated as Executive Director of the Company for a period of five years with effect from 1st June, 2014. (Ordinary Resolution)
12. Increase the Sitting fee of Non Executive Director for attending the Board / Committee. (Special Resolution)
13. Adoption of new Articles of Association of the Company. (Special Resolution)
14. Approval of the related party Transactions.(Special Resolution)

The poll results were notified the stock exchanges in the format prescribed under Clause 35A of the Listing Agreement 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

