



Ref: SECT: STOC: 35 – 14

10th 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: : **RESULT OF POSTAL BALLOT**

Ref: 1) **Stock Code: 519552 / HERITGFOOD**

2) Our letter No .SECT: STOC: 33 – 14

In continuation to our letter referred above dtd. 6th August, 2014, the Result of Postal Ballot was declared on 10th September, 2014 at 11.00 A.M. at our Registered Office. The Result of the Ballot is attached for your information.

This is for your information and record.

Thanking you,

Yours Faithfully,

For **HERITAGE FOODS LTD**



UMAKANTA BARIK
Company Secretary

Encls: a/a





RESULTS OF POSTAL BALLOT

Result of the voting conducted through Postal Ballot on 2 Special Resolutions passed under Section 110 of the Companies Act, 2013 ("The Act") read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification of re-enactment thereof for the time being in force):

The Company had appointed Mrs. Savita Jyoti, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner, Mrs. Savita Jyoti has submitted her report dated 10th September 2014 to the Company.

The details of Resolutions passed by Postal Ballot are as under:

1) Result of Postal Ballot under Section 180(1) (c) of the Companies Act, 2013 for Limits of Borrowing:

Details of Resolution	Special Resolution for Limits of Borrowing under Section 180 (1) (c) of the Companies Act, 2013
Resolution Required	Special Resolution
Mode of Voting	Physical/E-Voting
Date of Postal Ballot Notice	30 th July 2014
Cut-off date for reckoning voting rights	1 st August 2014
Date of dispatch of Notice	6 th August 2014
Total no. of Shareholders on cut-off date	10522

Total No. of Ballot forms received both physical and E-voting as follows:

	Particulars	Physical	Electronic	Total
a)	Total postal ballot forms received	70	55	125
b)	Total number of votes cast	29605	13380321	13409926
c)	Less : Abstained / Invalid no of votes	7955	280	8235
d)	Valid no. of votes cast (Net)	21650	13380041	13401691
e)	Total no. of votes with assent for the Resolution	21020	13379009	13400029
f)	Total no. of votes with dissent against the Resolution	630	1032	1662

Details of the voting result as per Clause 35A of the Listing Agreement.

Promoter/ Public	No of Shares Held	No. of Votes Polled *	% of Votes Polled on outstandi ng shares (3)=[(2)/(1)] *100	No. of Votes - in favour	No. of Votes- against	% of Votes in favour on votes Polled (6)=[(4)/(2)] *100	% of Votes in against on votes Polled (7)=[(5)/(2)] *100
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	9285846	9285846	100.00	9285846	0	100.00	0.00
Public - Institutional Holders	853930	42508	4.98	42508	0	100.00	0.00
Public - Others	13059224	4073337	31.19	4071675	1662	99.96	0.04
Total	23199000	13401691	57.77	13400029	1662	99.99	0.01

* Under this column, the valid votes polled are mentioned.



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





% of total votes cast in favour of the Special Resolution : 99.99
 % of total votes cast against the Special Resolution : 0.01

The Number of votes polled in favour of the Special Resolution is 13400029 (99.99% of the total valid votes). Thus, the Special Resolution has been approved by the Shareholders with the requisite majority.

2) Result of Postal Ballot for Mortgage/Creation of Charges/ Hypothecation etc., of the Properties of the Company under Section 180(1) (a) of the Companies Act, 2013:

Details of Resolution	Special Resolution for Mortgage/Creation of Charges/ Hypothecation etc., of the Properties of the Company under Section 180 (1) (a) of the Companies Act, 2013
Resolution Required	Special Resolution
Mode of Voting	Physical/E-Voting
Date of Postal Ballot Notice	30 th July 2014
Cut-off date for reckoning voting rights	1 st August 2014
Date of dispatch of Notice	6 th August 2014
Total no. of Shareholders on cut-off date	10522

Total No. of Ballot forms received both physical and E-voting as follows:

	Particulars	Physical	Electronic	Total
a)	Total postal ballot forms received	70	55	125
b)	Total number of votes cast	29605	13380321	13409926
c)	Less : Abstained / Invalid no of votes	1160	389	1549
d)	Valid no. of votes cast (Net)	28445	13379932	13408377
e)	Total no. of votes with assent for the Resolution	27615	13378861	13406476
f)	Total no. of votes with dissent against the Resolution	830	1071	1901

Details of the voting result as per Clause 35A of the Listing Agreement.

Promoter/ Public	No of Shares Held	No. of Votes Polled*	% of Votes Polled on outstandin g shares	No. of Votes - in favour	No. of Votes- against	% of Votes in favour on votes Polled	% of Votes in against on votes Polled
	(1)	(2)	$(3) = \frac{(2)}{(1)} \times 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} \times 100$	$(7) = \frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	9285846	9285846	100.00	9285846	0	100.00	0
Public - Institutional holders	853930	42508	4.98	42508	0	100.00	0
Public - Others	13059224	4080023	31.24	4078122	1901	99.95	0.05
Total	23199000	13408377	57.80	13406476	1901	99.99	0.01

* Under this column, the valid votes polled are mentioned.



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% of total votes cast in favour of the Special Resolution : 99.99
% of total votes cast against the Special Resolution : 0.01

The Number of votes polled in favour of the Special Resolution is 13406476 (99.99% of the total valid votes). Thus, the Special Resolution has been approved by the Shareholders with the requisite majority.

It is therefore declared that all the 2 Special Resolutions proposed through the Postal Ballot are approved by the Shareholders with requisite majority.

For Heritage Foods Limited

Place : Hyderabad
Date : 10-09-2014



D Seetharamaiah

D Seetharamaiah
Chairman
DIN: 00005016



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