



Ref: SECT: STOC: 15 - 16

5th April, 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: Corporate Governance Report for the quarter ended 31st March' 2016

Ref: No. Stock Code: 519552 / HERITGFOOD

With reference to subject, please find enclosed herewith the Corporate Governance Report for the quarter ended 31st March, 2016 furnished pursuant to Regulation 27 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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





ANNEXURE I

1. Name of Listed Entity: Heritage Foods Limited
2. Quarter ending: 31st March' 2016

I. Composition of Board of Directors								
Title (Mr/ Ms)	Name of the Director	\$PAN & DIN	Category (Chairperson /Executive /\Non-Executive/in dependent/ Nominee)	Date of Appointment in the current term /cessation	Tenure *	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	D. Seetharamaiah	ACYPD0157H & 00005016	Non-Executive Independent Chairperson	26.09.2014	5	1	2	1
Mr.	M. Siva Rama Varad Prasad	AHHPM1582H & 00170919	Non-Executive Independent Director	26.09.2014	5	1	1	-
Mr.	N. Srivishnu Raju	AAUPN8358A & 00025063	Non-Executive Independent Director	26.09.2014	5	2	3	-
Mr.	V. Nagaraju Naidu	AAZPV1250G & 00003730	Non-Executive Director	26.09.2014	-	1	1	1
Mr.	N. Lokesh	ACBPN2492G & 02230945	Non-Executive Director	24.09.2015	-	1	1	-
Mrs.	N. Bhuvaneshwari	ABEPN6265D & 00003741	Vice Chairperson & Managing	01.07.2014	-	1	1	-
Mrs.	N. Brahmani	AERP8112P & 02338940	Executive Director	01.06.2014	-	1	-	-
Mr.	Rajesh Thakur Ahuja*	AAAPA9558P & 00371406	Non-Executive Independent Director	23.03.2016	-	1	-	-

*Mr. Rajesh Thakur Ahuja was appointed as an additional director as on 23.03.2016 by Board of Directors for period of 5 years with subject to the approval of shareholders.

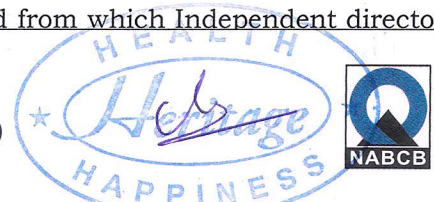
\$PAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is



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II. Composition of Committees		
Name of Committee	Name of Committee members	Category(Chairperson/Executive/Non-Executive/independent/Nominee) §
Audit Committee	1.D. Seetharamaiah 2. Dr. V. Nagaraju Naidu 3. N. Sri Vishnu Raju 4. M. Siva Rama Vara Prasad 5. N. Lokesh	Chairperson (Non-Executive Independent) Member (Non-Executive) Member (Non-Executive Independent) Member (Non-Executive Independent) Member (Non-Executive)
Nomination & Remuneration Committee	1. N. Srivishnu Raju 2. D. Seetharamaiah 3. N. Lokesh 4. M. Siva Rama Vara Prasad	Chairperson (Non-Executive Independent) Member (Non-Executive Independent) Member (Non-Executive) Member (Non-Executive Independent)
Risk Management Committee(if applicable)	1. M. Siva Rama Vara Prasad 2. D. Seetharamaiah 3. N. Bhuvanewari 4. N. Sri Vishnu Raju	Chairperson (Non-Executive Independent) Member (Non-Executive Independent) Member (Executive) Member (Non-Executive Independent)
Stakeholders Relationship Committee'	1. Dr. V. Nagaraju Naidu 2. D. Seetharamaiah 3. N. Bhuvanewari 4. N. Sri Vishnu Raju	Chairperson (Non-Executive) Member (Non-Executive Independent) Member (Executive) Member (Non-Executive Independent)
CSR Committee	1. D. Seetharamaiah 2. N. Bhuvanewari 3. N. Sri Vishnu Raju	Chairperson (Non-Executive Independent) Member (Executive) Member (Non-Executive Independent)
Management Committee	1. D Seetharamaiah 2. N Srivishnu Raju 3. N Lokesh 4. N Bhuvanewari	Chairperson (Non-Executive Independent) Member (Non-Executive Independent) Member (Non-Executive) Member (Executive)

§Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
19 th October, 2015 17 th December, 2015	21 st January, 2016 23 rd March, 2016	61 days

IV. Meeting of Committees – Audit Committee Meeting

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive Meetings in number of days*</i>
21 st January, 2016 23 rd March, 2016	Yes (3 out of 5 members) Yes (3 out of 5 members)	19 th October, 2015	61 days
Stakeholders Relationship Committee			
21 st January, 2016	Yes (3 out of 4 Members)	19 th October, 2015	93 days
Risk Management Committee			
23 rd March, 2016	Yes (3 out of 4 Members)	NIL	NIL



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CSR Committee			
21 st January, 2016	Yes (2 out of 3 Members)	NIL	NIL
Management Committee			
-	-	19 th November, 2015	NIL
Nomination & Remuneration Committee			
23 rd March, 2016	Yes (2 out of 4 members)	NIL	NIL
V. Related Party Transactions			
Subject		Compliance status (Yes/No/NA)	
Whether prior approval of audit committee obtained			
Whether shareholder approval obtained for material RPT		N.A	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		N.A	
Note			
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.			
If status is "No" details of non-compliance may be given here.			
VI. Affirmations			
<ol style="list-style-type: none"> The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <ol style="list-style-type: none"> Audit Committee Nomination & remuneration committee Stakeholders relationship committee Risk management committee (applicable to the top 100 listed entities) The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <p>This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:</p>			

For HERITAGE FOODS LIMITED


UMAKANTA BARIK
 Company Secretary
 M. No. FCS-6317



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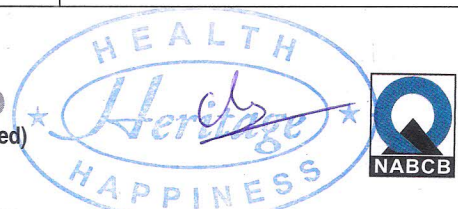


ANNEXURE II

I. Disclosure on website in terms of Listing Regulations		
<i>Item</i>	Compliance status (Yes/No/NA) refer note below	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management	Yes	
Details of establishment of vigil mechanism/ Whistle Blower	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
II Annual Affirmations		
<i>Particulars</i>	<i>Regulation Number</i>	Compliance status (Yes/No/NA) refer note below
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or</i>	16(1)(b) & 25(6)	YES
<i>Board composition</i>	17(1)	YES
<i>Meeting of Board of directors</i>	17(2)	YES
<i>Review of Compliance Reports</i>	17(3)	YES
<i>Plans for orderly succession for appointments</i>	17(4)	YES
<i>Code of Conduct</i>	17(5)	YES
<i>Fees/compensation</i>	17(6)	YES
<i>Minimum Information</i>	17(7)	YES
<i>Compliance Certificate</i>	17(8)	YES
<i>Risk Assessment & Management</i>	17(9)	YES
<i>Performance Evaluation of Independent Directors</i>	17(10)	YES
<i>Composition of Audit Committee</i>	18(1)	YES
<i>Meeting of Audit Committee</i>	18(2)	YES
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	YES
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	YES
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	YES
<i>Vigil Mechanism</i>	22	YES
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	YES
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	NA



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Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	YES
Other Corporate Governance requirements with respect to subsidiary	24(2),(3),(4),(5) & (6)	YES
Maximum Directorship & Tenure	25(1) & (2)	YES
Meeting of independent directors	25(3) & (4)	YES
Familiarization of independent directors	25(7)	YES
Memberships in Committees	26(1)	YES
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	YES
Disclosure of Shareholding by Non- Executive Directors	26(4)	YES
Policy with respect to Obligations of directors and Senior Management	26(2) & 26(5)	YES
<p>Note</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>III Affirmations:</p> <p>The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.</p>		

FOR HERITAGE FOODS LIMITED

CB
UMAKANTA BARIK
 Company Secretary
 M. No: FCS-6317



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