



Ref: SECT: STOC: 4 - 16

6th January, 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 December, 2015

Ref: No. Stock Code: 519552 / HERITGFOOD

With reference to subject, please find enclosed herewith the Corporate Governance Report for the quarter ended 31st December, 2015 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 December, 2015

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	05.06.1992	-	1	1	1
Mr.	N. Lokesh	ACBPN2492G & 02230945	Non-Executive Director	30.06.2008	-	1	1	-
Mrs.	N. Bhuvaneswari	ABEPN6265D & 00003741	Vice Chairperson & Managing	01.07.2013	-	1	1	-
Mrs.	N. Brahmani	AERPN8112P & 02338940	Executive Director	22.04.2013	-	1	-	-

\$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 serving on Board of directors of the listed entity in continuity without any cooling off period.



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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. Bhuvaneswari 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. Bhuvaneswari 4. N. Sri Vishnu Raju	Chairperson (Non-Executive) Member (Non-Executive Independent) Member (Executive) Member (Non-Executive Independent)

&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)
22 nd July, 2015	17 th December, 2015 19 th October, 2015	58 days

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
19 th October, 2015	As per Point II given details of Audit Committee Meeting out of 5 members. 3 members are attended during relevant meeting.	22 nd July, 2015	90 days

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

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



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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

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. 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.

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:

For HERITAGE FOODS LIMITED


UMAKANTA BARIK
Company Secretary
M. No. FCS-6317



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