



**Ref: SECT: STOC: 45 - 15**

1<sup>st</sup> October, 2015

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: Forwarding Corporate Governance Report for the quarter ended 30th September, 2015**

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

With reference to subject, please find enclosed herewith the Corporate Governance Report for the quarter ended 30<sup>th</sup> September, 2015 furnished pursuant to Clause 49 of the Listing Agreement.

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





**QUARTERLY REPORT ON CORPORATE GOVERNANCE**

Name of Company: HERITAGE FOODS LIMITED  
 Compliance status as on: 30.09.2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	49(II)		
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' Compensation & disclosures	49 (IIC)	Yes	• Disclosed in the 23 <sup>rd</sup> Annual Report 2014 - 2015
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	• Code of conduct is posted on the Company's Website • Declaration given in the 23 <sup>rd</sup> annual report
(F) Whistle Blower Policy	49(IIF)	Yes	• Whistle Blower Policy is posted on the Company's Website • Declaration given in the 23 <sup>rd</sup> annual report 2014-2015
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	49(IV)	Yes	
<b>V. Subsidiary Companies</b>	49 (V)	Yes	
<b>VI. Risk Management</b>	49(VI)	Yes	
<b>VII. Related Party Transactions</b>	49(VII)	Yes	
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related party transactions	49 (VIIIA)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIIIB)	Yes	
(C) Remuneration of Directors	49 (VIIIC)	Yes	• Disclosed in the 23 <sup>rd</sup> Annual Report 2014 - 2015
(D) Management	49 (VIIID)	Yes	• Management Discussion & Analysis Report is part of 23 <sup>rd</sup> Annual Report 2014 -2015
(E) Shareholders	49 (VIIIE)	Yes	
(F) Proceeds from public issues, rights issue, preferential issues, etc	49(VIIIF)	Yes	• N.A. during the Financial Year 2014-2015
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	• Included in the 23 <sup>rd</sup> Annual Report 2014-2015
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	• Included in the 23 <sup>rd</sup> Annual Report 2014-2015
<b>XI. Compliance</b>	49 (XI)	Yes	• Included in the 23 <sup>rd</sup> Annual Report 2014-2015

For HERITAGE FOODS LIMITED

UMAKANTA BARIK  
 Company Secretary  
 M. No: FCS-6317



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