



Ref: SECT: STOC: 57 - 12
08th December, 2012

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,

Sub: **RESULT OF POSTAL BALLOT**

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

2) Our letter No. Ref: SECT: STOC: 48 - 12

In continuation to our letter referred above dtd. 10th October, 2012, the Result of Postal Ballot was declared on 8th December, 2012 at 10.30 A.M. at our Registered Office. The Result of the Ballot is attached for your information.

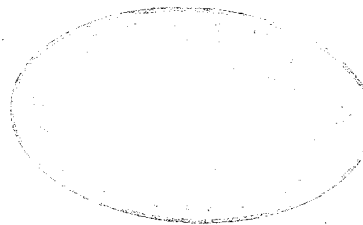
This is for your information and records.

Thanking You,

Yours Faithfully,
For **HERITAGE FOODS (INDIA) LTD**

UMAKANTA BARIK
Company Secretary

Encl: a\ a-



HERITAGE FOODS (INDIA) LTD.

AN ISO: 22000 CERTIFIED COMPANY





Announcement of the Results of Postal Ballot

Pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 the approval of the shareholders was sought by Postal Ballot of the resolutions.

The Last date for receipt of the postal ballot forms duly completed by the shareholders was Thursday, 6th December, 2012.

The Scrutinizer appointed by the Board has submitted her report on the postal ballot and the following results were announced to the shareholders on Saturday 8th December, 2012 at the registered office of the company:

Resolution No. 1: Alteration of Articles of Association of the Company

Type of Resolution: Special Resolution

Mode of Voting: Postal Ballot

Promoter/ Public	No of Shares held	No of Votes polled	% of Votes Polled on outstandi ng Shares	No of Votes in - favour	No of Votes - against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
	(1)	(2)	$(3) = \frac{[(2)/(1)]}{100}$	(4)	(5)	$(6) = \frac{[(4)/(2)]}{100}$	$(7) = \frac{[(5)/(2)]}{100}$
Promoter and Promoter Group	5320747	5320747	100.00	5320747	0	100.00	0.00
Public Institutional Investors	990628	0	0.00	0	0	0.00	0.00
Public- Others	5218125	1381588	26.48	1378559	3029	99.78	0.22
Total	11529500	6702335	58.13	6699306	3029	99.96	0.04

According the above mentioned Special Resolution passed by the requisite majority.



HERITAGE FOODS (INDIA) LTD.

AN ISO: 22000 CERTIFIED COMPANY





Resolution No. 2: Issue of Sweat Equity Shares

Type of Resolution: Special Resolution
Mode of Voting: Postal Ballot

Promoter/ Public	No of Shares held	No of Votes polled	% of Votes Polled on outstandi ng Shares	No of Votes in - favour	No of Votes - against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	5320747	5320747	100.00	5320747	0	100.00	0.00
Public Institutional Investors	990628	0	0.00	0	0	0.00	0.00
Public- Others	5218125	1380388	26.45	1377359	3029	99.78	0.22
Total	11529500	6701135	58.12	6698106	3029	99.95	0.05

According the above mentioned Special Resolution passed by the requisite majority.

Resolution No. 3: Re-appointment & Revision of Remuneration to Sri. N. Lokesh, Executive Director

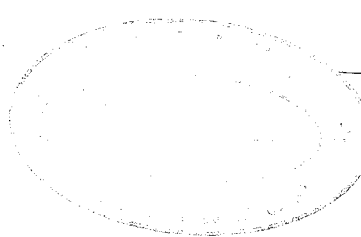
Type of Resolution: Special Resolution
Mode of Voting: Postal Ballot

Promoter/ Public	No of Shares held	No of Votes polled	% of Votes Polled on outstan ding Shares	No of Votes in - favour	No of Votes - against	% of Votes in favour on votes Polled	% of Votes against on -votes Polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	5320747	5320747	100.00	5320747	0	100.00	0.00
Public Institutional Investors	990628	0	0.00	0	0	0.00	0.00
Public- Others	5218125	1380588	26.46	1379749	839	99.94	0.06
Total	11529500	6701335	58.12	6700496	839	99.99	0.01

Accordingly the above mentioned Special Resolution passed by the requisite Majority.

for Heritage Foods (India) Limited

Date: 08/12/2012
Place: Hyderabad



D. Seetharamiah
D. Seetharamiah
Chairman



HERITAGE FOODS (INDIA) LTD.

AN ISO: 22000 CERTIFIED COMPANY

