



25
YEARS
OF HERITAGE

Ref: SECT: STOC: 15 - 19

12th March, 2019

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: Intimation of Results of Postal Ballot under Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Reg.,

This is further to our letter ref.no SECT: STOC: 9 - 18, dated 30th January, 2019 intimating notice of postal ballot being sent to the shareholders along with postal Ballot notice Containing Ordinary & Special Resolutions together with the Explanatory Statement was sent to the shareholders of the Company.

The Board of Directors of the company had appointed Mr. K.V.S. Subramanyam, Partner of M/s. Ravi & Subramanyam (CP No: 4815) Practicing Company Secretary, Hyderabad as the Scrutinizer for conducting the postal Ballot in a fair and transparent manner. The Scrutinizer has carried out the Scrutiny of all the Postal Ballot forms and Electronic votes received upto the last date of receipt i.e. Saturday, March 9, 2019 and submitted his report to the Chairman of the Company. Based on the Scrutinizer Report the Chairman of the Company declared the following results of the Postal Ballot on Tuesday the March 12, 2019 at the registered office of the Company.

We are pleased to inform you that the following matters related to Ordinary Resolution(S.No.2) and Special Resolutions (S.No.1,3, & 4) are passed by the share holders of the company with requisite majority.

1. Re-appointment of Sri. D Seetharamaiah (DIN:00005016) as an Non-Executive Independent Director of the Company designated as Chairman of the Company for second term of 5 (five) consecutive years w.e.f. 1st April, 2019
2. Appointment of Smt. Aparna Surabhi (DIN:01641633) as an Non-Executive Independent Woman Director for a term of 5 (five) consecutive years w.e.f. 1st April, 2019
3. Re-appointment of Smt. N. Bhuvaneshwari (DIN:00003741) as Whole-time Director and Whole-time Key Managerial Personnel (KMP) designated as Vice-Chairperson and Managing Director (VC&MD) of the Company for further term of 5 (five) years w.e.f. 1st April, 2019.
4. Re-Appointment of Smt. N. Brahmani (DIN:02338940) as Whole-time Director and Whole-time Key Managerial Personnel (KMP) designated as Executive Director of the Company for further term of 5 (five) years w.e.f. 1st April, 2019

Further the disclosure pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pertaining to the voting result of Postal ballot is enclosed.

In accordance with the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of the business transacted by the company through postal ballot including e-voting furnished below:

HERITAGE FOODS LIMITED
(Formerly known as M/s. Heritage Foods (India) Limited)
CIN : L15209TG1992PLC014332
AN ISO: 22000 CERTIFIED COMPANY





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Company Name	HERITAGE FOODS LIMITED
Date of the AGM/EGM/Postal Ballot Result	12 th March '2019
Total number of shareholders on record date (on 1st February '2019)	26580
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution 1: To approve the Re-appointment of Sri. D Seetharamaiah (DIN:00005016) as Non-Executive Independent Director for second term of 5 (five) consecutive years

Resolution Required: Special Resolution

Manner of Voting:- E-voting & Postal ballot

Whether promoter/ promoter group are interested in the agenda/resolution: NO

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18512942	18512942	100.00	18512942	0.00	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0
Public-Institutions	E-Voting	7833551	4581918	58.49	4038735	543183	88.15	11.86
	Postal Ballot		0	0.00	0	0.00	0.00	0
Public- Non Institutions	E-Voting	20051507	7806986	38.94	7738344	68642	99.12	0.88
	Postal Ballot		30837	0.16	30810	27	99.92	0.09
Total		46398000	30932683	66.67	30320831	611852	98.02	1.98

The number of votes in favour of the Special Resolution is 98.01%. thus the special resolution is therefore approved by the share holders with requisite majority

Resolution 2: To approve the Appointment of Smt. Aparna Surabhi (DIN01641633) as an Non-Executive Independent Woman Director for a term of 5 (five) consecutive years.

Resolution Required: Ordinary Resolution

Manner of Voting:- E-voting & Postal ballot

Whether promoter/ promoter group are interested in the agenda/resolution: NO

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18512942	18512942	100.00	18512942	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0
Public-Institutions	E-Voting	7833551	4769302	60.88	4769302	0	100.00	0.00
	Postal Ballot		0	0	0	0	0.00	0
Public- Non Institutions	E-Voting	20051507	7807086	38.94	7806609	477	99.99	0.01
	Postal Ballot		30835	0.16	30816	19	99.94	0.07
Total		46398000	31120165	67.08	31119669	496	99.99	0.01

HERITAGE FOODS LIMITED

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The number of votes in favour of the Special Resolution is 99.99%. Thus the Ordinary resolution is therefore approved by the share holders with requisite majority

Resolution 3: To approve the re-appointment of Smt. N. Bhuvaneshwari (DIN:00003741) as Whole-time Director designated as Vice-Chair person and Managing Director (VC&MD) of the Company for further term of 5 (five) years w.e.f. April 1, 2019.

Resolution Required: Special Resolution

Manner of Voting:- E-voting & Postal ballot

Whether promoter/ promoter group are interested in the agenda/resolution: Yes

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18512942	0	0.00	0	0	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0
Public-Institutions	E-Voting	7833551	4769302	60.88	4226119	543183	88.61	11.39
	Postal Ballot		0	0	0	0	0	0
Public- Non Institutions	E-Voting	20051507	2661402	13.28	2592418	68984	97.41	2.59
	Postal Ballot		30835	0.15	30828	7	99.98	0.02
Total		46398000	7461539	16.08	6849365	612174	91.80	8.20

The number of votes in favour of the Special Resolution is 91.76%. Thus the special resolution is therefore approved by the share holders with requisite majority.

In the above resolution promoters and promoter group didn't vote as they are interested parties.

Resolution 4: To approve the appointment of Smt. N. Brahmani (DIN:02338940) as Whole-time Director designated as Executive Director of the Company for further term of 5 (five) years w.e.f. April 1, 2019.

Resolution Required: Special Resolution

Manner of Voting:- E-voting & Postal ballot

Whether promoter/ promoter group are interested in the agenda/resolution: Yes

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18512942	0	0.00	0	0	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0
Public-Institutions	E-Voting	7833551	4769302	60.88	4127325	641977	86.54	13.46
	Postal Ballot		0	0.00	0	0	0.00	0
Public- Non Institutions	E-Voting	20051507	2661402	13.27	2592878	68524	97.43	2.57
	Postal Ballot		30838	0.15	30811	27	99.91	0.09
Total		46398000	7461542	16.08	6751014	710528	90.48	9.52

The number of votes in favour of the Special Resolution is 90.44%. Thus the special resolution is therefore approved by the share holders with requisite majority

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In the above resolution promoters and promoter group didn't vote as they are interested parties.

So, we are enclosed a copy of scrutinizers report for your reference. The same will also be made available on the Company's website at www.heritagefoods.in
Kindly take note of the same on record.

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



To,
The Chairman
Heritage Foods Limited

Dear Sir,

RE: SCRUNITINIZER'S REPORT

I, K. V. S. Subramanyam, Partner of M/s. Ravi & Subramanyam, Practicing Company Secretaries, (FCS: 5400) was appointed as the Scrutinizer by the Board of Directors of Heritage Foods Limited ("the Company") for scrutinizing the postal ballot process (including e-voting) to seek approval of the Members for the resolution for the items as mentioned in the Postal Ballot Notice dated January 30, 2019 ("Notice") and wish to submit my report as hereunder:

1. The Company has appointed Karvy Fintech Private Limited ("Karvy") to provide e-voting facility to its Members.
2. On February 7, 2019, the Notice along with annexures was sent to all members whose names appeared on the Register of Members as on February 1, 2019 by courier and e-mail. A public notice to that effect was also released in Financial Express and Visalandhra newspapers on February 8, 2019, respectively.
3. The voting period (by e-voting as well as postal ballot) commenced on February 8, 2019 from 9.00 a.m. and concluded on March 9, 2019 at 5.00 p.m.
4. Voting rights of the Members have been reckoned in proportion to their shares of the paid up equity share capital of the Company as on February 1, 2019.
5. Particulars of all the postal ballot forms received from the Members at address provided in the self-addressed postage prepaid business reply envelope upto the cut off time i.e. 5.00 p.m. on March 9, 2019 have been entered in a register separately maintained for this purpose and were considered for the purpose of scrutiny.
6. The votes cast through e-voting upto March 9, 2019 till 5.00 p.m. were downloaded from Karvy's website and unblocked at 5.05 p.m. on March 9, 2019 in presence of two witnesses residing at Hyderabad who are not in employment of the Company.



7. The names of the Members, their shareholding and specimen signatures on the postal Ballot forms have been verified with the data and specimen signature records as maintained by Karvy Fintech Private Limited, Registrar and Transfer Agent (RTA) /as provided by the Depositories.
8. In respect of Members who have been exercised their voting rights through both postal ballot and e-voting, the votes cast through e-voting have been considered as valid.
9. Nil envelopes containing postal ballot forms received after 5.00 p.m. on March 9, 2019 onwards were not considered for scrutiny and the same have been kept separately.
10. **1207 (One Thousand Two Hundred and Seven Only)** envelopes containing postal ballot forms, returned undelivered by the postal authorities, were also not opened and the same have been kept separately.
11. I have not found any mutilated postal ballot forms.
12. In general and for your information, I carried out such scrutiny as I considered necessary for the purpose of Postal Ballot including e-voting.

Based on the above, I have compiled the results of the voting by postal ballot / e-voting in respect of

1. **Special Resolution to Re-appoint Sri D. Seetharamaiah (DIN: 00005016) as Non-Executive Independent Director for second term of 5 (five) consecutive years as contained in the Notice and the same is furnished as under:**

Particulars	No. of Ballots		No. of equity shares	
	Postal Ballot	E-voting	Postal Ballot	E-voting
Total Numbers of Members voted	97	104	34,022	3,10,89,230
Less: Invalid votes	8	-	2,844	-
Less: abstain votes/Less voted	1	2	*341	1,87,384
Total Number of Valid votes	88	102	30,837	3,09,01,845
Grand Total of Valid Votes	190		3,09,32,682	

**includes less voted 340 shares.*



Voted in **FAVOUR** of the Resolution:

Particulars	Number of Members voted	Number of votes cast in favor of the resolution	Percentage of valid votes cast
Votes received through Postal Ballot forms	86	30,810	98.02
Votes received through e-voting	89	3,02,90,021	
Total	175	3,03,20,831	98.02

Voted **AGAINST** the Resolution:

Particulars	Number of Members voted	Number of votes cast against the resolution	Percentage of valid votes cast
Votes received through physical Postal Ballot forms	2	27	1.98
Votes received through e-voting	14	6,11,825	
Total	16	6,11,852	1.98

Voted **ABSTAIN** for the Resolution:

Particulars	Number of Members voted	Number of votes abstain/less voted for the resolution
Votes received through physical Postal Ballot forms	1	341
Votes received through e-voting	2	1,87,384
Total	3	1,87,725

INVALID votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Votes received through physical Postal Ballot forms	8	2,844
Votes received through e-voting	-	-
Total	8	2,844



2. Ordinary Resolution to appoint Smt. Aparna Surabhi (DIN: 01641633) as Non-Executive Independent Women Director for a term of 5 (five) consecutive years as contained in the Notice and the same is furnished as under:

Particulars	No. of Ballots		No. of equity shares	
	Postal Ballot	E-voting	Postal Ballot	E-voting
Total Numbers of Members voted	97	105	34,022	3,10,89,330
Less: Invalid votes	8	-	2,844	-
Less: abstain votes/Less voted	1	-	*343	-
Total Number of Valid votes	88	102	30,835	3,10,89,330
Grand Total of Valid Votes	190		3,11,20,165	

*includes less voted 340 shares.

Voted in **FAVOUR** of the Resolution:

Particulars	Number of Members voted	Number of votes cast in favour of the resolution	Percentage of valid votes cast
Votes received through Postal Ballot forms	86	30,816	99.99
Votes received through e-voting	99	3,10,88,853	
Total	185	3,11,19,669	99.99

Voted **AGAINST** the Resolution:

Particulars	Number of Members voted	Number of votes cast against the resolution	Percentage of valid votes cast
Votes received through physical Postal Ballot forms	2	19	0.01
Votes received through e-voting	7	477	
Total	9	496	0.01

Voted **ABSTAIN** for the Resolution:

Particulars	Number of Members voted	Number of votes abstain for the resolution
Votes received through physical Postal Ballot forms	1	343
Votes received through e-voting	-	-
Total	1	343



INVALID votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Votes received through physical Postal Ballot forms	8	2,844
Votes received through e-voting	-	-
Total	8	2,844

3. **Special Resolution to re-appoint Smt. N. Bhuvaneshwari (DIN: 00003741) as Whole Time Director designated as Vice-Chairman person and Managing Director (VC & MD) of the Company for a further term of 5 (five) years w.e.f April 1, 2019 as contained in the Notice and the same is furnished as under:**

Particulars	No. of Ballots		No. of equity shares	
	Postal Ballot	E-voting	Postal Ballot	E-voting
Total Numbers of Members voted	97	105	34,022	3,10,89,330
Less: Invalid votes	8	-	2,844	-
Less: Abstain votes/Less Voted	1	14	*343	2,36,58,626
Total Number of Valid votes	88	91	30,835	74,30,704
Grand Total of Valid Votes	179		74,61,539	

**includes less voted 340 shares.*

Voted in **FAVOUR** of the Resolution:

Particulars	Number of Members voted	Number of votes cast in favour of the resolution	Percentage of valid votes cast
Votes received through Postal Ballot forms	87	30,828	91.80
Votes received through e-voting	73	68,18,537	
Total	160	68,49,365	91.80



Voted **AGAINST** the Resolution:

Particulars	Number of Members voted	Number of votes cast against the resolution	Percentage of valid votes cast
Votes received through physical Postal Ballot forms	1	7	8.20
Votes received through e-voting	19	6,12,167	
Total	20	6,12,174	8.20

Voted **ABSTAIN** for the Resolution:

Particulars	Number of Members voted	Number of votes abstain for the resolution
Votes received through physical Postal Ballot forms	1	343
Votes received through e-voting	14	2,36,58,626
Total	15	2,36,58,969

INVALID votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Votes received through physical Postal Ballot forms	8	2,844
Votes received through e-voting	-	-
Total	8	2,844

4. Special Resolution to re-appoint Smt. N. Brahmani (DIN: 02338940) as Whole Time Director designated as Executive Director of the Company for a further term of 5 (five) years w.e.f April 1, 2019 as contained in the Notice and the same is furnished as under:

Particulars	No. of Ballots		No. of equity shares	
	Postal Ballot	E-voting	Postal Ballot	E-voting
Total Numbers of Members voted	97	105	34,022	3,10,89,330
Less: Invalid votes	8	-	2,844	-
Less: Abstain votes/Less Voted	-	14	*340	2,36,58,626
Total Number of Valid votes	89	91	30,838	74,30,704
Grand Total of Valid Votes	180		74,61,542	

*includes less voted 340 shares.



Voted in **FAVOUR** of the Resolution:

Particulars	Number of Members voted	Number of votes cast in favour of the resolution	Percentage of valid votes cast
Votes received through Postal Ballot forms	87	30,811	90.48
Votes received through e-voting	73	67,20,203	
Total	160	67,51,014	90.48

Voted **AGAINST** the Resolution:

Particulars	Number of Members voted	Number of votes cast against the resolution	Percentage of valid votes cast
Votes received through physical Postal Ballot forms	2	27	9.52
Votes received through e-voting	19	7,10,501	
Total	21	7,10,528	9.52

Voted **ABSTAIN** for the Resolution:

Particulars	Number of Members voted	Number of votes abstain for the resolution
Votes received through physical Postal Ballot forms	-	340
Votes received through e-voting	14	2,36,58,626
Total	14	2,36,58,626

INVALID votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Votes received through physical Postal Ballot forms	8	2,844
Votes received through e-voting	-	-
Total	8	2,844

Based on the foregoing, the resolution as outlined hereinabove may be considered as carried by the requisite majority of Members under the applicable provisions of the Companies Act, 2013.



The relevant records relating to postal ballot and all other papers including voting by electronic means shall be under my safe custody till the Chairman / Director considers, approves and signs the minutes and thereafter the same shall be handed over to the Company Secretary.

For Ravi & Subramanyam
Company Secretaries


(K.V.S. Subramanyam)
Partner

FCS No. 5400

C.P No: 4815

Place : Hyderabad

Date : March 11, 2019