



25
YEARS
OF HERITAGE

Ref: SECT: STOC: 46 - 18

30th August, 2018

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: Proceedings of the 26th Annual General Meeting of the Company held on 30th August, 2018 pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 of the Listing Regulations.

Ref: Stock Code: 519552 / HERITGFOOD

Please find enclosed herewith the proceedings of the 26th Annual General Meeting of the Company held on 30th August, 2018 at 10.30 am at National Institute for Micro, Small and Medium Enterprises, Yousufguda, Hyderabad - 500045.

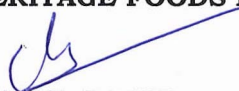
This information is being furnished in compliance with Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, along with Scrutinizers Report.

This is for your information and 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





25
YEARS
OF HERITAGE

Summary of the Proceeding of 26th Annual General Meeting of Heritage Foods Limited

The 26th Annual General Meeting of the members of the Company was convened at 10.30 a.m. on Thursday, 30TH August, 2018 at Auditorium Hall, 2nd Floor, Training Block, National Institute for Micro, Small and Medium Enterprises (formerly NISIET), Yousufguda, Hyderabad - 500 045 and concluded at 12.30 pm.

The Business before the meeting was taken up and the requisite quorum was present throughout the Meeting total 92 members were present in person and through proxy at the AGM.

Sri. D Seetharamaiah, Chairperson of the Company, Chaired the proceedings of the Meeting

The Chairperson gave an overview of the financial performance of the Company for the financial year ended March 31, 2018 and its future outlook.

Chairperson informed the members that the Company has donated 25 Tones of Skimmed Milk Powder worth of Rs.46 Lakhs for the needy people and our employees also had donated one day salary to the Kerala Chief Minister Distress Relief Fund. All the members and Company's officials has observed two minutes silence in memory of all those who lost their lives in Kerala's tragic floods.

Notice of the Annual General Meeting since already circulated, was taken as read with Permission of the members.

Auditors' report along with the annexure to the auditors' report on the standalone and consolidated financial statements for the year 2017-18 ended on 31st March, 2018 read out in the meeting.

The Chairperson informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended the remote e-voting facility to the Members of the Company in respect of businesses to be transacted at the Annual General Meeting. The remote e-voting commenced at 9.00 a.m on August 27, 2018 and ended at 5.00 p.m on August 29, 2018. Savita Jyoti, Practicing Company Secretary (CP No.: 1796) was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process and provide the combined results.



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The Chairperson informed the Members that the Company has arranged for a poll on all the 3 resolutions to be passed at the Meeting. On the invitation of the Chairperson, several Members addressed the Meeting, given their suggestions and seek clarifications on the resolutions to be passed, which were replied satisfactorily by the Chairperson/Executive Director/ President of the Company.

The Chairperson announced that the combined result of e-voting and the physical poll will be put on the Company's website and intimated to the stock exchanges, where the shares of the Company are listed.

All the resolutions were passed with requisite majority through remote e-voting and poll process. Resolutions passed with requisite majority remote e-voting and polls are as follows:

ORDINARY BUSINESSES:

1. Adoption of Financial Statement: (Ordinary Resolution)

- a. The Audited Financial Statements of the Company for the Financial Year ended March 31, 2018, the Reports of the Board of Directors and Auditors thereon ; and
- b. The Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2018.

2. To declare a dividend of Rs.2.00/- per share (40%) on equity shares of face value of Rs.5/- each for the financial year ended on March 31, 2018. (Ordinary Resolution)

3. To appoint a Director in place of Dr. V Nagaraja Naidu (DIN: 00003730) who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)

The poll results will be notified to the stock exchanges in the format prescribed under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the details of the said results will also available on the Company's website.

Thanking You,

For HERITAGE FOODS LIMITED



UMAKANTA BARIK
Company Secretary
M.N: FCS- 6317

CS. SAVITA JYOTI, B.Com., F.C.S.

SCRUTINIZER'S REPORT

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) of the
Companies (Management and Administration) Amendment Rules, 2015]

(Remote e-voting Results)

To,

The Chairperson, 26th Annual General Meeting of the members of M/s. **Heritage Foods Limited** (CIN: L15209TG1992PLC014332) held on Thursday, 30th August, 2018 at Auditorium Hall, 2nd Floor, Training Block, National Institute for Micro, Small and Medium Enterprises, Yousufguda, Hyderabad-500 045.

Dear Sir,

I, Savita Jyoti, Partner of Savita Jyoti & Associates, Practicing Company Secretary (CP No.: 1796), a Company Secretary in practice, have been appointed by the Board of Directors of M/s. HERITAGE FOODS LIMITED ("the Company") as Scrutinizer for the purpose of scrutinizing the remote e-voting process, and ascertaining the requisite majority on remote e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, on the resolutions contained in the notice of the 26th Annual General Meeting (AGM) of the members of the Company, held on Thursday, 30th August, 2018 at 10.30 A.M. at Auditorium Hall, 2nd Floor, Training Block, National Institute For Micro, Small And Medium Enterprises, Yousufguda, Hyderabad-500 045

The Annual Report containing the notice date 24th May, 2018 convening the 26th Annual General Meeting of Company and notice of remote e-voting along with statement setting out the material facts in respect of resolutions proposed to be passed under Section 102 of the Companies Act, 2013 was sent to shareholders 3rd August, 2018 through email and courier.

SJ

CS. SAVITA JYOTI, B.Com., F.C.S.

The management of Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the notice to the 26th Annual General Meeting of the members of the Company. My responsibility as Scrutinizer is restricted to make a scrutinizers report of votes cast "in favor" or "against" the resolutions stated above, based on the reports generated from the remote e-voting system provided by M/s Karvy Computershare Private Limited, the authorized agency to provide remote e-voting facilities, engaged by the Company. Further to the above, I submit my report as under:

1. The e-voting period remained open from **Monday, 27th August, 2018 (09.00 a.m.) to Wednesday, 29th August, 2018 (05.00p.m).**
2. The members of the Company as on "cut-off" date i.e. **Thursday, 23rd August, 2018** were entitled to vote on the resolutions in the notice of the Annual General Meeting.
3. The votes cast were unblocked on **Thursday, 30th August, 2018** after the AGM in the presence of two witnesses, Ms Sonam and Ms Vibha who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Signature



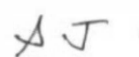
Signature



Name 1: Sonam

Name 2: Vibha

4. Thereafter, I have also generated complete records of votes cast by electronic mode from M/s Karvy Computershare Private Limited the agency appointed for providing and supervising electronic platform: evoting.karvy.com and based on sub e-voting records generated, I hereby report as under:



CS. SAVITA JYOTI, B.Com., F.C.S.

Item No. 1: Adoption of the Audited Financial Statements (Standalone & Consolidated) of the Company for the year ended 31st March, 2018 including Balance Sheet as at 31st March, 2018 and the Statement of Profit & Loss, Reports of the Board of Directors and Auditors thereon.

(i) Voted in ***favour*** of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
78	29338362	100

(ii) Voted in ***against*** of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
0	0	0

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item No.2: Approval of Dividend for the financial year ended 31st March 2018

(i) Voted in ***favour*** of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
82	29664786	100

(ii) Voted in ***against*** of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
0	0	0

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
0	0

CS. SAVITA JYOTI, B.Com., F.C.S.

Item No. 3: Appointment of Director Dr. V Nagaraja Naidu (DIN: 00003730) who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted in **favour** of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
78	29071296	99.9998

(ii) Voted in **against** of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
1	50	0.0002

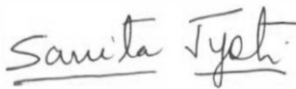
(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
0	0

The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same are handed over to the Chairman or the Company Secretary for safe keeping.

Thanking You,
Yours faithfully,

For **Savita Jyoti Associates**
Company Secretaries



SAVITA JYOTI
CP No.: 1796
M.No. F 3738

SAVITA JYOTI, FCS 3738
Practicing Company Secretary
Certificate of Practice No. 1796

Place: Hyderabad

Date: 30th August, 2018

CS. SAVITA JYOTI, B.Com, F.C.S.

FORM No.MGT-13

Report of Scrutinizer(s)

**[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Amendment Rules, 2015]
(Insta Poll Voting Results)**

To,

The Chairperson,

26th Annual General Meeting of Shareholders of Heritage Foods Limited (CIN:L15209TG1992PLC014332) held on Thursday, 30th August, 2018 at 10.30 A.M. at Auditorium Hall, 2nd Floor, Training Block, National Institute For Micro, Small And Medium Enterprises, Yousufguda, Hyderabad-500 045.

Dear Sir,

I, Savita Jyoti, Partner of Savita Jyoti & Associates, Practicing Company Secretary (CP No.: 1796), appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 26th Annual General Meeting of the members of the Company held on Thursday, 30th August, 2018 at 10.30 a.m. at Auditorium Hall, 2nd Floor, Training Block, National Institute For Micro, Small And Medium Enterprises, Yousufguda, Hyderabad-500 045.

- A. After the time fixed for closing of the poll by the Chairperson, Insta-poll systems are kept for polling was marked by identification mark placed on them.
- B. The e-voting were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- C. the result of the poll is as under

1. Resolution Item No. 1: Ordinary Resolution

Adoption of the Audited Financial Statements (Standalone & Consolidated) of the Company for the year ended 31st March, 2018 including Balance Sheet as at 31st March, 2018 and the Statement of Profit & Loss, Reports of the Board of Directors and Auditors thereon.

SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com, F.C.S.

(i) Voted in **favour** of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
56	21036	100

(ii) Voted in **against** of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
0	0	0

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
0	0

2. Resolution Item No. 2: Ordinary Resolution

Approval of dividend for the financial year ended 31st March, 2018.

(i) Voted in **favour** of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
56	21036	100

(ii) Voted in **against** of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
0	0	0

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
0	0

CS. SAVITA JYOTI, B.Com, FCS

3. Resolution Item No. 3: Ordinary Resolution

Appointment of Director Dr. V Nagaraja Naidu (DIN: 00003730) who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted in ***favour*** of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
56	21036	100

(ii) Voted in ***against*** of the resolution:

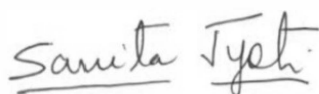
No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
0	0	0

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
0	0

Thanking You,
Yours faithfully,

For **Savita Jyoti Associates**
Company Secretaries



CS Savita Jyoti
CP No.: 1796
M. No. F 3738

SAVITA JYOTI, FCS 3738
Practicing Company Secretary
Certificate of Practice No. 1796

Place: Hyderabad
Date: 30th August, 2018

CS. SAVITA JYOTI, B.Com., F.C.S.

Combined Report of Scrutinizer of Remote E-voting and Insta-Poll

To,

The Chairperson,

26th Annual General Meeting of Shareholders of Heritage Foods Limited (CIN:L15209TG1992PLC014332) held on Thursday, 30th August, 2018 at 10.30 A.M. at Auditorium Hall, 2nd Floor, Training Block, National Institute For Micro, Small And Medium Enterprises, Yousufguda, Hyderabad-500 045.

Dear Sir,

I, Savita Jyoti, Partner of Savita Jyoti & Associates, Practicing Company Secretary (CP No.: 1796), was appointed as Scrutinizer to conduct the voting by way of electronic means and to scrutinize the poll process and voting on poll under the provisions of Section 108 of the Companies Act, 2013 ('Act') read with Chapter VII Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014 and Section 109 of the Companies Act, 2013 read with Chapter VII Rule 21(2) of the Companies (Management and Administration) Rules, 2014 as amended from time to time, respectively at the 26th Annual General Meeting (AGM) of the Company held on Thursday, 30th August, 2018 at Auditorium Hall, 2nd Floor, Training Block, National Institute For Micro, Small And Medium Enterprises, Yousufguda, Hyderabad-500 045.

- a) A Separate Scrutinizer's Report on remote e- voting dated 30th August 2018 has already been issued.
- b) I, as Scrutinizer, appointed by the Company, have also separately issued Scrutinizer's Report dated Thursday, 30th August, 2018 on the voting by the shareholders of the Company through Poll at the AGM of the Company held on Thursday, 30th August, 2018 at Auditorium Hall, 2nd Floor, Training Block, National Institute for Micro, Small and Medium Enterprises, Yousufguda, Hyderabad-500 045.

Handwritten signature/initials

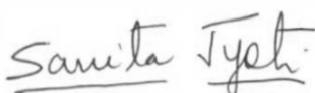
CS. SAVITA JYOTI, B.Com., F.C.S.

- c) The Shareholding details mentioned in the combined report are based on the details provided by the Company / Registrar and Transfer Agents i.e. (M/s. Karvy Computershare Private Limited) of the Company.
- d) I am requested by the management to submit a combined report on the voting by shareholders through electronic voting (Remote e-voting) and through the poll conducted at the AGM. Accordingly, I am submitting herewith a combined report on the results of e-voting together with that of Poll as under.

Item No. of notice	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos. of Shares	% of total number of valid votes cast	Nos. of Shares	% of total number of valid votes cast	Nos.
Item No.1 of the Notice (As an Ordinary Resolution)	29359398	100	0	0	0
Item No.2 of the Notice (As an Ordinary Resolution)	29685822	100	0	0	0
Item No.3 of the Notice (As an Ordinary Resolution)	29092332	99.9998	50	0.0002	0

Hence all the resolutions are passed with REQUISITE MAJORITY.

For **Savita Jyoti Associates**
Company Secretaries



Savita Jyoti
CP No.: 1796
M.No. F 3738

SAVITA JYOTI, FCS 3738
Practicing Company Secretary
Certificate of Practice No. 1796

Place: Hyderabad
Date: 30th August, 2018