



Ref: SECT: STOC: 23- 12

21st May 2012

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: Proceedings of the Minutes Extraordinary General Meeting (through Postal Ballot)

Ref: 1) Stock Code: **HERITGFOOD**
2) Our letter No. **Ref: SECT: STOC: 21 - 12**

In continuation to our letter referred above dtd. 09th May, 2012, please find enclosed herewith the proceedings of the minutes held on 9th May, 2012 at 04.00 P.M. furnished pursuant to clause 31 (d) of the Listing Agreement.

This is for your information and records.

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

UMAKANTA BARIK
Company Secretary

CC to: Bombay Stock Exchange, Mumbai



EXTRACT OF THE MINUTES OF THE PROCEEDINGS HELD ON 9TH MAY 2012 AT 4.00.P.M. AT THE REGISTERED OFFICE OF THE COMPANY RELATING TO DECLARATION OF THE RESULTS OF POSTAL BALLOT CONDUCTED PURSUANT TO SECTION 192A OF THE COMPANIES ACT 1956 READ WITH THE COMPANIES (PASSING OF RESOLUTION BY POSTAL BALLOT) RULES 2011 ON THE RESOLUTION AS SET OUT IN THE NOTICE DATED 27TH MARCH 2012.

Present:

Sri D Seetharamaiah	--- Chairman
Smt.N.Bhuvaneswari	--- Vice Chairperson & Managing Director
Sri. N.Lokesh	--- Director
Ms.Savita Jyothi	--- Scrutinizer
Dr. M Sambasiva Rao	--- President
Sri Umakanta Barik	---Company Secretary

Background:

The postal Ballot notice issued on 27th March 2012 pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, was dispatched to the member of the company on 04th April 2012.

The Board of Director at their meeting held on 27th March 2012 had appointed Ms. Savita Jyothi a practicing Company Secretary, Hyderabad as Scrutinizer for conducting the postal ballot process in a fair and transparent manner. The postal Ballot Forms and the self addressed postage prepaid business reply envelope were sent for use of Members. The Members were requested to return the postal ballot forms duly completed along with the assent (for) or dissent (against) so as to reach the scrutinizer on or before 7th May 2012.

After due scrutiny of all postal ballot forms received by Ms. Savita Jyothi up to the close of working hours of 7th May 2012 (being last date fixed for return of the postal ballot forms duly filled in by the members) Ms. Savita Jyothi submitted her report as under:-

Particular	Public Shareholders		Promoter		Total	
	No of Postal Ballot forms	No of Shares	No of Postal Ballot forms	No of Shares	No of Postal Ballot forms	No of Shares
Total Number of Postal Ballot forms Received	231	1329997	12	5266697	243	6596694
Less: Invalid Postal Ballot Forms	19	3107	Nil	Nil	19	3107
Valid Postal Ballot Forms	212	1326890	12	5266697	224	6593587
Postal Ballot Forms with assent to the Resolution	186	1321186	12	5266697	198	6587883
Postal Ballot Forms with dissent to the Resolution	26	5704	Nil	Nil	26	5704
Percentage of Votes with assent to the Resolution	87.74	99.57	100	100	88.39	99.91
Percentage of Votes with dissent to the Resolution	12.26	0.43	Nil	Nil	11.61	0.09



HERITAGE FOODS (INDIA) LTD.

AN ISO: 22000 CERTIFIED COMPANY





On the basis of Scrutinizers Report, Sri.D.Seetharamaiah Chairman of the company has announced that the proposed Special Resolution was duly passed by the requisite Majority and directed that the resolution be recorded in the minutes of the general meeting of the Members

The Special Resolution duly approved by the members was an under:-

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310, 311 and read with Schedule XIII and other applicable provisions of the Companies Act, 1956 including any statutory modification or re-enactment thereof, or any other law and such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s) and as are agreed to by the Board of Directors (hereinafter referred to as the Board, which the term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorized by the Board in this behalf), consent of the members be and is hereby accorded for re-appointment of Smt. N. Bhuvanewari, Vice Chairperson & Managing Director of the company for a period of 3 years with effect from 1st April, 2012, on the remuneration, Perquisites & Allowances as set out here under.

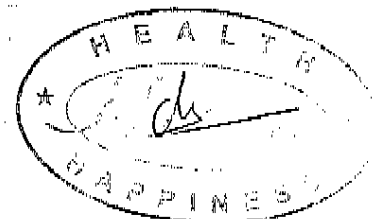
Remuneration:

1. **Basic Salary:** Rs. 7.50 Lakhs per month

Perquisites & Allowances

2. **Books & Periodicals:** Books & Periodicals and outfit requirements not exceeding of Rs. 30,000/- per month
3. **Leave Travel Allowance:** For self and family, once a year subject to ceiling of one month's basic salary
4. **Car & Telephone :** The company shall provide car with driver and telephone at the residence and Mobile phone to the Vice-Chairperson and Managing Director, for the Company's business.
5. **Personal Accident Insurance:** For an amount, premium of which shall not exceed Rs. 50,000 per annum
6. **PF Contribution:** Contribution to Provident Fund shall be as per Rules of the Company.
7. **Gratuity:** Gratuity payable shall not exceed half a month's basic salary for each completed year of service.
8. **Encashment of Un-availed leaves:** Encashment of un-availed leaves as per the rules of the company at the time of retirement / cession of service.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to vary, alter and modify the terms and condition of appointment including remuneration / remuneration structure of Smt. N. Bhuvanewari, Vice Chairperson & Managing Director within the limits prescribed in the explanatory statement subject to the approval of Central Government.





RESOLVED FURTHER THAT Smt. N. Bhuvaneswari shall not be subject to retirement by rotation during her tenure as Vice-Chairperson and Managing Director.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to above resolution."

Place: Hyderabad
Date: 16/05/2012

Sd/-
Sri. D. Seetharamaiah,
Chairman

// CERTIFIED TRUE COPY //


Umakanta Barik,
Company Secretary

