



Ref: SECT: STOC: 41 - 15

24th September, 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: Proceedings of the 23rd Annual General Meeting of the Company held
on 24th September, 2015 pursuant to Clause 31 of the Listing Agreement**

Ref: Stock Code: 519552 / HERITGFOOD

Please find enclosed herewith the proceedings of the 23rd Annual General Meeting of the Company held on 24th September 2015, at 10.30 A.M at National Institute for Micro, Small and Medium Enterprises, Yousufguda, Hyderabad - 500 045 along with Scrutinizers Report.

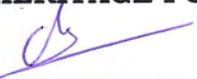
This information is being furnished in compliance with Clause 31 of the Listing Agreement

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





Gist of the proceedings at 23rd Annual General Meeting of Company held on Thursday, September 24th 2015 at 10.30 A.M.

Incompliance with Clause 31(d) of the Listing Agreement, we furnish below the proceedings of the 23rd Annual General Meeting of the Members of the Company was held on Thursday, September 24th, 2015 at 10.30 a.m, at National Institute For Micro, Small And Medium Enterprises, Yousfuguda, Hyderabad-500 045.

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

Total 114 Member (including proxies) attended the Meeting as per the records of attendance.

The Chairperson gave an overview of the financial performance of the Company for the financial year ended March 31, 2015 and its future outlook.

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 September 21st 2015 and ended at 5.00 p.m on 23rd September, 2015. Savita Jyoti, Practicing Company Secretary was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process and provide the combined results.

The Chairperson informed the Members that the Company has arranged for a poll on all the 7 resolutions to be passed at the Meeting. On the invitation of the Chairperson, several Members addressed the Meeting, given their suggestions and raised queries on



HERITAGE FOODS LIMITED
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the Company's accounts and businesses, which were replied by the Chairperson/Executive Director/ President of the Company.

Thereafter, the Chairperson ordered for a poll to be taken at the meeting by Insta-poll and appointed Savita Jyoti, Practicing Company Secretary as the Scrutinizer for the poll process and requested her for an orderly conduct of the voting. 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. The scrutinizer's report on combined results of remote e-voting and the poll is attached. Resolutions passed with requisite majority remote e-voting and polls are as follows:

ORDINARY BUSINESSSES:

1. Adoption of Financial Statement: a. The Audited Financial Statements of the Company for the Financial Year ended 31st March, 2015, 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 31st March, 2015. (Ordinary Resolution)
2. Declaration of Dividend on Equity Shares. (Ordinary Resolution)
3. Appointment of Sri. N. Lokesh (DIN: 02230945), Director retiring by rotation. (Ordinary Resolution)
4. Not to fill the vacancy caused by retirement of Sri N P Rama Krishna (DIN: 00003751) as the Director of the Company. (Ordinary Resolution)
5. Ratification of the appointment of Auditor and to fix their remuneration. (Ordinary Resolution)



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





SPECIAL BUSINESSES:

6. Modification of the Object Clause of the Memorandum of Association of the Company. (Special Resolution)
7. Modification in liability Clause of the Memorandum of Association of the Company. (Special Resolution)

The poll results were notified the stock exchanges in the format prescribed under Clause 35A of the Listing Agreement and the details of the said results were also uploaded on the Company's website.

For HERITAGE FOODS LIMITED

ch
UMAKANTA BARIK
Company Secretary
M.N: FCS- 6317



Encl: a/a

SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

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

SCRUTINIZER'S REPORT

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

To,

The Chairman of 23rd Annual General Meeting of the members of M/s. **Heritage Foods Limited** (formerly known as M/s Heritage Foods (India) Limited, CIN: L15209TG1992PLC014332) to be held on 24th Day of September, 2015 at National Institute for Micro, Small and Medium Enterprises, Yousufguda, Hyderabad-500 045.

Dear Sir,

I, Savita Jyoti, 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, on the resolutions contained in the notice of the 23rd Annual General Meeting (AGM) of the members of the Company, to be held on Thursday, 24th September, 2015 at 10.30 A.M. at National Institute For Micro, Small And Medium Enterprises, Yousufguda, Hyderabad-500 045.

The Annual Report containing the notice date 22nd July, 2015 convening the 23rd 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 31st August, 2015 through email and courier.

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 23rd 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, A.T.

SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

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

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, 21st September, 2015 (09.00a.m) to Wednesday, 23rd September, 2015 (05.00p.m).**
2. The members of the Company as on "cut-off" date i.e. **Thursday, 17th September, 2015** were entitled to vote on the resolutions in the notice of the Annual General Meeting.
3. The votes cast were unblocked on **Wednesday, 23rd September, 2015 at 6.00 P.M.** in the presence of two witnesses, Ms Sonam Malkan and Ms Vibha Sharma who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Signature Sonam Malkan Signature Vibha

Name 1: Ms Sonam Malkan Name 2: Ms Vibha Sharma

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 **23rd September, 2015** and based on sub e-voting records generated, I hereby report as under:

A.T.

SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

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, 2015 including Balance Sheet as at 31 March, 2015 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
31	14193006	99.9992

(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	116	0.0008

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
2	178945

Item No.2: Approval of dividend for the financial year ended 31st March, 2015.

(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
34	14372067	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

A.J.

SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

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

Item No. 3: Appointment of Director Sri. N. Lokesh (DIN: 02230945) 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
32	14371949	99.9992

(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	116	0.0008

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
1	2

Item No.4: Not to fill the vacancy caused by retirement of Sri N P Rama Krishna (DIN: 00003751) as the Director of the Company.

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
32	14371949	99.9992

(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	116	0.0008

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
1	2

A.J.

SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

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

Item No.5: Ratification of the appointment of Auditor and to fix their remuneration.

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
30	14193004	99.9992

(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	116	0.0008

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
3	178947

Item No.6: Modification of the Object Clause of the Memorandum of Association of the Company.

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
33	14371951	99.9992

(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	116	0.0008

(iii) Invalid votes:

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

A.J.

SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

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

Item No.7: Modification in liability Clause of the Memorandum of Association of the Company.

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
33	14371951	99.9992

(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	116	0.0008

(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
Practicing Company Secretaries

Savita Jyoti

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: 24th September, 2015.

SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

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) Rule, 2014]

To,
The Chairman,

23rd Annual General Meeting of Shareholders of M/s. Heritage Foods Limited
(Formerly known as M/s. Heritage Foods (India) Limited,
CIN:L15209TG1992PLC014332) held on Thursday, 24th September, 2015 at 10.30
a.m. at National Institute For Micro, Small And Medium Enterprises, Yousufguda,
Hyderabad-500 045.

Dear Sir,

I, Savita Jyoti, appointed as Scrutinizer for the purpose of the poll taken on the
below mentioned resolutions at the 23rd Annual General Meeting of the members of
the Company held on Thursday, 24th September, 2015 at 10.30 a.m. at 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.
- D. the result of the poll is as under

A.J.

SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

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

1. Resolution Item No. 1: Ordinary Resolution

Adoption of the Audited Financial Statements (Standalone & Consolidated) of the Company for the year ended 31st March, 2015 including Balance Sheet as at 31 March, 2015 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
59	16674	99.9341

(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
2	11	0.0659

(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, 2015.

(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
59	16674	99.9341

(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
2	11	0.0659

(iii) Invalid votes:

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

SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

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

3. Resolution Item No. 3: Ordinary Resolution

Appointment of Director Sri. N. Lokesh (DIN: 02230945) 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
59	16674	99.9341

(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
2	11	0.0659

(iii) Invalid votes:

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

4. Resolution Item No.4: Ordinary Resolution

Not to fill the vacancy caused by retirement of Sri N P Rama Krishna (DIN: 00003751) as the Director of the Company.

(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
59	16674	99.9341

(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
2	11	0.0659

(iii) Invalid votes:

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

A.J.

SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

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

5. Resolution Item No.5: Ordinary Resolution

Ratification of the appointment of Auditor and to fix their remuneration.

(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
59	16674	99.9341

(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
2	11	0.0659

(iii) Invalid votes:

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

6. Resolution Item No.6: Special Resolution

Modification of the Object Clause of the Memorandum of Association of the Company.

(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
59	16674	99.9341

(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
2	11	0.0659

(iii) Invalid votes:

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

A.J.

SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

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

7. Resolution Item No.7: Special Resolution

Modification in liability Clause of the Memorandum of Association of the Company.

(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
59	16674	99.9341

(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
2	11	0.0659

(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
Practicing Company Secretaries

Savita Jyoti

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

Place: Hyderabad
Date: 24th September, 2015

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

SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

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

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

To,

The Chairperson,

23rd Annual General Meeting of Shareholders of Heritage Foods Limited (Formerly known as M/s Heritage Foods (India) Limited, CIN:L15209TG1992PLC014332) held on Thursday, 24th September, 2015 at 10.30 A.M. at National Institute For Micro, Small And Medium Enterprises, (Formerly known as NISIET) Yousufguda, Hyderabad-500 045.

Dear Sir,

I, Savita Jyoti, Practicing Company Secretary, 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 respectively at the 23rd Annual General Meeting (AGM) of the Company held on Thursday, 24th September, 2015 at National Institute For Micro, Small And Medium Enterprises, Yousufguda, Hyderabad-500 045.

- a) A Separate Scrutinizer's Report on remote e- voting dated 24th September, 2015 has already been issued.
- b) I, as Scrutinizer, appointed by the Company, have also separately issued Scrutinizer's Report dated 24th September, 2015 on the voting by the shareholders of the Company through Poll at the AGM of the Company held on Thursday, 24th September, 2015 at National Institute For Micro, Small And Medium Enterprises, Yousufguda, Hyderabad-500 045.
- 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.

A.T.

SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

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

- 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)	14209680	99.9991	127	0.0009	178945
Item No.2 of the Notice (As an Ordinary Resolution)	14388741	99.9999	11	0.0001	0
Item No.3 of the Notice (As an Ordinary Resolution)	14388623	99.9991	127	0.0009	2
Item No.4 of the Notice (As an Ordinary Resolution)	14388623	99.9991	127	0.0009	2
Item No.5 of the Notice (As an Ordinary Resolution)	14209678	99.9991	127	0.0009	178947
Item No.6 of the Notice (As an Special Resolution)	14388625	99.9991	127	0.0009	0
Item No.7 of the Notice (As an Special Resolution)	14388625	99.9991	127	0.0009	0

Hence, all the resolutions are passed with requisite majority.

for Savita Jyoti Associates
Practicing Company Secretaries

Savita Jyoti

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: 24th September, 2015