



HERITAGE FOODS LIMITED
(Formerly Known as M/s. Heritage Foods (India) Limited)
CIN: L15209TG1992PLC014332
6-3541/C, Panjagutta, Hyderabad-500 082, Telangana

EXTRACT OF THE PROCEEDINGS, RELATING TO THE DECLARATION OF THE RESULTS OF POSTAL BALLOT CONDUCTED PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 HELD ON 10TH SEPTEMBER 2014 AT 11.00.A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 6-3-541/C, PANJAGUTTA, HYDERABAD-500 082.

Present:

Sri D Seetharamaiah	... Chairman
Smt N Bhuvaneshwari	... Vice Chairperson & Managing Director
Smt.N.Brahmani	... Executive Director
Mrs. Savita Jyothi	... Scrutinizer

The Board of Directors pursuant to Resolutions passed on 30th July 2014 approved to pass the following Resolutions through Postal Ballot under Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014, (including any statutory modifications or re-enactment thereof for the time being in force):

1. Special Resolution for limits of borrowing under Section 180(1) (c) of the Companies Act, 2013, and
2. Special Resolution for Mortgage/Creation of Charges/ Hypothecation etc., of the Properties of the Company under Section 180(1)(c) of the Companies Act, 2013.

Further, the Board of Directors appointed Mrs. Savita Jyothi, Practicing Company Secretary, to act as the Scrutinizer in respect of the subject voting through Postal Ballot.

The Company offered E-voting facility to its members to enable them to cast their votes electronically also, through the electronic platform of Karvy Computershare Private Limited, pursuant to Clause 35B of the Listing Agreement. The Company on 6th August 2014, dispatched or e-mailed to all its Shareholders a Notice dated 30th July 2013 under Section 110 of the Companies Act, 2013 for obtaining the consent of the Shareholders to the 2 Special Resolutions as set out therein by means of Postal Ballot. The Postal Ballot Forms were sent physically or electronically with the notice, for voting period from 7th August 2014 to 8th September 2014.

The Scrutinizer, Mrs. Savita Jyothi, carried out the scrutiny of all the Postal Ballot Forms received upto 5.30pm. on 8th September 2014 and submitted her report thereon to the Chairman of the Company on 10th September 2014.

Based on the above Report, Sri D. Seetharamaiah, Chairman of the Company, declared the results of voting for the 2 Special Resolutions on 10th September 2014 as follows:



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SUMMARY OF RESULTS OF POSTAL BALLOT:

(1) Result of Postal Ballot for Limits for Borrowing under Section 180(1) (c) of the Companies Act, 2013.

Details of Resolution	Special Resolution for Limits of Borrowing under Section 180 (1) (c) of the Companies Act, 2013
Resolution Required	Special Resolution
Mode of Voting	Physical/E-Voting
Date of Postal Ballot Notice	30 th July 2014
Cut-off date for reckoning voting rights	1 st August 2014
Date of dispatch of Notice	6 th August 2014
Total no. of Shareholders on cut-off date	10522

Total No. of Ballot forms received both physical and E-voting as follows:

Particulars	Physical	Electronic	Total
a) Total postal ballot forms received	70	55	125
b) Total number of votes cast	29605	13380321	13409926
c) Less : Abstained / Invalid no of votes	7955	280	8235
d) Valid no. of votes cast (Net)	21650	13380041	13401691
e) Total no. of votes with assent for the Resolution	21020	13379009	13400029
f) Total no. of votes with dissent against the Resolution	630	1032	1662

Details of the voting result as per Clause 35A of the Listing Agreement.

Promoter/ Public	No of Shares Held	No. of Votes Polled*	% of Votes Polled on outstandin g shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes Polled	% of Votes in against on votes Polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	92,85,846	9285846	100.00	9285846	0	100.00	0.00
Public - Institutional holders	8,53,930	42508	4.98	42508	0	100.00	0.00
Public - Others	1,30,59,224	4073337	31.19	4071675	1662	99.96	0.04
Total	2,31,99,000	1,34,01,691	57.77	13400029	1662	99.99	0.01

* Under this column, the valid votes polled are mentioned.

% of total votes cast in favour of the Special Resolution : 99.99
% of total votes cast against the Special Resolution : 0.01

The following Special Resolution was thereafter declared to have been duly passed with requisite majority.



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Limits for Borrowing - SPECIAL RESOLUTION

"RESOLVED THAT in supersession of the Resolution No.1 passed at the Extra Ordinary General Meeting conducted through Postal Ballot held on 26th September, 2008, and pursuant the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereof as amended from time to time, the consent of Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) for borrowing, from time to time, at their discretion for the purpose of the business of the Company, from any one or more banks, financial institutions and other persons, firms, bodies corporate, as it may consider fit, any sum or sums of monies, on such terms and conditions as the Board may deem fit notwithstanding that the money(ies) to be borrowed together with the money(ies) already borrowed by the Company (apart from temporary loan obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid-up Capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any time exceed Rs.500 Crores (Rupees Five Hundred Crores Only)."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

The Number of votes polled in favour of the Special Resolution is 13400029 (99.99% of the total valid votes). Thus, the Special Resolution has been approved by the Shareholders with the requisite majority.

- (2) **Result of Postal Ballot for Mortgage/Creation of Charges/ Hypothecation etc., of the Properties of the Company under Section 180(1) (a) of the Companies Act, 2013 in connection with the borrowings of the Company.**

Details of Resolution	Special Resolution for Mortgage/Creation of Charges/ Hypothecation etc., of the Properties of the Company under Section 180 (1) (a) of the Companies Act, 2013
Resolution Required	Special Resolution
Mode of Voting	Physical/E-Voting
Date of Postal Ballot Notice	30 th July 2014
Cut-off date for reckoning voting rights	1 st August 2014
Date of dispatch of Notice	6 th August 2014
Total no. of Shareholders on cut-off date	10522



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Total No. of Ballot forms received both physical and E-voting as follows:

Particulars	Physical	Electronic	Total
a) Total postal ballot forms received	70	55	125
b) Total number of votes cast	29605	13380321	13409926
c) Less : Abstained / Invalid no of votes	1160	389	1549
d) Valid no. of votes cast (Net)	28445	13379932	13408377
e) Total no. of votes with assent for the Resolution	27615	13378861	13406476
f) Total no. of votes with dissent against the Resolution	830	1071	1901

Details of the voting result as per Clause 35A of the Listing Agreement.

Promoter/Public	No of Shares Held	No. of Votes Polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes Polled	% of Votes in against on votes Polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	9285846	9285846	100.00	9285846	0	100.00	0
Public - Institutional holders	853930	42508	4.98	42508	0	100.00	0
Public - Others	13059224	4080023	31.24	4078122	1901	99.95	0.05
Total	23199000	13408377	57.80	13406476	1901	99.99	0.01

* Under this column, the valid votes polled are mentioned.

% of total votes cast in favour of the Special Resolution: 99.99

% of total votes cast against the Special Resolution : 0.01

The following Special Resolution was thereafter declared to have been duly passed with requisite majority.

Mortgage/Creation of Charges/ Hypothecation etc., of the Properties of the Company - SPECIAL RESOLUTION

"RESOLVED THAT in supersession of the Resolution No.2 passed at the Extra Ordinary General Meeting conducted through Postal Ballot held on 26th September, 2008 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereof as amended from time to time, the consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or rupee/foreign currency convertible bonds and/or bonds with share warrants attached (hereinafter



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collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, shall not, at any time exceed Rs.500 crores (Rupees Five Hundred Crores Only)."

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized and empowered to enter into, sign, seal and execute and deliver such arrangements, assignments, conveyances, covenants, contracts, deeds, writings and other instruments and to do all such acts, deeds, matters and things in the name and on behalf of the Company as the Board may consider expedient, usual, proper or desirable for creating mortgages / charges / hypothecation on all or any of the immoveable and moveable properties of the Company, both present and future, which may be beneficial and convenient to the Company".

The Number of votes polled in favour of the Special Resolution is 13406476 (99.99% of the total valid votes). Thus, the Special Resolution has been approved by the Shareholders with the requisite majority.

Place: Hyderabad
Date: 10-09-2014

sd/-
D. Seetharamaiah
Chairman
(DIN-00005016)

//CERTIFIED TRUE COPY//

cb
Umakanta Barik
Company Secretary



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