

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

Date: 10th September, 2014

To
The Chairman
Heritage Foods Limited
(Formerly Known As Heritage Foods (India) Limited)
6-3-541/C, Panjagutta,
Hyderabad-500082, Telangana
CIN: L15209TG1992PLC014332

Dear Sir,

Sub: Passing of resolutions through Postal Ballot.

Pursuant to the resolution passed by the Board of Directors of M/s. Heritage Foods Limited (Herein after called HFL) on 30th July 2014, I have been appointed as scrutinizer to receive process and scrutinize the postal ballot papers (both Physical & E-Voting) in respect of the special resolutions as circulated in the postal ballot notice dated 30th July 2014.

The Company had made arrangements with the system provider, Karvy Computershare Private Limited to provide platform for recording votes of shareholders electronically through e-voting. Karvy Computershare Private Limited has set up the e-voting facility on the Karvy e-voting website: <http://evoting.karvy.com>

I report that the postal ballot notice dated 30th July 2014, under section 110 of the Companies Act, 2013 read with the relevant rules dispatched to shareholders in physical form by Courier along with self-addressed prepaid business reply envelope on 6th August 2014 for the following resolutions.

S.No	Description of Special Resolutions
1	Limits for Borrowing under Section 180(1) (c) of the Companies Act, 2013
2	Mortgage/Creation of Charges/ Hypothecation etc., of the Properties of the Company under Section 180(1) (a) of the Companies Act, 2013

In addition to the above, postal ballot notices were also sent on 6th August 2014, via electronic mode by RTA to all shareholders at their e-mail addresses registered with the Depository participants as per the data downloaded from the CDSL and NSDL as on 1st August 2014 (cut off date).

I report that I have received the postal ballot forms from the shareholders during the period starting from 6th August 2014 to 8th September 2014 up to 5:30 PM. All the postal ballot forms together with all votes cast by E-voting through Karvy Computershare Private Limited received up to 8th September 2014 being the last date fixed by the Company for receipt of the ballot forms/e-voting were considered for my scrutiny.

On scrutiny, I report that 55 shareholders exercised their vote through e-voting and 70 shareholders exercised their votes through postal ballot forms in physical mode in Resolution 1 and 2.

A.J.

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The details of the Voting are as under:

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

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)	$(3) = \frac{[(2)/(1)]}{*100}$	(4)	(5)	$(6) = \frac{[(4)/(2)]}{*100}$	$(7) = \frac{[(5)/(2)]}{*100}$
Promoter and Promoter Group	9285846	9285846	100.00	9285846	0	100.00	0.00
Public - Institutional holders	853930	42508	4.98	42508	0	100.00	0.00
Public - Others	13059224	4073337	31.19	4071675	1662	99.96	0.04
Total	23199000	13401691	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

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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:

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

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 postal ballot forms and the related papers /registers and records being handed over for safe custody of Sri Umakanta Barik Company Secretary. You may accordingly declare the results of the postal ballot voting.

Thanking you

Place: Hyderabad
Date: 10-09-2014

For SAVITA JYOTI ASSOCIATES

Savita Jyoti

C.S. SAVITA JYOTI
Scrutinizer
M No- FCS 3738
CP No- 1796