Ref: SECT: STOC: 28 – 14

30th July, 2014

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: Outcome of the Board Meeting-reg

Ref: **Stock Code: 519552 / HERITGFOOD**

In Continuation of our letter dated 14th July 2014, the Board of Directors of the Company at their meeting held on 30th July 2014 approved the following items:

1. Un-Audited Financial Results for the Quarter ended 30th June, 2014, as reviewed and recommended by the Audit Committee.

2. Limited Review Report of the Statutory Auditors of the Company on the Un-Audited Financial Results (Standalone & Consolidated) for the quarter / Three months ended 30.06.2014

3. To close the Share Transfer Books and Register of Members from Monday 22-09-2014 to Friday 26-09-2014 (both days inclusive) for the purpose of payment of dividend for the eligible shareholders. The Dividend shall be paid/Credited on 30th September 2014 subject to approval of Shareholders.

4. Accepted the resignation of Sri.N.R Siva Swamy (DIN: 00003749) from the office of Director in the Board of the Company

5. Appointed & fixed the remuneration of Sri K Durga Prasada Rao (DIN: 06888949) as Whole time Director of the Company for a period of 5 Years with effect from 1st August 2014 subject to the approval of Share holders.

6. Sri M Siva Rama Vara Prasad (DIN: 00170919) appointed as Additional Director of the Company and recommended for shareholders for appointing him as Non Executive Independent Director for a period of 5 Years from date of ensuing Annual General Meeting.

7. Recommended to the shareholders for appointing Srivishnu Raju Nandyala (DIN: 00025063) as Non Executive Independent Director for a period of 5 Years from date of ensuing Annual General Meeting.

8. Appointed Sri D.Seetharamaiah(DIN: 00005016) as Non Executive Independent Chairman for a period of 5 Years from date of ensuing Annual General Meeting as per the provisions of Section 149 of the Companies Act, 2013.

9. The shareholders consent to be taken through Postal Ballot as per the provisions of the Companies Act, 2013 and Rules thereof for:

   a) Increase the Borrowing powers of the Board of Directors to Rs.500 Crores as per the provisions of Section 180(1) (c) of the Companies Act 2013.

   b) Creating the Charge /Mortgage/ Hypothecation of Properties of the Company up to that effect as per the provisions of Section 180(1) (a) of the Companies Act 2013.

   c) The calendar of events for conducting the Postal Ballot (is attached)

   d) Ms. Savitha Jyothi Practicing Company Secretary has been appointed as the scrutinizer for conduct of Postal Ballot process.

   e) Smt. N. Brahmani, Executive Director and Mr. Umakanta Barik, Company Secretary have been appointed as persons responsible for the entire process of postal ballot.

10. To convene the 22nd Annual General Meeting of the Members of the Company on Friday 26th September 2014 at 10.30 A.M at Auditorium Hall, 2nd Floor, Training Block, National Institute for Micro, Small and Medium Enterprises (formerly NISIET), Yousufguda, Hyderabad – 500 045.

11. Notice of 22nd Annual General Meeting along with the Director's Report, Auditors Report etc., for the Year ended 31st March 2014

12. Sri J Sambamurthy appointed as Head -Dairy Division of the Company

Kindly take note of the same on record.

Thanking you,

Yours Faithfully,
For **HERITAGE FOODS LTD**

UMAKANTA BARIK
Company Secretary

Encls: a/a

POSTAL BALLOT: ITEM NO.: 1 & 2
CALENDER OF EVENTS

S. #	Particulars	Specimen date
1.	Intimation to stock exchanges regarding convening of board meeting	16th July 2014
2.	Date on which consent given by the scrutinizer to act as such	17th July 2014
3.	Date on which consent given by the e-voting Service provider to act as such	18th July 2014
4.	Date of consideration of the matter in Board meeting	30th July 2014
5.	Date of appointment of scrutinizer & e-voting Service provider	30th July 2014
6.	Date of Board Resolution authorizing Executive Director and Company Secretary for being responsible for the entire postal ballot process	30th July 2014
7.	Approve calendar of events	30th July 2014
8	Filing of intimation of the board resolution and event of calendar for conducting postal ballot to the stock exchange	30th July 2014
9	Submission of Board resolution and event of calendar for conducting postal ballot to the Registrar of Companies	Within one week of passing board resolution
10	Date of completion of dispatch of notice along with postal ballot	6th August, 2014
11	Publication of notice in newspaper for the date of completion of dispatch of notice and last date for receipt of postal ballot forms	7th August 2014
12	Last date for receiving postal ballot papers either in physical/ through e-voting by scrutinizer	8th September 2014
13	Date of handing over the postal ballot papers to the designated authority (Chairman) by the Scrutinizer	10th September 2014
14	Date of general meeting in which the results of postal ballot will be announced by the Chairman	10th September 2014
15	Result to be released to press	11th September 2014
16	Date of returning the Ballot Papers register required to be maintained by the scrutinizer and other related papers to the Chairman by the Scrutinizer	11th September 2014
17	Filing of Resolution with ROC	Within 30 days from declaration of the result
18	Last Date for signing of the minutes book by the Chairman in which the results ballot is recorded	Within 30 days from declaration of the result