



**Ref: SECT: STOC: 41 - 15**

24<sup>th</sup> 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 24<sup>th</sup> September, 2015 pursuant to Clause 31 of the Listing Agreement**

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

Please find enclosed herewith the proceedings of the 23<sup>rd</sup> Annual General Meeting of the Company held on 24<sup>th</sup> 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 23<sup>rd</sup> Annual General Meeting of Company held on Thursday, September 24<sup>th</sup> 2015 at 10.30 A.M.**

Incompliance with Clause 31(d) of the Listing Agreement, we furnish below the proceedings of the 23<sup>rd</sup> Annual General Meeting of the Members of the Company was held on Thursday, September 24<sup>th</sup>, 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 21<sup>st</sup> 2015 and ended at 5.00 p.m on 23<sup>rd</sup> 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



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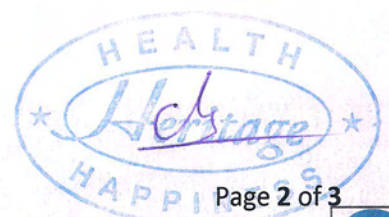
the Company's accounts and businesses, which were replied by the Chairperson/Executive Director/ President of the Company.

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 31<sup>st</sup> 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 31<sup>st</sup> 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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**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**

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



Encl: a/a