



Ref: SECT: STOC: 14 – 17

20<sup>th</sup> March, 2017

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: Intimation under Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 - Voting Results of National Company Law of Tribunal Convened Meeting of the equity shareholders held on 20<sup>th</sup> March, 2017.**

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

With reference to the above captioned subject, we wish to inform you that the National Company Law of Tribunal Convened Meeting of the equity shareholders of the Company was convened on Monday, 20<sup>th</sup> March, 2017 as per the order of the Tribunal for approving the Composite Scheme of Arrangement between Heritage Foods Limited and Heritage Foods Retail Limited and Future Retail Limited and their respective shareholders

The equity shareholders of the Company have duly approved the Composite scheme with requisite majority, based on the Scrutinizer's report by way of e-voting, postal ballot and voting at the meeting venue.

Details of the voting results along with the copy of the scrutinizer report are enclosed for your reference.

Further. Results of voting along with the Scrutinizer's Report are also available on the company's website: [www.heritagefoods.in](http://www.heritagefoods.in)

Request you to kindly take this information on 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





	HERITAGE FOODS LIMITED
Date of the AGM/EGM	20-03-2017
Total number of shareholders on record date	17237
No. of shareholders present in the meeting either in person or through	
Promoters and Promoter Group:	9
Public:	54
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - To approve the Composite Scheme of Arrangement ("the Scheme") among Heritage Foods Limited ("Transferor Company or "HFL") and Heritage Foods Retail Limited ("Transferee Company or "Demerged Company or "HFRL") and Future Retail Limited ("Resulting Company or "FRL") and their respective Shareholders.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	9256696	9256696	100.0000	9256696	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9256696	100	9256696	0	100	0
Public- Institutions	E-Voting	3022273	1000570	33.1065	1000570	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1000570	33.1065	1000570	0	100	0
Public- Non Institutions	E-Voting	10920031	3905350	35.7632	3905350	0	100.0000	0.0000
	Poll		10044	0.0920	10044	0	100.0000	0.0000
	Postal Ballot (if applicable)		104829	0.9600	104610	219	99.7910	0.2089
	Total		4020223	36.8152	4020004	219	99.9946	0.0054
	Total	23199000	14277489	61.5436	14277270	219	99.9985	0.0015



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



FSMS 002

SCRUTINIZER'S REPORT

To,

**The Chairman**

Appointed by National Company Law Tribunal Convened Meeting of Shareholders of M/s. Heritage Foods Limited held on Monday the 20<sup>th</sup> day of March 2017 at 11.00 A.M at Auditorium Hall, 2<sup>nd</sup> Floor, Training Block, National Institute for Micro, Small and Medium Enterprises, Yousufguda, Hyderabad - 500 045.

Dear Sir,

RE: SCRUTINIZER'S REPORT

I, A. Ravi Shankar, Company Secretary in Practice, Hyderabad was appointed as the Scrutinizer by the Board of Directors of Heritage Foods Limited ("**the Company**") for scrutinizing the ballot process (including e-voting) to seek approval of the Members for the resolution for approving the Composite Scheme of Arrangement, as mentioned in the EGM Notice dated February 14, 2017 ("**Notice**") and wish to submit my report as hereunder:

1. The Company has appointed Karvy Computershare Private Limited ("**Karvy**") to provide e-voting facility to its Members.
2. On February 17, 2017, the Notice along with annexures was sent to all members whose names appeared on the Register of Members as on February 11, 2017 courier or e-mail. A public notice to that effect was also released in Business Standard (English language) all editions and in Andhra Bhoomi (Regional Language) newspapers on February 18, 2017 respectively.
3. The voting period (by e-voting as well as ballot) commenced on March 17, 2017 from 9.00 A.M. and concluded on March 19, 2017 at 5.00 P.M.



4. Voting rights of the Members have been reckoned in proportion to their shares of the paid up equity share capital of the Company as on March 13, 2017.
5. Particulars of all the ballot forms received from the Members at address provided in the self-addressed postage prepaid business reply envelope upto the cut off time i.e. 5.00 P.M. on March 19, 2017 have been entered in a register separately maintained for this purpose and were considered for the purpose of scrutiny.
6. The votes cast through e-voting upto March 19, 2017 till 5.00 P.M. were downloaded from Karvy's website and unblocked at 11.40A.M. on March 20, 2017 in presence of two witnesses Mr. Nagaraju and ~~Mr.~~ / Ms. Medha Ben Patel residing at Hyderabad who are not in employment of the Company.
7. The names of the Members, their shareholding and specimen signatures on the Ballot forms have been verified with the data and specimen signature records as maintained by Karvy Computershare Private Limited, Registrar and Transfer Agent (RTA) /as provided by the Depositories.
8. In respect of Members who have been exercised their voting rights through both ballot and e-voting, the votes cast through e-voting have been considered as valid.
9. No envelopes containing ballot forms were received after 5.00 P.M. on March 19, 2017.
10. No envelopes containing ballot forms were returned undelivered.
11. I have not found any mutilated ballot forms.
12. In general and for your information, I carried out such scrutiny as I considered necessary for the purpose of Ballot including e-voting.



Based on the above, I have compiled the results of the voting by ballot / e-voting in respect of **Special Resolution as contained in the Notice** and the same is furnished as under:

Particulars	No. of Ballots			No. of equity shares		
	Ballot	E-voting	Poll	Ballot	E-voting	Poll
Total Numbers of Members voted	90	48	39	1,08,322	1,41,62,616	1,02,154
Less: Invalid votes / abstain votes	5	-	9	3,493	-	92,110
<b>Total Number of Valid votes</b>	<b>85</b>	<b>48</b>	<b>30</b>	<b>1,04,829</b>	<b>1,41,62,616</b>	<b>10,044</b>

Voted in **FAVOUR** of the Resolution:

Particulars	Number of Members voted	Number of votes cast in favor of the resolution	Percentage of valid votes cast
Votes received through e-voting	48	1,41,62,616	
Votes received through Ballot forms	83	1,04,610	
Votes received through Poll	30	10,044	
<b>Total</b>	<b>161</b>	<b>1,42,77,270</b>	<b>99.998</b>



Voted **AGAINST** the Resolution:

Particulars	Number of Members voted	Number of votes cast against the resolution	Percentage of valid votes cast
Votes received through e-voting	-	-	
Votes received through Ballot forms	2	219	
Votes received through Poll	-	-	
<b>Total</b>	<b>2</b>	<b>219</b>	<b>0.002</b>

Based on the foregoing, the resolution as outlined hereinabove may be considered as carried by the requisite majority of Members under the applicable provisions of the Companies Act, 2013.

The relevant records relating to ballot and all other papers including voting by electronic means shall be under my safe custody till the Chairman / Director considers, approves and signs the minutes and thereafter the same shall be handed over to the Company Secretary.

For A. Ravi Shankar & Co

Company Secretaries



(A. Ravi Shankar)

Proprietor

FCS No. 5335

C.P No: 4318

Place: Hyderabad

Date: March 20, 2017

**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) Amendment Rules, 2015]

To,

The Chairman

Appointed by National Company Law Tribunal Convened Meeting of Shareholders  
of M/s. Heritage Foods Limited held on Monday, 20<sup>th</sup> March 2017 at 11.00 A.M. at  
Auditorium Hall, 2<sup>nd</sup> Floor, Training Block, National Institute for Micro, Small and  
Medium Enterprises, Yousufguda, Hyderabad-500 045.

Dear Sir,

I, A Ravi Shankar, Company Secretary in Practice, Hyderabad was appointed as  
Scrutinizer for the purpose of the poll taken on the below mentioned resolution at -  
the Tribunal Convened Meeting of the members of the Company held on Monday,  
March 20, 2017 at 11.00 A.M held at Auditorium Hall, 2<sup>nd</sup> Floor, Training Block,  
National Institute for Micro, Small and Medium Enterprises, Yousufguda, Hyderabad-  
500 045.

1. After the time fixed for closing of the poll by the Chairman, 1 (One) ballot  
box was kept for polling which was locked in my/~~our~~ presence with due  
identification marks placed by me/~~us~~.
2. The locked ballot box was subsequently opened in my/~~our~~ presence and poll  
papers were diligently scrutinized. The poll papers were reconciled with the



records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

OR

~~We did not find any poll papers invalid.~~

4. The result of the poll is as under

Item No. 1:

To approve the Composite Scheme of Arrangement ("the Scheme") among Heritage Foods Limited ("Transferor Company" or "HFL") and Heritage Foods Retail Limited ("Transferee Company" or "Demerged Company" or "HFRL") and Future Retail Limited ("Resulting Company" or "FRL") and their respective Shareholders.

- (i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
30	10,044	100

- (ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	92,110	

5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You,

For A. Ravi Shankar & Co  
Company Secretaries

(A. Ravi Shankar)

Proprietor

FCS No. 5335

C.P No: 4318



Place: Hyderabad

Date: March 20, 2017

**SCRUTINIZER'S REPORT**

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) of the Companies  
(Management and Administration) Amendment Rules, 2015]

**(REMOTE E-VOTING & BALLOT RESULTS)**

To,

The Chairman Appointed by National Company Law Tribunal Convened Meeting of Shareholders of M/s. Heritage Foods Limited held on Monday, 20<sup>th</sup> day of March 2017 at 11.00 A.M. at Auditorium Hall, 2<sup>nd</sup> Floor, Training Block, National Institute for Micro, Small and Medium Enterprises, Yousufguda, Hyderabad-500 045.

Dear Sir,

I, A Ravi Shankar, Company Secretary in practice, Hyderabad has been appointed as Scrutinizer for the purpose of scrutinizing the remote e-voting & Ballot process, and ascertaining the requisite majority on remote e-voting and ballot 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 resolution contained in the notice of the Tribunal Convened Meeting of the members of the Company held on Monday, March 20, 2017 at 11.00 A.M at Auditorium Hall, 2<sup>nd</sup> Floor, Training Block, National Institute for Micro, Small and Medium Enterprises, Yousufguda, Hyderabad - 500 045.

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 and ballot paper on the resolution contained in the notice to the Tribunal Convened 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 resolution stated above, based on the reports generated from the remote e-voting system provided by M/s Karvy Computershare Private Limited, 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 remote e-voting and postal ballot period remained open from **Friday, 17<sup>th</sup> March, 2017 (9.00A.M) to Sunday, 19<sup>th</sup> March, 2017(5.00 P.M).**
2. The members of the Company as on "cut-off" date i.e. **Monday 13<sup>th</sup> March, 2017** were entitled to vote on the resolution in the notice of the Tribunal Convened Meeting.
3. The votes cast were unblocked on **Monday 20<sup>th</sup> March, 2017** after the Tribunal Convened Meeting in the presence of two witnesses namely Mr. Nagaraju and Ms. Medha Ben Patel who are not in the employment of the Company.
4. Thereafter, I have also generated complete records of votes cast by electronic mode and ballot from M/s Karvy Computershare Private Limited the agency appointed for providing and supervising electronic platform: [evoting.karvy.com](http://evoting.karvy.com) and hereby report as under:

**Item No. 1:** To approve the Composite Scheme of Arrangement ("the Scheme") among Heritage Foods Limited ("Transferor Company" or "HFL") and Heritage Foods Retail Limited ("Transferee Company" or "Demerged Company" or "HFRL") and Future Retail Limited ("Resulting Company" or "FRL") and their respective Shareholders.

(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
131	1,42,67,226	99.9985

(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	219	0.0015



(iii) Invalid votes:

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

Thanking You,

For A. Ravi Shankar & Co  
Company Secretaries

(A. Ravi Shankar)

Proprietor

FCS No. 5335

C.P No: 4318



Place: Hyderabad

Date: March 20, 2017