Members of Heritage Foods (India) Limited are hereby given notice for the 20th Annual General Meeting of the Company, the schedule of which and the business to be transacted therein, are given below:

Day and Date	: **Saturday 29th September, 2012**
Time	: **11.00 a.m.**
Venue	: **Auditorium Hall, 2nd Floor, Training Block, National Institute for Micro, Small and Medium Enterprises (formerly NISIET), Yousufguda, Hyderabad – 500 045**

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2012, the Statement of Proft and Loss for the year ended as on that date together with the Reports of the Directors' and the Auditors' thereon.
2. To declare dividend for the year.
3. To appoint a Director in place of Dr. A. Appa Rao, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Dr. V. Nagaraja Naidu, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors of the Company and to fix their remuneration.

By Order of the Board
For HERITAGE FOODS (INDIA) LIMITED

Registered Office:
6-3-541/C, Punjagutta,
Hyderabad – 500 082

Date : 30th July, 2012

UMAKANTA BARIK
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES TO BE EFFECTIVE, SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY OR ITS REGISTRAR AND SHARE TRANSFER AGENT NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF MEETING.**
2. **MEMBERS/PROXIES SHOULD PRODUCE AT THE ENTRANCE OF THE VENUE DULY FILLED ATTENDANCE SLIP FOR ATTENDING THE MEETING.**
3. M/s Karvy Computershare Private Limited (Karvy) is the Registrar and Share Transfer Agent of the Company.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday 26th September, 2012 to Saturday 29th September, 2012 (both days inclusive).
5. The dividend as recommended by the Board of Directors for the year ended 31st March, 2012, when declared at the Annual General Meeting will be paid to the members whose names appear:
   - i) As Beneficial Owners as per list to be furnished by the Depositories in respect of the shares held in demat form;

     and
   - ii) As members on the Register of Members of the Company on record date after giving effect to all valid share transfers in physical form which would be received by the Company upto end of business hours on record date.
6. In order to provide protection against fraudulent encashment of the Dividend Warrants, shareholders holding shares in physical form are requested to intimate the Company under the signature of the sole / first & joint holder, the following information to be incorporated on the Dividend Warrants:
   - (i) Name of the sole / first & joint holder and the Folio Number.
   - (ii) Particulars of Bank Account.
7. Pursuant to provisions of sub-section (5) of Section 205A the Companies Act, 1956 the dividend, which remain unclaimed / unpaid for a period of 7 years shall be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 205C of the Companies Act, 1956. The Company has already transferred unclaimed/unpaid amount of dividends declared upto the Financial Year 2003-04 to the Investor Education and Protection Fund of the Central Government as required under Section 205A and 205C of the Companies Act, 1956.

   Information in respect of such unclaimed dividend and the last date for claiming the same are given below:-

Financial year ended	Date of declaration of Dividend	Last date for claiming unpaid Dividend
2005-06	31-07-2006	30-07-2013
2006-07	22-08-2007	21-08-2014
2007-08	26-09-2008	25-09-2015
2009-10	30-07-2010	29-07-2017
2010-11	29-09-2011	28-09-2018

Shareholders, who have not so far encashed the dividend warrant(s) are requested to seek issue of duplicate warrant(s) by writing to the Company's Registrar and Transfer Agents, M/s Karvy Computershare Private Limited immediately.

Shareholders are requested to note that no claims lie against the Company or the said fund in respect of any amounts which were unclaimed and unpaid for a period of seven years from the date that they first became due for payment and no payment shall be made in respect of any such claims.

8. Non-resident Indian shareholders are requested to inform M/s Karvy Computershare Private Limited immediately:
   - i). The change in the residential status on return to India for permanent settlement and
   - ii). The particulars of Bank Account maintained in India if not furnished earlier.

9. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.

10. Shareholders, holding shares in physical form, are requested to notify immediately change of address, if any, to the Company's Registrar & Share Transfer Agent, M/s. Karvy Computershare Private Limited, Plot No.17 to 24, VittalRao Nagar, Madhapur, Hyderabad-500081.

11. The Register of Directors' shareholdings shall be open for inspection to any member of the Company during the period beginning 14 days before the date of Company's Annual General Meeting and ending 3 days after the date of its conclusion. The said register shall also remain open and accessible during the Annual General Meeting to any person having right to attend the meeting.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account number (PAN) by every participant in securities market, Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrars and Transfer Agents.

13. Members seeking any information relating to the Accounts may write to the Company at the Regd. office at 6-3-541/C, Punjagutta, Hyderabad - 500 082, for attention of Company Secretary at the earliest.

14. All the documents referred to in the Notice will be available to the members at the registered office of the Company between 10.30 A.M to 12.30 P.M on all working days from the date hereof upto the date of the Meeting.

16\. At the ensuing Annual General Meeting, Dr. A. Appa Rao and Dr. V. Nagaraja Naidu retire by rotation and being eligible offer themselves for re-appointment. The information or details pertaining to these directors are provided in terms of Clause 49 of the Listing Agreement with the Stock Exchanges.

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, following information is furnished about the directors proposed to be appointed / re – appointed

Brief resume of the Directors, nature of their expertise in specific functional areas, names of companies in which they hold directorships and chairmanships of Board Committees and their shareholding in the Company are provided below:

a) Dr A Appa Rao, aged 86 years, is a graduate in Agriculture and has a doctorate in Agriculture from Madras University. He completed his Post doctoral work at Kansas State University as TCM-USA Scholar. He was formerly the Vice Chancellor of the Andhra Pradesh Agricultural University. Before taking charge of Vice Chancellor, he was Director of Research, heading the Research activities of the University in the fields of Agriculture, Animal Husbandry and Home Science. He had also a three year stint with World Bank, as an Agriculturalist, at it's New Delhi office. Besides being associated with the IDRC financed Agricultural Research Management (Asia) Project implemented by SEARCA, Philippines for 5 years, Dr. Rao was on the Governing Body of the Indian council of Agricultural Research (ICAR) for two terms. He also served as Chairman / Member of several committees of the Council. Dr. Rao is also on the Board of Directors of Ushakiron Movies Limited (Ramoji Film City) and Andhra Sugars Ltd.

b) Dr.V.Nagaraja Naidu, aged 65 years is a postgraduate in Commerce and Doctorate in Financial Management. Dr. Naidu started his career from Administrative Staff College of India, Hyderabad in 1972 held various positions in reputed Universities viz,. Professor, Dean, Director etc and taught in the fields of Finance and Business Economics at Post graduate and Doctorate levels. He had been the Registrar (Administrative Head) of the Dr B R Ambedkar Open University for about 10 years. He is also director in Heritage International Limited, Northgate Infra Developers Limited, Gold Coast Land Development (P) Ltd and Heritage Agro Marine (P) Limited. He holds 29,000(0.25%) equity shares in the company as on 31st March, 2012

By Order of the Board
For HERITAGE FOODS (INDIA) LIMITED

Registered Office:
6-3-541/C, Panjagutta,
Hyderabad – 500 082

Date: 30th July, 2012

UMAKANTA BARIK
Company Secretary

To:
M/s. Karvy Computershare Private Limited
Unit: Heritage Foods (India) Limited,
Plot No. 17 to 24, Vittalrao Nagar,
Madhapur, Hyderabad – 500 081.

Dear Sir/ Madam,

RE: Green Initiative in Corporate Governance

I agree to receive all communication from the Company in electronic mode. Please register my e-mail ID in your records for sending communication through e-mail.

Folio No. : ....

DP ID : ....

Client ID : ....

PAN : ....

Name of 1st Registered Holder : ....

Name of Joint Holder (s) : ....

....

....

Registered Address : ....

E-mail ID : ....

Date: ....

....
Signature of the First Holder

Important Notes:

1) On registration, all the communication will be sent to the e-mail ID registered in Folio/DP ID & Client ID.
2) The form is also available on the website of the company www.heritagefoods.co.in
3) Shareholders are requested to keep company informed as and when there is any change in the e-mail address. Unless the email id given above is changed by you by sending another communication in writing, the company will continue to send the notices/documents to you on the above mentioned e-mail ID.

Heritage Foods (India) Limited

ATTENDANCE SLIP

Regd.Office: 6-3-541/C, Panjagutta, Hyderabad - 500 082

(Please fill this attendance slip and hand it over at the entrance of the Meeting Hall)

DP ID*		**Folio Number**	
Client ID*			

Name (in BLOCK letters) :

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the **20th Annual General Meeting of the Company to be held at National Institute for Micro, Small and Medium Enterprises, Yousufguda, Hyderabad-45** on Saturday, the 29th September 2012 at 11.00 a.m.

....

Signature of the Shareholder /Authorized Representative/Proxy **

* Applicable for investors holding shares in electronic form

** **Strike out whichever is not applicable**

No Gifts will be given

Heritage Foods (India) Limited

PROXY FORM

Regd.Office: 6-3-541/C, Panjagutta, Hyderabad - 500 082

DP ID*		**Folio Number**	
Client ID*			

I/we ______________________________ resident(s) of ____________________ being a member/members of Heritage Foods (India) Limited, hereby appoint Ms./Mr. ____ of _______________ ____________________________ or failing her/him Ms./Mr. ________________________________ of ________________ ______________________ as my/our proxy to attend and vote for me/us and on my/our behalf for or against any resolution at the 20th Annual General Meeting of the Company to be held on Saturday, the 29th September 2012 at 11.00 a.m. and at any adjournment thereof.

Affix a Revenue Stamp

Signed this ____________ day of ______________, 2012.

Signature of the First/ Sole holder

* Applicable for investors holding shares in electronic form

Note: A Proxy need not be a member. The Proxy in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than **48 HOURS** before the commencement of the meeting.