



Ref: SECT: STOC: 43 – 16

20th July, 2016

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: Notice of 24th Annual General Meeting

Ref: Stock Code: 519552 / HERITGFOOD

Pursuant to Regulation 30 read with Schedule III Part A Para A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Please find enclosed herewith Notice of 24th Annual General Meeting along with Attendance Slip, Proxy Form, AGM Route Map, and Postal Ballot Form of the Company will be held on Friday, 19th August, 2016. The said Notice is also place on the website of our Company at www.heritagefoods.in

Kindly take the above information on record and acknowledge receipt.

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



Notice to Shareholders

Members of Heritage Foods Limited (Formerly known as Heritage Foods (India) Limited) are hereby given notice for the 24th Annual General Meeting of the Company, the schedule of which and the business to be transacted therein, are given below:

| | |
|----------------|---|
| Day and Date : | Friday, August 19, 2016 |
| Time : | 10.30 am |
| Venue : | Auditorium Hall, 2nd Floor, Training Block, National Institute for Micro, Small and Medium Enterprises, Yousufguda, Hyderabad – 500 045, Telangana. |

ORDINARY BUSINESS:

1. To receive Consider and Adopt:
 - a. The Audited Financial Statements of the Company for the Financial Year ended March 31, 2016, the Reports of the Board of Director's and Auditor's thereon; and
 - b. The Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2016.
2. To declare a dividend of ₹ 3.00/- per equity share (30 %) on Equity Shares of ₹ 10/- each for the Financial Year Ended on March 31, 2016.
3. To appoint a Director in place of Dr. V Nagaraja Naidu (DIN: 00003730) who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT, pursuant to Section 139, 142 and other applicable provisions, if any the Companies Act, 2013 and the Rules made there under and the Listing Agreement with the Stock Exchanges/SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015, pursuant to the recommendations of the audit committee of the Board of Directors and pursuant to the resolution passed by the members at the AGM held on September 26, 2014, the appointment of M/s. Raju & Prasad, Chartered Accountants (FRN: 003475S)

as the auditors of the Company to hold office till the conclusion of the AGM to be held in the calendar year 2017 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2017 as may be determined by the Audit Committee in consultation with the auditors, as may be agreed upon between the auditors and the Board of Directors."

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, Mr. Rajesh Thakur Ahuja (DIN: 00371406), who was appointed on March 23, 2016 as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 & Rules made thereof and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 and rules made thereof as ammended from time to time from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for a term upto 5 (five) consecutive years from the conclusion of this Annual General Meeting till the Conclusion of 29th Annual General Meeting to be held in the year 2021, not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any member(s) by the company by sending it to him/her by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the company be and is hereby accorded to charge from the member(s) the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the member(s) for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the company and that no such request shall be entertained by the company post the dispatch of such document by the company to the member(s)."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Director of the company be and is hereby authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to above resolution."

By Order of the Board of Directors

UMAKANTA BARIK

Company Secretary

M. No: FCS-6317

Registered Office:

#6-3-541/C, Punjagutta,
Hyderabad – 500 082

CIN : L15209TG1992PLC014332

Ph : 040-23391221/2

E-mail : hfl@heritagefoods.in

Date : May 23, 2016

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of member(s) not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other shareholder(s).

Proxies in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Meeting. A Proxy Form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable

2. Corporate Member(s) intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signatures authorising their representative(s) to attend and vote on their behalf at the Meeting.
3. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office during working hours on all working days (except Saturdays, Sundays and Public Holidays) upto the date of this Annual General Meeting.
4. M/s Karvy Computershare Private Limited, Karvy Selenium Tower B, 6th Floor, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad is the Registrar and Share Transfer Agent of the Company.
5. Brief resume of Directors proposed to be appointed / re- appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board/Committees, share holding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges / SEBI (Listing Obligation & Disclosure Requirements)

Regulation, 2015, are forming part of the Annual Report.

6. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
7.
 - a) The Company has notified closure of Register of Members and Share Transfer Books from Thursday, August 11, 2016 to Friday, August 19, 2016 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
 - b) The dividend on Equity Shares, if approved at the Meeting, will be credited / dispatched on Friday August 26, 2016.
8. The dividend as recommended by the Board of Directors for the year ended March 31, 2016, 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 member(s) on the Register of Members of the Company on record date after giving effect to all valid share transfer(s) in physical form which would be received by the Company upto end of business hours on Record date.

Pursuant to provisions of Sub-Section (5) of Section 124 the Companies Act, 2013 (Section 205 of the Companies Act, 1956), the Company has transferred the unclaimed/unpaid dividends declared up to financial years 2007-08, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unclaimed/unpaid amounts lying with the Company as on September 24, 2015 (date of last Annual General Meeting) on the website of the Company (www.heritagefoods.in) and also on the website of the Ministry of Corporate Affairs, the information in respect of such unclaimed/unpaid 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 |
|----------------------|---------------------------------|--|
| 2009-10 | 30-07-2010 | 29-07-2017 |
| 2010-11 | 29-09-2011 | 28-09-2018 |
| 2011-12 | 29-09-2012 | 28-09-2019 |
| 2012-13 | 17-07-2013 | 16-07-2020 |
| 2013-14 | 26-09-2014 | 25-09-2021 |
| 2014-15 | 24-09-2015 | 23-09-2022 |

9. 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 their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar/Company.
10. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, Karvy Computershare Private Limited ("Karvy") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.
11. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Karvy.
12. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. As per provisions of Section 20 of the Companies Act, 2013 read with Rules thereunder, a document may be served on any member by sending it to him / her by post or by registered post

or by speed post or by courier or by delivering at his / her office or address, or by such electronic or other mode as may be prescribed including by facsimile telecommunication or to electronic mail address, which the member has provided to his/her Depository Participant / the Company's Registrar & Share Transfer Agent from time to time for sending communications, provided that a member may request for delivery of any document through a particular mode, for which he / she shall pay such fees as may be determined by the company in its annual general meeting. In cases where any member has not registered his/her e-mail address with the company, the service of documents etc. will be effected by other modes of service as provided in Section 20 of the Companies Act, 2013 read with the relevant Rules thereunder. Those members, who desire to receive notice / documents through e-mail, are requested to communicate their e-mail ID and changes thereto from time to time to his/her Depository Participant / the Company's Registrar & Share Transfer Agent as the case may be.

13. Voting through electronic means:

- i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
- ii. The facility for voting through electronic voting system may be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting.
- iii. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- iv. The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Agency to provide e-voting facility.

- v. The Board of Directors of the Company has appointed Mrs. Savita Jyoti, a Practicing Company Secretary (C.P. No. 1796) Secunderabad as Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for same purpose.
- vi. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic share holding) as on the cut-off date i.e. Friday, August 12, 2016.
- vii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Friday, August 12, 2016 only shall be entitled to avail the facility of remote e-voting.
- viii. Any person who becomes member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. Friday, August 12, 2016 may write to the Karvy on the email Id: evoting@karvy.com or to Mr. P A Varghese, Contact No. 040-33215424, at [Unit: Heritage Foods Limited] Karvy Computershare Private Limited, Karvy Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanankramguda, Hyderabad-500032, Telangana, requesting for the User ID and Password. After receipt of the above credentials, please launch internet browser by typing the URL: [.http://evoting.karvy.com](http://evoting.karvy.com) and follow all the steps as directed by the system to cast the vote.
- ix. The remote e-voting facility will be available during the following period:
Commencement of remote e-voting: From 9.00 a.m. (IST) on August 16, 2016.
End of remote e-voting: Up to 5.00 p.m. (IST) on August 18, 2016.
The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy / scrutinizer upon expiry of aforesaid period.
- x. The Scrutinizer, after conclusion of the e-voting period shall unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairperson. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.heritagefoods.in and on the website of Karvy <https://evoting.karvy.com> the results shall simultaneously be communicated to the Stock Exchange where shares of the Company are listed
- xi. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Friday, August 19, 2016.
- xii. Instructions and other information relating to remote e-voting:
- A. In case a member receives an e-mail from Karvy [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]:**
- Launch internet browser by typing the URL: <https://evoting.karvy.com>
 - Enter the login credentials (i.e. User ID and password) which will be sent separately.
- | | |
|-----------|---|
| User – ID | For Members holding shares in Demat Form:- a) For NSDL:- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL:- 16 digits beneficiary ID For Members holding shares in Physical Form:- • Electronic Voting Event Number (EVEN) followed by Folio Number registered with the company |
| Password | Your Unique password is printed on the EGM Notice/forwarded through the electronic notice via email |
| Captcha | Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed, for security reasons. |
- After entering these details appropriately, click on "LOGIN".
 - You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (az), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number,

email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- e. You need to login again with the new credentials.
 - f. On successful login, the system will prompt you to select the E-Voting Event Number for Heritage Foods Limited.
 - g. On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cutoff date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
 - h. Members holding shares under multiple folios / demat accounts shall choose the Voting process separately for each of the folios / demat accounts
 - i. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - j. You may then cast your vote by selecting an appropriate option and click on Submit".
 - k. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
 - l. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: savitajyotiassociates05@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name EVENT NO."
- B. In case a member receives physical copy of the Notice by Post/Courier** [for members whose e-mail addresses are not registered with the Company/ Depository Participant(s)]:
- a. User ID and initial password - These will be sent separately.
 - b. Please follow all steps from Sr. No. (a) to (l) as mentioned in (A) above, to cast your vote.
 - c. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
 - d. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>
14. Printed copies of the 24th Annual Report for the year 2015-16 of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Ballot Paper and Proxy Form is being sent to all members in the permitted mode. In addition, Notice of the 24th Annual General Meeting of the Company in electronic form inter alia indicating the process and manner of e-voting along with Attendance Slip, Ballot Paper and Proxy Form is also being sent to all members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes;
- Members may also note that the 24th Annual Report for the year 2015-16 will also be available on the Company's website www.heritagefoods.in for their download. Even after registering for e-communication, members are entitled to receive such communication in printed form, upon making a request for the same. For any communication, the members may also send requests to the Company's investor email id: umakanta@heritagefoods.in

By Order of the Board of Directors

UMAKANTA BARIK

Company Secretary

M. No: FCS-6317

Registered Office:

#6-3-541/C, Punjagutta,

Hyderabad – 500 082

CIN : L15209TG1992PLC014332

Ph : 040-23391221/2

E-mail : hfl@heritagefoods.in

Date : May 23, 2016

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 5:

The Board of Directors of the Company appointed Mr. Rajesh Thakur Ahuja (DIN: 00371406), pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, an Additional Director with effect from March 23, 2016 and would hold the office up to the date of this Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Rajesh Thakur Ahuja (DIN: 00371406) for the office of Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. Rajesh Thakur Ahuja (DIN: 00371406) that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015. Mr. Rajesh Thakur Ahuja (DIN: 00371406) possesses appropriate skills, experience and knowledge, inter alia, in the field of Management and Administration.

In the opinion of the Board, Mr. Rajesh Thakur Ahuja (DIN: 00371406) fulfills the conditions for his appointment as an Independent Director as specified in the Act and SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015.

Brief resume of Mr. Rajesh Thakur Ahuja, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015, are forming part of the Annual Report.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Rajesh Thakur

Ahuja (DIN: 00371406) is appointed as an Independent Director.

Copy of the draft letter for appointment of Mr. Rajesh Thakur Ahuja (DIN: 00371406) as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Save and except the appointee, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No.5 of the Notice for approval by the shareholders.

Item No. 6:

As per the provisions of Section 20 of the Companies Act, 2013, a member may request for any document through a particular mode, for which the member shall pay such fees as may be determined by the Company in its annual general meeting. Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., therefore it is proposed that actual expense borne by the Company for such dispatch will be paid in advance by the member to the company.

The Board recommends the resolution at item no. 6 for the approval of the Shareholders.

No Director of the Company, Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed resolution.

By Order of the Board of Directors

UMAKANTA BARIK
Company Secretary
M. No: FCS-6317

Registered Office:

#6-3-541/C, Punjagutta,
Hyderabad – 500 082
CIN : L15209TG1992PLC014332
Ph : 040-23391221/2
E-mail : hfl@heritagefoods.in
Date : May 23, 2016

Pursuant to SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015 and applicable Provisions of Companies Act 2013, following informations are 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:

| | |
|--|---|
| 1. Name of the Director | Dr. V Nagaraja Naidu |
| Director Identification Number (DIN) | 00003730 |
| Date of Birth | July 01, 1947 |
| Date of First Appointment | June 05, 1992 |
| Profile of the Director | Dr. V Nagaraja Naidu 69 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. |
| Directorships held in other Public Companies* (Excluding Foreign, Private & Section-8 Companies) | Heritage International Limited |
| Chairmanships/Membership of Committees of other Public Companies* (includes only Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee) | NIL |
| Shareholding in the Company | 50,000 Equity Shares |
| 2. Name of the Director | Mr. Rajesh Thakur Ahuja |
| Director Identification Number (DIN) | 00371406 |
| Date of Birth | May 02, 1971 |
| Date of First Appointment | March 23, 2016 |
| Profile of the Director | Mr. Rajesh Thakur Ahuja is a graduate in Production Engineering from Pune University Engineering College. He started Silver line Wire Products in 1993 as a manufacturer of plastic coated wire products for household applications. In 1998, started marketing under the brand name of Sleek. Presently he is Managing Director at M/s. Sleek International Private Limited. Currently pursuing Owner President Management Programme at Harvard University, USA. |
| Directorships held in other Public Companies* (Excluding Foreign, Private & Section-8 Companies) | Nil |
| Chairmanships/Membership of Committees of other Public Companies* (includes only Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee) | Nil |
| Shareholding in the Company | Nil |

* Directorship and Committee Membership in Heritage Foods Limited are not included in the aforesaid disclosure.

By Order of the Board of Directors

Registered Office:

#6-3-541/C, Punjagutta,
Hyderabad – 500 082
CIN : L15209TG1992PLC014332
Ph : 040-23391221/2
E-mail : hfl@heritagefoods.in
Date : May 23, 2016

UMAKANTA BARIK

Company Secretary

M. No: FCS-6317



ATTENDANCE SLIP



HERITAGE FOODS LIMITED

CIN: L15209TG1992PLC014332

#6-3-541/C, Panjagutta, Hyderabad - 500 082, Telangana

Ph: +91-040-23391221/2, Fax: +91-040-30685458

E-mail: hfl@heritagefoods.in website: www.heritagefoods.in

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

| | |
|--------|--|
| DP ID* | |
|--------|--|

| | |
|--------------|--|
| Folio Number | |
|--------------|--|

| | |
|------------|--|
| Client ID* | |
|------------|--|

| | |
|---------------|--|
| No. of Shares | |
|---------------|--|

Name & Address (in BLOCK letters):

I/we certify that I/we am/are a registered shareholder(s)/proxy(s) for the registered shareholder of the Company. I/we hereby record my/our presence at the 24th Annual General Meeting of the Company to be held at National Institute for Micro, Small and Medium Enterprises, Yousufguda, and Hyderabad - 500045 on Friday, the August 19, 2016 at 10.30 a.m.

.....
Signature of the Shareholder /Authorized Representative/Proxy **

* Applicable for investors holding shares in electronic form

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







PROXY FORM



HERITAGE FOODS LIMITED

CIN: L15209TG1992PLC014332

#6-3-541/C, Panjagutta, Hyderabad - 500 082, Telangana

Ph: +91-040-23391221/2, Fax: +91-040-30685458

E-mail: hfl@heritagefoods.in website: www.heritagefoods.in

[Pursuant Section 105(6) of the Companies Act 2013 and Rule 19(3) of Companies (Management and Administration) Rules, 2014 - Form No. MGT-11

| | |
|------------------------|--------|
| Name of the Member(s): | |
| Registered address: | |
| Folio No./Client Id: | DP ID: |
| E-mail Id: | |

I/We, being the member(s) having..... Shares of the above named Company, hereby appoint:

| | | |
|--------------------|-------------|-------------|
| 1. | Name : | Address : |
| | E-mail Id : | Signature : |
| or failing him/her | | |
| 2. | Name : | Address : |
| | E-mail Id : | Signature : |
| or failing him/her | | |
| 3. | Name : | Address : |
| | E-mail Id : | Signature : |



as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company to be held on Friday, the August 19, 2016 at 10.30 a.m. at National Institute For Micro, Small And Medium Enterprises, Yousufguda, Hyderabad-45 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution number | Resolutions | Vote (Optional see Notes) (Please mention no. of shares) | | |
|---------------------------|--|---|---------|---------|
| | | For | Against | Abstain |
| Ordinary Business: | | | | |
| 1. | Adoption of Financial Statement: a. The Audited Financial Statements of the Company for the Financial Year ended March 31, 2016, 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 March 31, 2016 | | | |
| 2. | To declare a dividend of ₹ 3.00/- per equity share (30%) on Equity Shares of ₹ 10/- each for the Financial Year Ended on March 31, 2016 | | | |
| 3. | To appoint a Director in place of Dr. V Nagaraja Naidu (DIN: 00003730) who retires by rotation and being eligible, offers himself for re-appointment. | | | |
| 4. | To ratify the appointment of auditors of the Company, and to fix their remuneration. | | | |
| Special Business: | | | | |
| 5. | To Appoint Mr.Rajesh Thakur Ahuja (DIN: 00371406) Director as Non Executive Independent Chairman for a Period of 5 years. | | | |
| 6. | To approve the Service of Notice etc., as per the Section 20 of the Companies Act, 2013 | | | |

Signed this _____ day of _____ 2016

| |
|---------------------------|
| Affix Revenue Stamp |
|---------------------------|

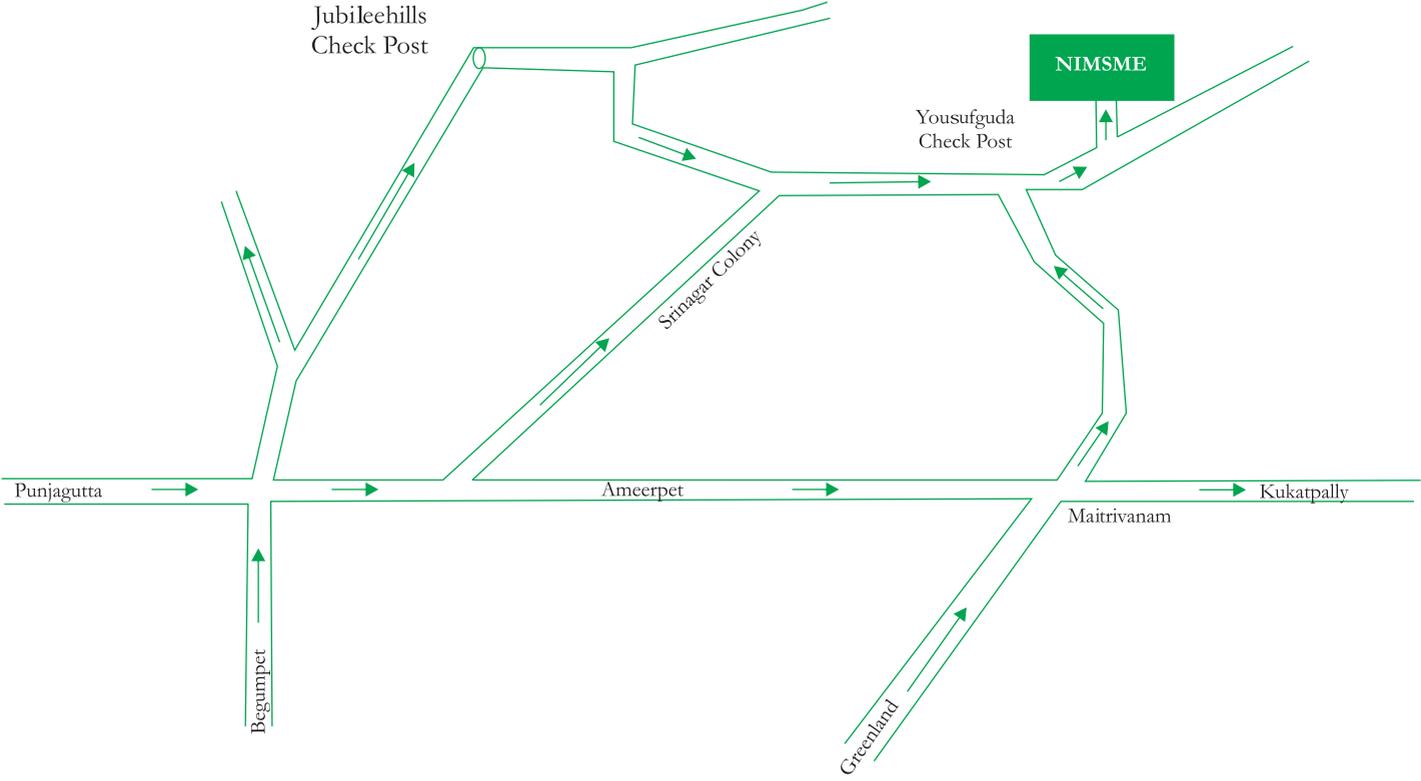
Signature of Shareholder

Signature of Proxy holder(s)

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**
- A Proxy need not be a member of the Company.**
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For', 'Against', or 'Abstain' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders.

Route Map of the Venue of the AGM





HERITAGE FOODS LIMITED

(Formerly Known as M/s. Heritage Foods (India) Limited)

CIN:L15209TG1992PLC014332

Regd .Off:# 6-3541/C, Panjagutta, Hyderabad-500 082, Telangana, India

Tel: 040-23391221/222, Fax: 040-30685458

Web: www.heritagefoods.in, e-mail: hfl@heritagefoods.in

MGT-12 (POOLING PAPERS)

(Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014)

BALLOT PAPER

Sr. No :

1. Name and Registered Address of the Sole/First named shareholder :

2. Name(s) of the Joint Holder(s), if any :

3. Registered Folio / DP ID No. & Client ID No.* :

4. Number of Shares held :

5. Class of Shares :

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed for the business stated in the notice dated 23rd May, 2016, convening the 24th Annual General Meeting of the Company to be held on 19th August, 2016, by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (✓) mark at the appropriate box below.

| Item No. | Description | Type of Resolution | No. of Shares | I/We assent to the Resolution (FOR) | I/We dissent to the Resolution (AGAINST) |
|----------|--|---------------------|---------------|-------------------------------------|--|
| 1 | Adoption of Financial Statement: a. The Audited Financial Statements of the Company for the Financial Year ended March 31, 2016, 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 March 31, 2016 | Ordinary Resolution | | | |
| 2 | To declare a dividend of Rs.3.00/- per equity share (30%) on Equity Shares of Rs.10/- each for the financial year ended March 31, 2016. | Ordinary Resolution | | | |
| 3 | To appoint a Director in place of Dr. V Nagaraja Naidu (DIN:00003730) who retires by rotation and being eligible, offers himself for re-appointment. | Ordinary Resolution | | | |
| 4 | To ratify the appointment of auditors of the Company, and to fix their remuneration. | Ordinary Resolution | | | |
| 5 | To Appoint Mr. Rajesh Thakur Ahuja (DIN:00371406) Director as Non Executive Independent Chairman for a Period of 5 years. | Ordinary Resolution | | | |
| 6 | To approve the Service of Notice etc., as per the Section 20 of the Companies Act, 2013 | Ordinary Resolution | | | |

Place :

Date :

Signature of the Shareholder

