



## **HERITAGE FOODS LIMITED**

(AN ISO 22000 COMPANY)

CIN: L15209TG1992PLC014332

Regd. Office: # 6-3-541/C, Panjagutta, Hyderabad-500082, Telangana

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### **NOTICE FOR 25<sup>TH</sup> ANNUAL GENERAL MEETING, BOOK CLOSURE & REMOTE E-VOTING INFORMATION TO MEMBERS**

**NOTICE** is hereby given that the **25<sup>th</sup> Annual General Meeting (AGM)** of the Company will be held on **Wednesday, the 23<sup>rd</sup> August, 2017 at 11.00 a.m at Auditorium Hall, 2nd Floor, Training Block, National Institute for Micro, Small and Medium Enterprises (formerly NISIET), Yousufguda, Hyderabad – 500 045, Telangana.** The Notice of the Meeting setting out the Ordinary business to be transacted thereat and the Audited Standalone and Consolidated Financial Statements, Report of the Board of Directors and the Auditor's Report, etc for the financial year ended March 31, 2017 were sent to the Members at their registered addresses on 26<sup>th</sup> July, 2017 ("Date of Completion of Dispatch").

**NOTICE** is hereby further given that to Section 101 and 136 of the Act read with Rule 18 of the Companies (Management and Administration) Amendment Rules, 2014, amended from time to time, the Annual Report of the Company, including Notice convening the 25<sup>th</sup> Annual General Meeting ('said Notice'), Board's Report including Management Discussion and Analysis, Corporate Governance Report, Independent Auditors' Report and Audited Financial Statements including Balance sheet as at 31<sup>st</sup> March, 2017 and Statement of Profit and Loss for the financial year ended 31<sup>st</sup> March, 2017 have sent on 26<sup>th</sup> July, 2017 through electronic mode to all the members whose email IDs were registered with the Company / Depository Participants.

**NOTICE** is hereby further given that pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that the Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday 16<sup>th</sup> August, 2017 to Wednesday 23<sup>rd</sup> August, 2017 (both days inclusive)** for the purpose of the 25<sup>th</sup> AGM and payment of Dividend.

The dividend of Rs.4.00/- per share (40%) on equity shares of face value of Rs.10/- each (including the special dividend of Rs.1.00/- per equity share (10%) on equity shares of Rs.10/- each on the event of Silver Jubilee year of the Company) recommended by the Board, and if approved by the Members at the ensuing AGM, will paid on 29<sup>th</sup> August, 2017 to the members whose names appear on the Register of Members as on the record date.

Smt. Savita Jyoti, a Practicing Company Secretary, (C.P. No. 1796) Secunderabad has been appointed as Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

The Scrutinizer shall after the conclusion of voting at the meeting, shall count the votes cast at the Meeting and unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and shall make, not later than forty-eight hours of the conclusion of the Annual General Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by her in writing, who shall counter sign the same and declare the result of the voting forthwith.

The Results shall be declared by the Chairperson or any other person authorized by him in writing on or within forty-eight hours from the conclusion of the Annual General Meeting. The results declared shall be along with the consolidated Report of the Scrutinizer be placed on the website of the Company i.e. [www.heritagefoods.in](http://www.heritagefoods.in) and on the website of Karvy Computershare Private Limited immediately after the declaration of results. The results shall simultaneously be forwarded to the Stock Exchanges namely BSE Limited & NSE Limited, Mumbai.

A copy of the Annual Report is available on the Company's website [www.heritagefoods.in](http://www.heritagefoods.in) and also available on the website of Karvy Computershare Private Limited i.e. <https://evoting.karvy.com>. However, in case a Member wishes to receive a physical copy of the said documents, he/she may send an e-mail to [evoting@karvy.com](mailto:evoting@karvy.com) or to Mrs. C. Shobha Anand, Contact No. 040-67162222, duly quoting his/her DP ID and Client ID or Folio No., as the case may be, to enable the Company to comply with the request. The said documents will also be available for inspection at the Registered Office of the Company during working hours on all days except Saturdays, Sundays, and Public Holidays up to the date of 25<sup>th</sup> Annual General Meeting.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Amendment Rules, 2014 amended from time to time, the Company is pleased to offer remote e-voting facility, which will enable the Members to cast their votes electronically on all Resolutions set forth in the said Notice.

**(i) The remote e-voting period commences on 20<sup>th</sup> August, 2017 (9 a.m. IST) and**

**(ii) Ends on 22<sup>nd</sup> August, 2017 (5.00 p.m. IST).**

**(iii) The cut-off date for determining the eligibility of Members for remote e-voting and poll is Wednesday, 16<sup>th</sup> August, 2017.**

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 shall be entitled to avail the facility of remote e-voting as well as voting through polling paper in the Annual General Meeting (AGM). Remote e-voting shall not be allowed beyond 5 p.m. IST on Tuesday, 22<sup>nd</sup> August, 2017.

Voting through polling paper/electronic mode shall also be made available to those Members who attends the AGM and have not already cast their vote by remote e-voting.

Any person who becomes a member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date i.e., Wednesday, 16<sup>th</sup> August, 2017 may obtain the User ID and Password in the manner mentioned below:

- a. If the mobile number of the member is registered against Folio No. /DP ID Client ID, the member may send SMS: MYEPWD <space>E-voting Event Number + Folio No. or

DP ID Client ID to 9212993399 to receive the password through SMS.

Example for NSDL: MYEPWD <SPACE>IN12345678

Example for CDSL: MYEPWD<SPACE>1402345612345678

Example for Physical: MYEPWD<SPACE>XXXX1234567890

- b. If e-mail address or mobile number of the member is registered against Folio No. /DP Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No or DP ID, Client ID and PAN to generate a Password.
- c. Member may call Karvy's toll free number 1-800-3454-001

The Members who have already cast their vote by remote e-voting prior to the meeting can attend the Meeting but shall not be entitled to cast their vote again at the 25<sup>th</sup> AGM.

In case of any queries on remote e-voting, please send an email to Karvy Computershare Private Limited at [evoting@karvy.com](mailto:evoting@karvy.com) quoting your Folio Number/DP ID & Client ID. Given below are the details of the person responsible to address the grievances connected with facility for remote e-voting.

Mrs. C. Shobha Anand  
Assistant General Manager  
Karvy Computershare Private Limited  
UNIT: Heritage Foods Limited  
Karvy Selenium Tower B, Plot No. 31 & 32,  
Gachibowli, Financial District, Hyderabad – 500 032  
Tel: 040 6716 2222, Fax: 040 2300 1153

The Shareholders are also requested to update / register their e-mail Ids with the Company in the form sent to them along with Notice of AGM.

**By order of the Board of Directors**

Sd/-  
**UMAKANTA BARIK**  
Company Secretary  
M. No: FCS No - 6317

Place: Hyderabad  
Date: 27.07.2017

**Note:** A member entitled to attend and vote at the meeting is entitled to appoint Proxy/Proxies to attend and vote instead of himself and the proxy or proxies so appointed need not be a member(s), as the case may be, of the Company. A person shall not act as Proxy for more than 50 members and holding in aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a Proxy for any other person or shareholder. The instrument appointing the Proxy and the power of attorney or other authority, if any, under which it is signed or a notarized certified copy of the power of attorney or other authority shall be deposited at the registered office of the Company or at the Company's Share Transfer Agents viz. Karvy Computershare Private Limited, Karvy Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanankramguda, Hyderabad-500032, Telangana at least 48 hours before the commencement of the meeting.

**Please note that duplicate Attendance Slip will not be issued.**