

HERITAGE FOODS LIMITED (Formerly known as HERITAGE FOODS (INDIA) LIMITED) (AN ISO 22000 COMPANY)

CIN: L15209TG1992PLC014332

Regd. Office: # 6-3-541/C, Panjagutta, Hyderabad-500082, Telangana Tel:+91-40-23391221/2, Fax:+91-40-30685458

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Notice for Postal Ballot

Members of Heritage Foods Limited ("the Company") are hereby informed that the Company has completed the dispatch of Postal Ballot Notice and explanatory statement, a postal ballot form and a self addressed prepaid postage envelope (together the "Postal Ballot Documents") on 6th August 2014 in compliance with the provisions of Section 110 of the Companies Act 2013, read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Equity Listing Agreement between the Company and BSE Limited and the National Stock Exchange of India Limited (together, the "Stock Exchanges"), to all members whose names appear as members/beneficial owners in the Company's Register of members/the records of the depository as on 1ST August, 2014. This Postal Ballot is to seek consent of the members by way of Special Resolutions for the matter set out in the Postal Ballot notice dated 30th July, 2014.

The Company is also providing e-voting facility to all the members. The members are requested to note that the voting process through E-voting shall commence on Thursday, 7th August 2014 and will remain open up to closing hours of Saturday, 6th September 2014 at 5:30 PM. The e-voting facility is available to the members to cast their vote at the following link http://evoting.karvy.com

The last date for receipt of votes through Postal Ballot Form from the members, indicating their assent or dissent to the proposed resolution required to be passed under the provisions of the Companies Act, 2013 and rules made thereof, as amended from time to time (as detailed in the said notice) is Monday, 8th September, 2014. In case of non-receipt of Postal Ballot Form, members may request for a duplicate Postal Ballot Form from the Company at the above address. The Postal ballot Notice and Postal Ballot Form is also displayed on the Company's website www.heritagefoods.in.

The Board of Directors of the Company has appointed Smt. Savita Jyoti, Practising Company Secretary, Hyderabad, as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner. Members are requested to follow the instructions given in the Postal Ballot Form and send the duly completed Postal Ballot Form to the Scrutinizer on or before 8th September, 2014. Please note that any Postal Ballot form received after this date will be considered invalid. E-voting module will be disable after 5:30 PM on 6th September 2014.

In case of any queries regarding e-voting you may also refer Frequently Asked Questions (FAQ) for shareholders available at 'Help' section of http://evoting.karvy.com or contact Smt. Shobha Anand at telephone no. 040-44655000.

Any grievances connected with the Postal Ballot/e-voting, please contact the Secretarial Department of the Company at the e-mail as mentioned above.

For **HERITAGE FOODS LTD**

Place: Hyderabad Date: 7th August 2014

Sd/- **Umakanta Barik** Company Secretary M. No: FCS 6317