

Notice to Shareholders

Members of Heritage Foods Limited are hereby given notice for the 26th Annual General Meeting of the Company, the schedule of which and the business to be transacted therein, are given below:

Day and Date	Thursday, August 30, 2018
Time	10:30 am
Venue	Auditorium Hall, 2nd Floor, Training Block, National Institute for Micro, Small and Medium Enterprises, (NIMSME) Yousufguda, Hyderabad - 500 045, Tel: 040-2360 8317

ORDINARY BUSINESS:

1. To receive Consider and Adopt:
 - a. The Audited Financial Statements of the Company for the Financial Year ended March 31, 2018, 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 31st March, 2018
2. To declare a dividend of ₹ 2/- per equity share (40%) on Equity Shares face value of ₹ 5/- each for the Financial Year Ended on March 31, 2018
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.

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 : 04023391221/2
E-mail : hfl@heritagefoods.in
Date : May 24, 2018

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 attached herewith. Proxies submitted on behalf of the corporates, societies etc., must be supported by an appropriate resolution/authority, as applicable

2. Corporate Member(s) intending to send their authorized 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 authorizing their representative(s) to attend and vote on their behalf at the Meeting
3. Relevant documents referred to in the accompanying Notice and notes are open for inspection by the Member(s) at the Company's Registered Office during working hours on all 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 Director proposed to be appointed / re- appointed, nature of his expertise in specific functional areas, names of companies in which he/she hold directorships and memberships / chairmanships of Board/Committees, share holding and relationships between directors inter-se as stipulated in the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, are forming part of the Annual Report.
6. a) The Company has notified closure of Register of Members and Share Transfer Books from Thursday, August 23, 2018 to Thursday, August 30, 2018 (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 Thursday, September 06, 2018

7. The dividend as recommended by the Board of Directors for the year ended March 31, 2018, 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 to transfer the unclaimed/unpaid dividends declared up to financial years 2009-10, 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, the Company has uploaded the details of unclaimed/ unpaid amounts lying with the Company as on August 23, 2017 (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
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
2015-16	19-08-2016	18-08-2023
2016-17	23-08-2017	22-08-2024

Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, all shares on which dividend has not been claimed for seven consecutive years or more shall be transferred to IEPF Authority.

In compliance with the provisions of Section 124 of the Companies Act, 2013, the Company has transferred 6,97,687 no's of equity shares belongs to 726 shareholders to Investor Education and Protection fund Authority (IEPF) on December 7, 2017 of those shareholders who have not claimed the dividends for a continuous period of 7 years.

8. 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.

Shareholder having shares in physical shares: In terms of notification dated June 08, 2018 issued by Securities & Exchanges Board of India (SEBI) request for transfer of shares in physical form shall not be processed by Companies or Registrar w.e.f. December 05, 2018. Therefore if you want to transfer your share on or after December 05, 2018, please get your shares in dematerialised.

9. 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.

10. 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.

11. 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 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 Board of Directors of the Company. 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.

- 12.** M/s. Walker Chandio & Co. LLP, Chartered Accountants (FRN 001076N/500013) was appointed as Statutory Auditors of the Company at the 25th Annual General Meeting held on August 23, 2017 to hold office till the conclusion of the 30th Annual General Meeting of the Company to be held in the year 2022.

Pursuant to notification no: G.S.R. 432 (E) issued by the Ministry of Corporate Affairs on May 7, 2018 amending section 139 of the Companies Act, 2013 and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Statutory Auditors by the Members at every Annual General Meeting (AGM) has been omitted and hence the Board is not proposing to the members for ratification of appointment of Statutory Auditors at this AGM. The Board of Directors are empowered to fix the remuneration of the Statutory Auditor on yearly basis.

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 Obligations & Disclosure Requirements) Regulations, 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 Karvy Computershare Private Limited ("Karvy") as the Agency to provide e-voting facility
- v. The Board of Directors of the Company has appointed Ms. Savita Joyti, Proprietor of M/s. Savita Jyoti Associates, a Practising Company Secretary (M No:3738) (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. Thursday, August 23, 2018
- 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. Thursday, August 23, 2018 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. Thursday, August 23, 2018 may write to the Karvy on the email Id: evoting@karvy.com or to Mrs. C. Shobha Anand, Contact No. 040-67162222, 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> 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 27, 2018

End of remote e-voting: Up to 5.00 p.m. (IST) on August 29, 2018

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.
- 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)]:

- a. Launch internet browser by typing the URL: <https://evoting.karvy.com>
- b. 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 AGM 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.

- c. After entering these details appropriately, click on “LOGIN”.
- d. 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 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 26th Annual Report for the year 2017-18 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 26th 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 26th Annual Report for the year 2017-18 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 - 500082

CIN : L15209TG1992PLC014332

Ph : 04023391221/2

E-mail: hfl@heritagefoods.in

Date : May 24, 2018

Pursuant to SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and applicable Provisions of Companies Act 2013, following information is furnished about the Director proposed to be appointed / re - appointed

Brief resume of the Director, nature of his expertise in specific functional areas, names of Companies in which he 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	00003730
Date of Birth	01-07-1947
Date of Appointment	05-06-1992
Profile of the Director	Dr. V. Nagaraja Naidu, 70 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 and Private Companies)	<ul style="list-style-type: none"> Heritage International Limited
Chairmanships/Membership of Committees of other Public Companies (includes only Audit Committee/ Stakeholders Relationship Committee / Nomination and Remuneration Committee Investors' Grievance Committee)	NIL
Shareholding in the Company	1,00,000 Equity Shares

Registered Office:

6-3-541/C, Punjagutta, Hyderabad - 500 082
 CIN : L15209TG1992PLC014332
 Ph : 04023391221/2
 E-mail : hfl@heritagefoods.in
 Date : May 24, 2018

By Order of the Board of Directors

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: +91-040-23318090
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 26th Annual General Meeting of the Company to be held at National Institute for Micro, Small and Medium Enterprises, Yousufguda, and Hyderabad - 500045 on Thursday, the 30th August, 2018 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: +91-040-23318090

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 26th Annual General Meeting of the Company to be held on Thursday, the 30th August, 2018 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 (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, 2018, 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, 2018.			
2.	To declare a dividend of Rs.2/- per share (40%) on equity shares of face value of Rs.5/- each for the financial year ended on March 31, 2018.			
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.			

Signed this _____ day of _____ 2018



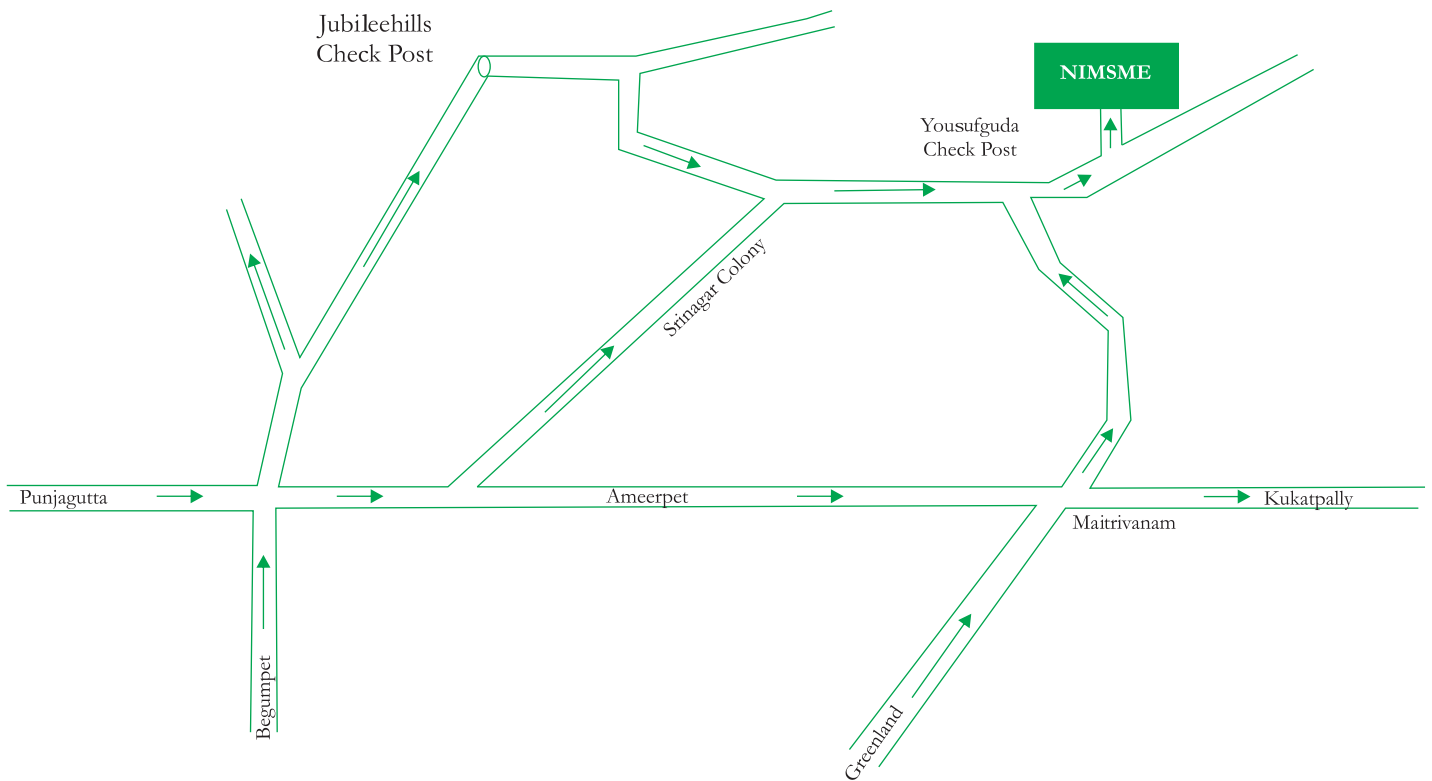
Signature of Shareholder

Signature of Proxy holder(s)

Notes:

- 1. 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.**
- 2. 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' or 'Against' 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



Address of AGM Venue:

National Institute for Micro, Small and Medium Enterprises (NIMSME)
Auditorium Hall, 2nd Floor, Training Block
Yousufguda, Hyderabad – 500 045
Phone: 040-23608544
040-23608317