



HERITAGE FOODS LIMITED

(FORMERLY KNOWN AS HERITAGE FOODS (INDIA) LIMITED)
(AN ISO 22000 COMPANY) CIN: L15209TG1992PLC014332

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Fax : +91-40-30685458, E-mail: hfl@heritagefoods.in, Visit us at: www.heritagefoods.in

NOTICE FOR ANNUAL GENERAL MEETING, BOOK CLOSURE & REMOTE E-VOTING

Notice is hereby given that the 23rd Annual General Meeting (AGM) of Heritage Foods Limited will be held on Thursday, the 24th September, 2015 at 10.30 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 and Special business to be transacted thereat and the Explanatory Statement attached thereto together with the Audited Standalone and Consolidated Financial Statements, Report of the Board of Directors and the Auditor's Report for the financial year ended March 31, 2015 dispatched to the Members and the same has also sent by e-mail to those Members who have registered their e-mail Ids with the Company/ Depository Participant(s) for communication purposes.

Pursuant to the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Amendment Rules, 2015, electronic copies of the Notice convening the AGM and the Annual Report for the year 2014-15 sent by e-mail to all those members of the Company whose email Ids are registered with the Depository Participants.

Physical copies of the Annual Report for the year 2014-2015 sent to all other Members of the Company at their registered address in the permitted mode. The said documents uploaded on the website of the Company i.e., www.heritagefoods.in and on the website of Karvy Computershare Private Limited (Karvy) <http://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 varghese1@karvy.com 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 23rd Annual General Meeting.

Notice is further given pursuant to Section 91 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, that the Register and Index of Members and Share Transfer Books of the Company will remain closed from Thursday, 17th September, 2015 to Thursday, 24th September, 2015 (both days inclusive) for the purpose of the 23rd AGM and for determination of the persons who may be entitled to dividend that may be declared at the AGM of the Company. The dividend, if declared, at the forthcoming AGM of the Company shall be paid on 29th September, 2015 to those Members:

- Whose names appear as Beneficial Owners as at the end of the business hours on Thursday, 17th September, 2015 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of shares held in electronic form; and
- Whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/its Registrar & Share Transfer Agents on or before Thursday, 17th September, 2015

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide its Shareholders the facility of "remote e-voting" (i.e. e-voting from a place other than venue of AGM) to enable them to cast their vote by electronic means on all the resolutions as set out in the said Notice.

In accordance with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed Thursday, 17th September, 2015 as the "cut-off date" to determine the eligibility of members to vote by electronic means or the at the AGM.

A person whose name is recorded in the Register of Members of the Company or in the Statement of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., Thursday, 17th September, 2015 only shall be entitled to avail the facility of remote e-voting or vote at the AGM.

The details pursuant to the provisions of the Companies Act, 2013 and the rules are given here under:

- The Notice and the Annual Report for the financial year 2014-15, dispatched on 31st August, 2015
- Date & time of commencement of remote e-voting through electronic means; 21st September, 2015 at 9.00 a.m
- Date & time of end of remote e-voting through electronic means; 23rd September, 2015 at 5.00 p.m
- Voting through electronic means shall not be allowed beyond 5.00 p.m on 23rd September, 2015
- For e-voting instructions, Members may go through the instructions contained in the Notice convening the AGM and in case of any queries/grievances connected therewith, Members may refer the Frequently Asked Questions (FAQs) and e-voting Use Manual for members available at the download section of <https://evoting.karvy.com> or contact Mr. P.A. Varghese, Tel: 040-33215424 or the Company Secretary of the Company at the contact details mentioned above.

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, 17th September, 2015 may write to the Karvy on the email Id: varghese1@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: <https://evoting.karvy.com> and follow all the steps as directed by the system to cast the vote.

The facility for voting through polling paper/electronic voting shall also be made available at the venue of 23rd AGM. 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 23rd AGM.

For and on behalf of Heritage Foods Limited

Sd/-

Umakanta Barik

Company Secretary

M. No: FCS - 6317

Place : Hyderabad

Date : 31st August, 2015

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.

Size : 17 x 30 cm.