

Notice to Shareholders

Members of Heritage Foods Limited (Formerly known as Heritage Foods (India) Limited) are hereby given notice for the 23rd Annual General Meeting of the Company, the schedule of which and the business to be transacted therein, are given below:

Day and Date :	Thursday, 24th September, 2015
Time :	10.30 A.M.
Venue :	Auditorium Hall, 2nd Floor, Training Block, National Institute for Micro, Small and Medium Enterprises (formerly NISIET), 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 31st March, 2015, 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, 2015
2. To declare a dividend of ₹ 3/- per equity share (30%) on Equity Shares of ₹ 10/- each for the year 31st March, 2015
3. To appoint a Director in place of Sri N Lokesh (DIN: 02230945) who retires by rotation and being eligible, offers himself for re-appointment.
4. To resolve not to fill the vacancy for the time being in the Board caused by the retirement of Sri N P Rama Krishna (DIN: 00003751) who retires by rotation and does not seek for re-appointment..
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 Section 139, 142 and other applicable provisions if any of the Companies Act, 2013 and the Rules made there under and the Listing Agreement with the Stock Exchanges, 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 26th September, 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, 2016 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:

6. Modification of the Object Clause of the Memorandum of Association of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder the consent of Company be and is hereby accorded for modification of object clause of the Company by substituting the heading of clause III (A) and III (B) as under:

- III (A) the objects to be pursued by the Company on its Incorporation are:
- III (B) Matters which are necessary for furtherance of the objects specified in Clause III (A) are:

“RESOLVED FURTHER THAT the Clause III (B) of the Memorandum of Association of the Company be and is hereby Modified by inserting following Clauses 28 – 36 after the existing Clause No: 27.

28. To carry on all kinds of agency business and to take part in the management, supervision or control of the business or operations of any other Company, association, firm or Person (and to act as the agent, secretaries, or other of any such Company, association, firm or person) and in connection therewith to appoint and remunerate any directors, accountants and other experts or agents.
29. To carry on the Retail business of FMCG Products, Food & Non-food items, Fruits & Vegetables and Dairy Products etc, by either establishing the Retail Stores by its own or in a Franchise or E-Commerce Mode and to carry on the business of import, export, distribution of all merchandise, and to act as agents, stockiest, distributors for firms and companies in India and abroad.
30. To buy, sell, manufacture, refine, manipulate, import, export and deal wholesale and retail in commodities, substances, apparatus and things of all kinds, capable of being used or which can conveniently be dealt in by the Company in connection with any of its objects.
31. To carry on the business of agriculturists, horticulturists, planters, cultivators of tea, coffee, teak, tobacco or any other kind of commercial plantations.
32. To construct, enlarge, repair, equip, acquire, improve, work, develop, administer, manage or wholly or partially control in India or elsewhere public or other works roads, bridges, subways, express ways, tunnels,

railways, tramways, docks, locks, harbor, piers, wharves, jetties, ships, launching ways, canals, reservoirs, aqueducts, bridges, embankments, irrigations, reclamations, air and water pollution plant, solar energy devices, sanitary water gas and electrical and electronic works conveyor systems and aerodromes, hangers, cold storage plants, warehouses, shops, shopping complex's or centers, recreational facilities such as theatre, clubs, sports centers, gardens, hotels, restaurants, parks, resorts, medical centers like hospitals and dispensaries, educational centers like schools and colleges, libraries, infrastructural facilities for village, town/city developments, other construction such as parking spaces and to promote and participate in ecological developments, preservation and betterment of environment through plantation of trees, effluent treatment and disposal systems and to carry on the business of proprietors, managers and renters either separately or in collaboration with others and to render technical and managerial advice in building construction, maintaining, repairing and managing such places including terminals and all other works of public utility, and to carry on, contribute to, subsidies, or otherwise aid or take part in any such operations.

33. To purchase or acquire land and to undertake development of land and building activities.
34. To promote, establish, generate, operate, distribute accumulate, maintain, transmit, supply electricity and or power for Captive consumption or for sale by installing, maintaining, operating power plants whether based on thermal, hydel, gas, solar, wind energy, tidal energy or any other source, whether conventional or non-conventional and to lay down, establish power stations, cables, transmission lines, towers, substation terminals and other works for the aforesaid purposes as a division or as a generating company or separate undertaking and to acquire, take on lease, run or manage any company or undertaking engaged in similar activities within the policies, if any laid down by the government from time to time and for any or all of the aforesaid purposes, to do all the ancillary activities as may be considered necessary or beneficial or desirable.
35. To buy, sell, manufacture and deal in minerals, charcoal, coal woods, plants, machinery, implements, appliances, conveniences, and to take on lease or licence, concessions or otherwise in India or elsewhere, mines, mining rights any land and to explore, work, export, develop, turn to account the same and to crush, win, get, carry smelt, calcine, refine, dress, amalgamate, manipulate or prepare for market ore,

metal and mineral substances of all kinds and to carry on any other metallurgical operations which may seem conducive to any of the objects of the company.

36. To aid, assist, promote, develop and manufacture agricultural implements, agricultural machinery and other equipment's and technological development in equipment's used in agricultural field and to organise, conduct, or manage engineering or repair shop or workshops of all description and to manufacture, import, export, buy, sell, or otherwise deal in, agricultural machinery, of all kinds and to adopt such means of making known the uses thereof.

“RESOLVED FURTHER THAT other objects mentioned in the clause III (C) of the Memorandum of Association of the Company be and are hereby deleted.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such other acts and deeds as it may deem fit and appropriate and as may be necessary to settle any question, difficulty or doubt that may arise in regard to the said resolution.”

7. Modification in liability Clause of the Memorandum of Association of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 consent of Company be and is hereby accorded to modify the liability clause of the Memorandum of Association of the Company by substituting the existing Clause IV with the following:

Clause IV. “The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”

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 : 22nd July, 2015

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 members not exceeding fifty (50) and holding in the aggregate not more than ten percent 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 person or shareholder.

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 Members 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 is the Registrar and Share Transfer Agent of the Company.
5. Brief resume of Director 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, 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 17-09-2015 to Thursday 24-09-2015 (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 Tuesday 29th September, 2015.
8. The dividend as recommended by the Board of Directors for the year ended 31st March, 2015, 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 members on the Register of Members of the Company on record date after giving effect to all valid share transfers 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 2006-07, 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 26th September, 2014 (date of last Annual General Meeting) on the website of the Company (www.heritagefoods.in) as also on the website of the Ministry of Corporate Affairs, the information in respect of such unclaimed 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
2007-08	26-09-2008	25-09-2015
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

9. 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 and Clause 35B of the Listing Agreement, 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 Smt Savita Jyothi, a Practicing Company Secretaries, (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. September 17, 2015.
- 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. September 17, 2015 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, 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.
- 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 September 21, 2015

End of remote e-voting: Up to 5.00 p.m. (IST) on September 23, 2015

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 will 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. September 24, 2015.
- 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.
 - 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: hfl.scrutinizer@karvy.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>
10. 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.
 11. 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.
 12. 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.
 13. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

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 : 22nd July, 2015

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

Item No. 6:

In order to comply with the provisions of Section 4, 13 and other applicable provisions of the Companies Act, 2013, the Company needs to delete the other object clause from the Memorandum of Association.

In terms of Section 13 of the Companies Act, 2013 approval of members in general meeting by way of special resolution is required to modify Memorandum of Association of the Company.

The Members are therefore requested to approve, by passing a Special Resolution, modification in the Object Clause of the Memorandum of Association as proposed in accompanying resolution. The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the Shareholders.

Copy of Memorandum of Association of the Company and other documents referred in the notice shall remain open for inspection by the members at the registered office of the Company during working hours on any working day except Saturday, Sunday & Public Holidays.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 7:

In order to comply with the provisions of Section 4 of the Companies Act, 2013, the Company needs to modify the Liability Clause of the Memorandum of Association. The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013.

The Members are therefore requested to approve, by passing a special resolution, modification in the Liability Clause of the Memorandum of Association as proposed in accompanying resolution. The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the Shareholders.

Copy of Memorandum of Association of the Company and other documents referred in the notice shall remain open for inspection by the members at the registered office of the Company during working hours on any working day except Saturday, Sunday & Public Holidays.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, 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 : 04023391221/2

E-mail : hfl@heritagefoods.in

Date : 22nd July, 2015

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges 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 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:

Name of the Director	Sri N Lokesh
DIN	02230945
Date of Birth	23.01.1983
Date of First Appointment	30.06.2008
Profile of the Director	Post Graduate in Business Administration and Management from Stanford University, USA and was associated with world Bank in various World Bank projects.
Directorship held in other public companies (excluding foreign, private and Section 8 Companies)	<ol style="list-style-type: none"> 1. Heritage Foods Retail Limited 2. Heritage International Limited 3. Heritage Conpro Limited
Chairmanship/Memberships of Committee across	Audit Committee - Member Nomination & Remuneration Committee – Member Management Committee – Member
Shareholding in the Company	2,366,400 Equity Shares

By Order of the Board of Directors

Registered Office:

#6-3-541/C, Punjagutta,
 Hyderabad – 500 082
 CIN : L15209TG1992PLC014332
 Ph : 04023391221/2
 E-mail : hfl@heritagefoods.in
 Date : 22nd July, 2015

UMAKANTA BARIK

Company Secretary
 M. No : FCS-6317



HERITAGE FOODS LIMITED
 (Formerly known as HERITAGE FOODS (INDIA) 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*	
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Folio Number	
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Client ID*	
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Name (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 **23rd 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 24th September, 2015 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





HERITAGE FOODS LIMITED

Formerly known as HERITAGE FOODS (INDIA) 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

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 23rd Annual General Meeting of the Company to be held on Thursday, the 24th September, 2015 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	Resolution	Vote (Optional see Note 2) (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 31st March, 2015, 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 31st March, 2015ed Financial Statement of the Company for the Financial Year ended 31st March, 2015.			
2.	To declare a dividend of ₹ 3/- per equity share (30%) on Equity Shares of ₹ 10/- each for the year 31st March, 2015			
3.	To appoint a Director in place of Sri N Lokesh (DIN: 02230945) who retires by rotation and being eligible, offers himself for re-appointment.			
4.	To resolve not to fill the vacancy for the time being in the Board caused by the retirement of Sri N P Rama Krishna (DIN: 00003751) who retires by rotation and does not seek for re-appointment.			
5.	To ratify the appointment of auditors of the Company, and to fix their remuneration.			
Special Business:				
6.	Modification of the Object Clause of the Memorandum of Association of the Company			
7.	Modification in liability Clause of the Memorandum of Association of the Company			

Signed this day of2015

Affix
Revenue
Stamp

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.
3. 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.
4. 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.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders.

Route Map to the Venue of the AGM

