



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

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**NOTICE OF THE 22ND ANNUAL GENERAL MEETING,
BOOK CLOSURE AND E-VOTING INFORMATION ETC.**

NOTICE is hereby given that the **22nd Annual General Meeting** of the Company will be held **on Friday, the 26th September 2014, 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 to transact the business as detailed in the notice which along with Annual Report and other documents for the Financial Year 2013-14 will be send in electronic mode to all the Members whose E-mail Id's are registered with the Company/Depository Participant(s) and physical copies of the same will be send to all other Members at their address in the prescribed mode. Share holders desiring to receive the said documents in physical form will be continue to get the same in physical form will continue to get the same in physical form free of cost upon the Request.

NOTICE is also hereby given that pursuant to Section 91 of the Companies Act, 2013, the Companies (Management and Administration) Rules, 2014 and Clause 16 and other applicable provisions of Listing Agreement with the Stock Exchange, the Register of Members and the Share Transfer Books of the Company will remain closed from **Monday, the 22nd September 2014 to Friday, the 26th September 2014 (Both days inclusive)** for the purpose of payment of Dividend for eligible share holders for the financial year ended 31 March 2014.

The Board of Directors at their meeting held on 23rd May 2014 has recommended the payment of Dividend @ Rs.3.00/- per equity share (30%) of face value of Rs.10/- each. Subject to the provisions of Section 126 of the Companies Act, 2013, the dividend on Equity Shares if approved at the Annual General Meeting shall be credited / Dispatched on the 30th September 2014, as under:

- a) to all those beneficial owners holding shares in electronic form as per the beneficial ownership data available to the company at the National Security Depository Limited (NSDL) and the Central Depository Services (India) Limited (CSDL) as on the record date.
- b) to all those members holding shares in physical form after giving effect to all the valid shares transfer lodged with the company/ Share Transfer Agent (i.e Karvy Computer Share private Limited) as on the record date.

NOTICE is also hereby given that the Company has received notices under Section 160 of the Companies Act, 2013 and rules made thereof from members of their intention to propose Mr. N. Sri Vishnu Raju (DIN-00025063), Mr. M. Siva Rama Vara Prasad (DIN-00170919) and Mr. K. Durga Prasada Rao (DIN-06888949) as a candidates for the office of Director of the Company at the aforesaid Annual General Meeting of the Company.

NOTICE is also hereby given that pursuant to the provisions of Section 108 of the Companies Act, 2013 of the Companies (Management and Administration) Rules, 2014 and Clause 35B and other

applicable provisions of Companies Act, 2013 & Listing Agreement with the Stock Exchange, members holding shares in physical or dematerialized form as on the Cut Off Date i.e 28th August 2014 may cast their vote electronically on the business as set out in the Notice of 22nd Annual General Meeting of the Company through E-voting platform of Karvy Computer share private Limited, Hyderabad, through the portal: <http://evoting.karvy.com>. The Detailed Procedure/Instructions for e-voting are contained in the Notice of the 22nd Annual General Meeting.

In this regard the Members are hereby further notified that:

- a. The Company will dispatch the notice and other Documents of 22nd Annual General meeting on or before 28th August, 2014.
- b. Voting through Electronic means shall commence from on 9:00 AM. 20th September, 2014 and will remain open up to 6:00 PM. on 22nd September 2014.
- c. Voting through electronic means shall not be allowed beyond 6:00 PM. on 22nd September, 2014.
- d. The Annual Report alongwith Notice of 22nd Annual General meeting is available on the website of the Company, ie. www.heritagefoods.in
- e. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <http://evoting.karvy.com> or contact Smt. Shobha Anand at telephone no. 040-44655000.

The Results on resolutions shall be declared on or after the AGM of the Company. The results declared along with the scrutinizer's report shall be placed on the Company's website (www.heritagefoods.in) for information to the Members and communicated to National Stock Exchange of India Limited and BSE Limited.

Members are requested to intimate immediately any change in their addresses and also the queries relating to Share Transfer & other related Correspondence to the Company's Registrar & Share Transfer Agents at their address at:

Karvy Computershare Private Limited,
Plot No-14-24, Vittal Rao Nagar, Madhapur,
Hyderabad - 500 081. Telangana

Place: Hyderabad
Date: 7th August 2014

For **HERITAGE FOODS LTD**

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