

Notice to Shareholders

Members of Heritage Foods Limited (Formerly known as Heritage Foods (India) Limited) are hereby given notice for the 22nd Annual General Meeting of the Company, the schedule of which and the business to be transacted therein, are given below:

Day and Date	Friday, 26th September 2014
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

ORDINARY BUSINESS:

1. To receive Consider and Adopt:
 - a) The Audited Financial Statements of the Company for the Financial Year ended 31st March, 2014, the Reports of the Board of Directors and Auditors thereon ; and
 - b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2014
2. To declare Dividend for the year.
3. To appoint a Director in place of Dr. V. Nagaraja Naidu (DIN:00003730), who retires by rotation at this Annual General Meeting and being eligible offer himself for re-appointment.
4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, M/s Raju & Prasad, Chartered Accountants (FRN: 003475S), Hyderabad, be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the twenty-Fifth AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), on such remuneration, out-of-pocket and travelling expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

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 the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made

thereunder read with Schedule IV to the Act, as amended from time to time & Clause 49 of the Listing Agreement with Stock Exchanges, Sri D.Seetharamaiah, (DIN 00005016), a Non-Executive Independent Director (designated as Chairman) of the Company, who has submitted declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to 5 (Five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of 27th Annual General Meeting to be held in the year 2019, not liable to retire by rotation.”

RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement with the Stock Exchanges, N. Sri Vishnu Raju (DIN: 00025063), who was appointed as an Additional Director on 23rd October, 2013 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for a term upto 5 (Five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of 27th Annual General Meeting to be held in the year 2019, not liable to retire by rotation.”

RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary**

Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Sri.M.Siva Rama Vara Prasad (DIN: 00170919), who was appointed on 30th July, 2014 as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for a term up to 5 (Five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of 27th Annual General Meeting to be held in the year 2019, not liable to retire by rotation.”

RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT Sri K. Durga Prasada Rao (DIN 06888949), who was appointed as an Additional Director w.e.f. 1st August, 2014 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a director of the Company, not liable to retire by rotation”.

9. 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 provision of Sections 196 & 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), as amended from time to time and subject to such consent(s), approval(s) and permission(s) as may be required, consent of the members be and is hereby accorded to the appointment of Sri K. Durga Prasada Rao (DIN 06888949) as a Whole-time Director of the Company, with effect from 1st August, 2014 for a period of 5 (Five) years, on the remuneration, perquisites and allowances as given below:

Remuneration:

- i. Salary (Gross) ₹ 3.00 lakhs (Rupees Three Lakhs only) per month

Perquisites & Allowances

- ii. Leave Travel Allowance For self and family, once a year subject to ceiling of one month's gross salary
- iii. Car & Telephone Car & Telephone shall be as per the rules of the Company.
- iv. PF Contribution Contribution to Provident Fund shall be as per rules of the Company.
- v. Gratuity Gratuity payable shall be as per the rules of the Company.
- vi. Encashment of un-availed Leaves Encashment of un-availed leaves as per the rules of the Company at the time of retirement/ cessation of service.
- vii. Personal Accident Insurance For an amount, Premium of which shall not exceed ₹ 5000/- (Rupees Five Thousand only) per annum
- viii. Medical Reimbursement Payment/Reimbursement of Medical expenses incurred for self and family subject to a ceiling of one month's gross salary in a year or as is provided by the companies' group medical insurance policy.

“RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the Board which term shall be deemed to include any committee including the Nomination and Remuneration Committee which may exercise its powers including the powers conferred by this resolution) be and is hereby authorized to vary, alter, widen the scope of the remuneration as they deem fit in the interest of the Company are with the limit prescribed in the provisions of the Companies Act, 2013”

“RESOLVED FURTHER THAT Sri K. Durga Prasada Rao, shall not be subject to retirement by rotation during his tenure as an Whole Time Director.He is not eligible for sitting fee of any Board/ Committee meeting.”

RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

- 10 To consider and if thought fit, to pass with or without modification (s), the following resolution as a **Ordinary Resolution**

“RESOLVED THAT in supersession of the resolution passed by the members of the Company at their meeting held on 17th July, 2013 and pursuant to the provisions of the Sections 196,197,198 & 203 and read with Schedule V and other applicable provisions if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014 (including any statutory modification or re-enactment thereof for the time being in force as amended from time to time) and subject to such consent(s), approval(s) and permission(s) as may be required, consent of the members be and is hereby accorded to re-appointment of Smt. N. Bhuvaneshwari (DIN:00003741) as Whole-time Director designated as Vice-Chair person and Managing Director of the Company for a period of 5 years with effect from 1st July, 2014 on the remuneration, perquisites and allowances as given below:

Smt. N. Bhuvaneshwari shall be paid remuneration partly by way of monthly Remuneration, Perquisites and Allowances and partly by way of commission on net profits calculated as per Sections 197, 198 and read with the Schedule V of the Companies Act, 2013 but subject to aggregate remuneration, perquisite, allowances and commission paid to her shall not exceed 5% of the net profit of the Company calculated as per applicable provisions of the Companies Act, 2013.

Remuneration:

- i. Basic Salary : ₹10.00 lakhs (Rupees Ten Lakhs only) per month

Perquisites & Allowances

- ii. Books & Periodicals Books & Periodicals and outfit requirements not exceeding of ₹35,000/- (Rupees thirty five thousand only) per month
- iii. Leave Travel Allowance For self and family, once a year subject to ceiling of one month’s basic salary
- iv. Car & Telephone The Company shall provide a car with driver, telephone, other communication devices at the residence and Mobile phone for the Companies business purpose
- v. Club Fees Fee of Clubs subject to a maximum of two clubs. This will not include admission and Life Membership fees.
- vi. Personal Accident Insurance For an amount, Premium of which shall not exceed ₹50,000 (rupees fifty thousand only) per Annum
- vii. Medical Reimbursement Payment/Reimbursement of Medical expenses incurred for self and family subject to a ceiling of one month’s basic salary in a year or as is provided by the companies’ group medical insurance policy.
- viii. PF Contribution Contribution to Provident Fund shall be as per rules of the Company.
- ix. Gratuity Gratuity payable shall not exceed half a month’s basic salary for each completed year of service.
- x. Encashment of un-availed Encashment of un-availed leaves as per the rules of the Company at the time of retirement /cessation of service.

“RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the Board which term shall be deemed to include any committee including the Nomination & Remuneration Committee which may exercise its powers including the powers conferred by this resolution) be and is hereby authorized to vary, alter, widen the scope of the remuneration as they deem fit in the interest of the Company”

“RESOLVED FURTHER THAT in case of losses or inadequacy of profits in any financial year during her tenure she will be eligible for a remuneration of ₹10 lakhs (Rupees Ten lakhs only) per month, perquisites, allowances as mentioned above as minimum remuneration and fully maintained Company car.”

“RESOLVED FURTHER THAT Smt. N. Bhuvaneshwari shall not be subject to retirement by rotation during her tenure as a Vice Chairperson & Managing Director.” and she is not eligible for sitting fee of any Board/Committee meeting”.

“RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

11. To consider and, if thought fit, to pass with or without modification (s), the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT in supersession of the resolution passed by the members of the Company at their meeting held on 17th July, 2013 and pursuant to the provisions of the Sections 196,197,198 & 203 and read with Schedule V and all other applicable provisions of the Companies Act, 2013 the Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014 (including any statutory modification or re-enactment thereof for the time being in force as amended from time to time) and subject to such consent(s), approval(s) and permission(s) as may be required, consent of the members be and is hereby accorded to re-appointment of Smt. N Brahmani (DIN:02338940), as a Whole-time Director designated as Executive Director of the Company, with effect from 1st June, 2014 for a period of 5 (Five) years, on the remuneration, perquisites and allowances as given below:

Smt. N. Brahmani shall be paid remuneration partly by way of monthly Remuneration, Perquisites and Allowances and partly by way of commission on net profits calculated as per Sections 197, 198 and read with the Schedule V of the Companies Act, 2013 but subject to aggregate remuneration, perquisite, allowances and commission paid to her shall not exceed 4% of the net profit of the Company calculated as per applicable provisions of the Companies Act, 2013.

Remuneration:

- i. Basic Salary ₹5.00 lakhs (Rupees Five Lakhs only) per month

Perquisites & Allowances

- ii. Books & Periodicals Books & Periodicals and outfit requirements not exceeding of ₹ 25,000/- (rupees twenty five thousand only) per month
- iii. Leave Travel Allowance For self and family, once a year subject to ceiling of one month's basic salary
- iv. Car & Telephone The Company shall provide a car with driver and telephone, other communication devices at the residence and Mobile phone for the Companies business
- v. Club Fees Fee of Clubs subject to a maximum of two clubs. This will not include admission and Life Membership fees.
- vi. Personal Accident Insurance For an amount, Premium of which shall not exceed ₹ 40,000 (Rupees Forty thousand only) per annum
- vii. Medical Reimbursement Payment/Reimbursement of Medical expenses incurred for self and family subject to a ceiling of one month's basis salary in a year or as is provided by the companies group medical insurance policy.
- viii. PF Contribution Contribution to Provident Fund shall be as per rules of the Company.
- ix. Gratuity Gratuity payable shall not exceed half a month's basic salary for each completed year of service.
- x. Encashment of un-availed Encashment of un-availed leaves as per the rules of the Company at the time of leaves retirement/cessation of service.

“RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the Board which term shall be deemed to include any committee including the Remuneration Committee which may exercise its powers including the powers conferred by this resolution) be and is hereby authorized to vary, alter, widen the scope of the remuneration as they deem fit in the interest of the Company”

“RESOLVED FURTHER THAT in case of losses or inadequacy of profits in any financial year during her tenure she will be eligible for a remuneration of ₹5 lakhs (Rupees Five lakhs only) per month, perquisites, allowances as mentioned above as minimum remuneration and fully maintained company car.”

“RESOLVED FURTHER THAT Smt. N. Brahmani shall not be subject to retirement by rotation during her tenure as an Executive Director.” As she is not eligible for sitting fee of any Board/Committee meeting.”

“RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

12. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT in supercession to the resolution at Item No. 6 passed at the 17th Annual General Meeting of shareholders of the Company held on 29th September, 2009 and pursuant to Section 197 of the Companies Act 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, the approval of the members of the Company be and is hereby accorded for payment of ₹ 20,000 (Rupees Twenty Thousand only) w.e.f 1st October, 2014 as sitting fees plus conveyance & traveling and such other expenses for each meeting of the Board and Audit Committee attended by the Non-Executive Directors of the Company.

RESOLVED FURTHER THAT in supercession to the resolution at item no. 6 passed at the 17th Annual General Meeting of shareholders of the Company held on 29th September, 2009 pursuant to Section 197 of the Companies Act 2013 the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement and the approval of the members of the Company be and is hereby accorded for payment of ₹ 10,000 (Rupees Ten Thousand only) w.e.f 1st October, 2014 as sitting fees plus conveyance & traveling and such other expenses for each meeting of the Committee other than the Audit Committee, attended by the Non-Executive Directors of the Company.”

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

13. 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 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof for the time being in force), the Articles of Association of the Company be altered by replacing all the existing regulations 1 to 193 with the new regulations 1 to 208, the regulations contained in the Articles of Association be and are hereby approved and adopted in substitution of the regulations contained in the existing Articles of Association of the Company;

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

14. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded for entering into contract or arrangement with M/s. Heritage Finlease Limited, for providing services by way of extending the financial assistance facilities to the farmers of the company upto a ₹ 150 Crores (Rupees One Hundred and Fifty Crores) as a related party as defined under the Act and the Rules made there under”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby severally authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

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 : 30th July, 2014

UMAKANTA BARIK
Company Secretary
(M.No.: FCS 6317)

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES TO BE EFFECTIVE, SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY OR ITS REGISTRAR AND SHARE TRANSFER AGENT NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF MEETING.
2. MEMBERS/PROXIES SHOULD PRODUCE AT THE ENTRANCE OF THE VENUE DULY FILLED ATTENDANCE SLIP FOR ATTENDING THE MEETING.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. M/s Karvy Computershare Private Limited is the Registrar and Share Transfer Agent of the Company.
5.
 - a) The Company has notified closure of Register of Members and Share Transfer Books from 22-09-2014 to 26-09-2014 (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 30-09-2014 to those members whose names shall appear on the Company's Register of Members; in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
6. Brief resume of Directors including those 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, shareholding 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.
7. 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.
8. The dividend as recommended by the Board of Directors for the year ended 31st March, 2014, 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.
9. Pursuant to provisions of Sub-Section (5) of Section 205A the Companies Act, 1956 the dividend, which remain Unclaimed / Unpaid for a period of 7 years shall be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 205C of the Companies Act, 1956. The Company has already transferred Unclaimed/ Unpaid amount of dividends declared up to the Financial Year 2005-06 to the Investor Education and Protection Fund of the Central Government as required under Section 205A and 205C of the Companies Act, 1956. 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
2006-07	22-08-2007	21-08-2014
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

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 unpaid and unclaimed amounts lying with the Company as on the 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.
10. Voting through electronic means:
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing facility to the members to exercise their right to vote at the 22nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting platform provided by M/s. Karvy Computer Share Private Limited.

The instructions for e-voting are as under:

- i. Use the following URL for e-voting:
Karvy website: <http://evoting.karvy.com>
 - ii. Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut off date i.e. 28th August, 2014 (End of Day) may cast their vote electronically.
 - iii. Enter the login credentials i.e. User ID and password mentioned in the slip attached with the Annual Report. Please follow the instructions given in the e-voting portal.
 - iv. After entering the details appropriately, click on LOGIN.
 - v. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. You need to login again with the new credentials.
 - vii. On successful login, the system will prompt you to select the EVENT, i.e. Heritage Foods Limited.
 - viii. On the voting page, enter the number of shares as on the cut off date under FOR/AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR/AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN in case you wish to abstain from voting.
 - ix. Shareholders holding multiple folios/demat account shall choose the voting process separately for each folios/demat account.
 - x. Cast your vote by selecting an appropriate option and click on SUBMIT. 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, shareholders can login any number of times till they have voted on the resolution.
 - xi. Once the vote on the resolution is cast by the shareholder, he/she shall not be allowed to change it subsequently.
 - xii. The Portal will be open for voting from 9 A.M. on 20th September, 2014 to 6 P.M. on 22nd September, 2014.
 - xiii. 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 Tel No. 040-44655000.
- II. The Company has appointed Smt. Savita Jyoti, Practicing Company Secretary, as the Scrutinizer who will collate the electronic voting process in a fair and transparent manner.
 - III. The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forwarded to the Chairman of the Company.
 - IV. The results may be declared on the AGM of the Company. The results alongwith the Scrutinizer's Report shall be placed on the Company's website www.heritagefoods.in
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 account(s). Members holding shares in physical form are requested to advise any change in their address or bank mandate(s) immediately to the Company / Karvy (RTA).
 13. 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 their Depository Participants with whom they are maintaining their Demat account(s). Members holding shares in physical form can submit their PAN to the Company / Karvy (RTA).
 14. 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.

Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013

Item No. 5

Sri D.Seetharamaiah (DIN: 00005016), is a Fellow Member of the Institute of Chartered Accountants of India. He joined in the Board of Directors of the Company on 28 August, 1992. He is a Non-Executive Independent Chairman of the Company and is considered as an Independent Director under Clause 49 of the Listing Agreement.

As per the provisions of Section 149 of the Companies Act, 2013 (“Act”) which has come into force with effect from 1 April, 2014, an Independent Director shall hold office for a term upto five consecutive years on the Board of a company and is not liable to retire by rotation.

Sri D.Seetharamaiah, has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. The matter regarding appointment of Sri D.Seetharamaiah, as Independent Director was placed before the Board, which commends his appointment as an Non-Executive Independent Director (designated as Chariman of the Company) for a term upto 5 (Five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of 27th Annual General Meeting to be held in the year 2019, not liable to retire by rotation.”

In the opinion of the Board Sri D.Seetharamaiah fulfills the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Sri D. Seetharamaiah as Non-Executive Independent Director (designated as Chariman of the Company) is now being placed before the Members in general meeting for their approval.

None of the Directors or key managerial personnel (KMP) and their relatives, except Sri D.Seetharamaiah, is concerned or interested in the Resolution at Item No. 5 of the Notice.

Item No. 6

The Board of Directors of the Company appointed N. Sri Vishnu Raju (DIN:00025063), as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, with effect from 22nd October, 2013 and would hold the office upto the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act, proposing the candidature of N. Sri Vishnu Raju for the office of Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence should a Company propose to appoint an Independent Director on its Board. As per the said Section 149, an independent director can hold office for a term upto 5 (five) consecutive years on the Board of a Company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from N. Sri Vishnu Raju that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. N. Sri Vishnu Raju possesses appropriate skills, experience and knowledge, inter alia, in the field of Management and Administration.

In the opinion of the Board, N. Sri Vishnu Raju fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement.

Brief resume of N. Sri Vishnu Raju, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding 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.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that N. Sri Vishnu Raju is appointed as an Non-Executive Independent Director for a term upto 5 (Five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of 27th Annual General Meeting to be held in the year 2019, not liable to retire by rotation.”

Copy of the draft letter for appointment of N. Sri Vishnu Raju as an Non-Executive Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

Item No. 7

The Board of Directors of the Company appointed Sri. M. Siva Rama Vara Prasad (DIN: 00170919), as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, with effect from 30th July, 2014 and would hold the office upto the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Sri. M. Siva Rama Vara Prasad for the office of Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term upto 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Sri. M.Siva Rama Vara Prasad that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Sri. M. Siva Rama Vara Prasad possesses appropriate skills, experience and knowledge, inter alia, in the field of Management and Administration.

In the opinion of the Board, Sri. M.Siva Rama Vara Prasad fulfills the conditions for his appointment as an Non-Executive Independent Director as specified in the Act and the Listing Agreement.

Brief resume of Sri. M. Siva Rama Vara Prasad, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding 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.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Sri. M. Siva Rama Vara Prasad is appointed as an Non-Executive Independent Director.

Copy of the draft letter for appointment of Sri. M. Siva Rama Vara Prasad as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

Item No. 8 & 9

The Board of Directors at their meeting held on 30th July, 2014 appointed Sri. K. Durga Prasada Rao (DIN: 06888949), as an

Additional Director, designated as a Whole time Director in the Board of the Company. As per the terms of Section 161 of the Companies Act, 2013 his terms expires at this Annual General Meeting. The Company has received notice under Section 160 of the Companies Act, 2013 along with the requisite deposit from member proposing his candidature for the office of director. Members are requested to approve the resolution at Item No 8 as Special resolution as per the provisions of Section 196 & 197 and the rules made thereof and Schedule-V of the Companies Act, 2013, being he is more than 70 years old.

The Board of Directors of the Company at their meeting held on 30th July, 2014 (based on a recommendation of the Nomination and Remuneration Committee) had appointed Sri.K.Durga Prasada Rao as the Whole Time Director of the Company for a term upto 5 years with effect from 1st August, 2014 at a remuneration, perquisite and allowances mentioned in the resolution No 9, subject to necessary approval from members. The Company has not granted any stock option to him. Members are requested to approve the resolution at item No 9 as Special resolution as per the provisions of Section 196,197 & the rules made thereof and Schedule-V of the Companies Act, 2013.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of appointment pursuant to Section 190 of the Companies Act, 2013.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 8 & 9 of the Notice.

Item No.10

Smt. N. Bhuvanewari (DIN:00003741), aged 52 years is a Graduate in Arts and has about 20 years of Industry experience. She joined the Company in 1994 as whole-time Director and now she is working in the Company as Vice-Chairperson and Managing Director. During last 20 years she devoted her entire time, attention and abilities to achieve the targets fixed by the Board of Directors of the Company and carried out the business with highest standards of business ethics, complied in all respects with the directions and regulations made by the Board,

The shareholders of the company at the Annual General Meeting held on 17th July 2013, approved the re-appointment of Smt. N. Bhuvanewari, as Vice Chairperson and Managing Director, for a period of 5 years w.e.f. 1st July 2013, based on the provisions of Companies Act, 1956. The new Companies Act, 2013 has largely inforce w.e.f. 1st April 2014. Therefore it is necessary to re-appoint her based on the applicable provisions of Companies Act, 2013.

The Board of Directors of the Company at its meeting held on 30th July, 2014 (based on recommendation of the Nomination & Remuneration Committee) had re-appoint Smt. N. Bhuvanewari

as the Whole Time Director designated as Vice-Chairperson & Managing Director of the Company for a period of 5 years with effect from 1st July, 2014 at a remuneration, Perquisites, allowances and commission mentioned in the resolution no.10. The remuneration, perquisite, allowances are to be paid on monthly basis, unless specifically mentioned otherwise in the resolution No.10 and the commission shall be paid on annually. The aggregate of above “Remuneration, perquisites, allowances and commission taken together shall be 5% of the net profit of the Company, calculated as per Section 197 & 198 and other applicable provisions if any, read with the Schedule V to the Companies Act, 2013 and rules made thereof.”

The Company has not granted any stock option to her. She is having 53,30,826 equity share (23.12% of the total capital) of the company as on 31st March, 2014. She is also a director in other Public Companies like M/s. Heritage Finlease Limited, M/s. Heritage Foods Retail Limited and M/s. Heritage Conpro Limited and other Private Companies. Members are requested to approve the resolution at item no 10 as an ordinary resolution.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of appointment pursuant to Section 190 of the Companies Act, 2013.

None of the Directors or key managerial personnel (KMP) and their relatives, except appointee, Smt. N Brahmani & Sri. N Lokesh, are concerned or interested in the Resolution at Item No. 10 of the Notice.

Item No.11

The Board of Directors of the Company at its meeting held on 30th July, 2014 (based on a recommendation of the Nomination & Remuneration Committee) had re-appointed Smt. N Brahmani, (DIN:02338940), as the Whole-time Director designated as Executive Director of the Company for a period of 5 years with effect from 1st June, 2014 at a remuneration, perquisite, allowances and commission mentioned in the resolution No 11, subject to necessary approval from members. The aggregate of above remuneration, perquisites, allowances and commission taken together shall be 4% of the net profit of the Company. The remuneration, perquisite, allowances are to be paid on monthly basis, unless specifically mentioned otherwise in the resolution No.11 and the commission shall be paid annually. She is having 1,01,000 equity share (0.44% of the total capital) of the company as on 31st March, 2014. The Company has not granted any stock option to her.

The shareholders of the company at the Annual General Meeting held on 17th July 2013, approved the appointment of Smt. N. Brahmani, as Executive Director, for a period of 5 years w.e.f. 1st June 2013, based on the provisions of Companies Act, 1956. The new Companies Act, 2013 has largely inforce w.e.f. 1st April 2014. Therefore it is necessary to re-appoint her based on the applicable provisions of Companies Act, 2013.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of appointment pursuant to Section 190 of the Companies Act, 2013.

Members are requested to approve the resolution at item no 11 as an ordinary resolution.

None of the Directors or key managerial personnel (KMP) and their relatives, except appointee, Smt. N Bhuvanewari & Sri. N Lokesh, are concerned or interested in the Resolution at Item No. 11 of the Notice.

Item No. 12

The members of the company at their meeting held on 29th September, 2009 has approved for the payment of sitting fees to the Non-Executive Directors for attending the meetings of the Board and Committee(s). Now the Board of Directors at their meeting held on 30th July 2014, recommended the enhancement of the sitting fees pursuant to Section 197 of the Companies Act 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force)and Clause 49 of the Listing Agreement entered with the Stock Exchanges, the Board Meeting and Audit Committee from ₹ 10,000/- to ₹ 20,000/- and Committee Meetings (other than Audit Committee) from ₹ 5,000/- to ₹ 10,000/- w.e.f 1st October, 2014.

In view of the Clause 49 of the Listing Agreement, the approval of the Members is required for revision of sitting fees to Non-Executive Directors of the Company. The Board recommends the approval of the resolution set out in Item No. 12 of the Notice convening the Meeting.

Sri D. Seetharamaiah, Sri N.P. Ramakrishna, Dr. V. Nagaraja Naidu, N. Sri Vishnu Raju, Sri. M. Siva Rama Vara Prasad and Sri. N. Lokesh Directors of the Company are considered as interested in the resolution.

Item No.13

The Articles of Association (“AoA”) of the Company is presently in force since its incorporations of the Company i.e 1992. The existing Articles of Association are based on the Companies Act, 1956 and several regulations in the existing Articles of Association contain references to specific sections of the Companies Act, 1956 and some regulations in the existing Articles of Association are no longer in conformity with the Companies Act, 2013.

The New Act is now largely in force. However, substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several regulations of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles.

The new Articles of Association to be substituted in place of the existing AoA are based on Table 'F' of the Companies Act, 2013 which sets out the model articles of association for a company limited by shares.

The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 13 of the Notice.

The Board commends the Special Resolution set out at Item No. 13 of the Notice for approval by the shareholders.

Item No.14

The net worth of the company as on 31st March 2014 is ₹ 178.99 Crores. The management of the company have a tri-partite agreement with M/s. Heritage Finlease Ltd., 6-3-541/C, 4th Floor, Panjagutta, Hyderabad - 500 082, CIN:U65910TG1996PLC023310, for the cattle loans to the farmers who are supplying the milk to the Company and there are three common director in the Board of Heritage Finlease Ltd and the company therefore the provisions of sub clause (d) of subsection (1) of Section 188 Companies Act, 2013 and rules made thereof is applicable.

M/s. Heritage Finlease Ltd have already disbursed more than ₹17 Crores loan to the various farmers those are supplying milk to the Company and propose to give loan around of ₹ 50 Crores during the Financial Year 2014-15. Therefore as the proposed loan shall exceed the 10% of the net-worth of the Company the prior approval of the shareholder by way of special resolution is required. The Board of Directors of the Company, at its meeting held on July 30, 2014 has approved a proposal for entering into following related party transactions.

Name of the related party	Name of the director or key managerial personnel who is related, if any	Nature of relationship	Nature, material terms, monetary value and particulars of the contract or arrangement	Amount
Heritage Finlease Ltd	Sri. D. Seetharamaiah Smt. N. Bhuvaneshwari Smt. N. Brahmani	Director	Propose to provide loans to farmers at various places those are supplying milk to the Company	The Proposed amount Upto ₹ 150 Crores

Further, in terms of Section 188 of the Companies Act, 2013, the Sri. D. Seetharamaiah, Smt. N. Bhuvaneshwari & Smt. N. Brahmani being interested will not vote on the resolution as shareholders of the Company. Except the Sri. D. Seetharamaiah, Smt. N. Bhuvaneshwari, Smt.N.Brahmani and Sri. N. Lokesh, none of the Directors or Key managerial persons of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the resolution. The Board of Directors recommends the passing of this Resolution by special resolution.

By Order of the Board of Directors

Registered Office:

#6-3-541/C, Panjagutta
Hyderabad – 500 082
CIN : L15209TG1992PLC014332
Ph : 04023391221/2
e-mail : hfl@heritagefoods.in
Date : 30th July, 2014

UMAKANTA BARIK
Company Secretary
(M.No.: FCS 6317)

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, following information is furnished about the directors proposed to be appointed / re – appointed

Brief resume of the Directors, nature of their expertise in specific functional areas, names of Companies in which they hold directorships and chairmanships of Board / Committee(s) 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, aged 65 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)	Heritage International Limited
Chairmanships/Membership of Committee(s) of other Public Companies (includes Audit Committee, Shareholders Relationship Committee' and Nomination & Remuneration Committee).	NIL
Shareholding in the Company (No's)	58000 Equity Shares
2. Name of the Director	Sri. D. Seetharamaiah
Director Identification Number	00005016
Date of Birth	22-04-1926
Date of First Appointment	26-08-1992
Profile of the Director	Sri. D. Seetharamaiah, aged about 88 years is Fellow member from the Institute of Chartered Accountants of India, having vast experience in the field of Taxation, Accounting & Finance. He is in practice for last Five decades and leading practicing Chartered Accountant in the Country.
Directorships held in other Public Companies* (Excluding Foreign and Private Companies)	Tera Software Limited Heritage Finlease Limited Heritage Foods Retail Limited Prithvi Asset Reconstruction and Securitization Company Limited Heritage Conpro Limited
Chairmanships/Membership of Committee(s) of other Public Companies (includes Audit Committee, Shareholders Relationship Committee' and Nomination & Remuneration Committee).	Audit Committee Member :Tera Software Limited Prithvi Asset Reconstruction and Securitization Company Limited Stakeholders Relationship Committee' Member :Tera Software Limited Nomination and Remuneration Committee: Member: Tera Software Limited
Shareholding in the Company	NIL

3. Name of the Director	N. Sri Vishnu Raju
Director Identification Number	00025063
Date of Birth	28-12-1973
Date of Appointment	22/10/2013
Profile of the Director	Mr. N. Sri. Vishnu Raju aged about 41 years, holds B.E. (Chemical) from Oshmania University, Andhra Pradesh. He is the Founder Chairman and CEO of Exciga Group, which consists of five non banking Finance Companies approved by Reserve Bank of India. Exciga Group invests in various sectors like steel, housing, finance, banks, shipping, textiles, paper, petroleum, healthcare, power etc. He is the founder of many companies like Ninestar Information Technologies, an IT enabled Services Company providing solutions for publishing, newspaper, e-governance, law firm verticals, co founder of Elansoft Infocomm Limited, a Hyderabad based software product Company. Mr. N. Sri Vishnu Raju was trained with Friedman Billing and Ramesey a US top 10 investment Bank as research associate.
Directorships held in other Public Companies* (Excluding Foreign and Private Companies)	Elansoft Infotech Limited Raasi Computer Limited Raasi Software Corporation Limited Amara Raja Batteries Limited
Chairmanships/Membership of Committee(s) of other Public Companies (includes Audit Committee, Shareholders Relationship Committee' and Nomination & Remuneration Committee).	Audit Committee: Member: Amara Raja Batteries Limited
Shareholding in the Company	NIL
4. Name of the Director	Sri. Siva Rama Vara Prasad Motaparti
Director Identification Number	00170919
Date of Birth	15-05-1948
Date of Appointment	30-07-2014
Profile of the Director	Sri. M. Siva Rama Vara Prasad is a Metallurgical Engineer from Regional Engineering College, Warangal. After successfully turning around two sick units Mr. Prasad forayed into mini steel plant business and acquired M/s. Tema Steel Co. Ltd., Ghana, West Africa and turning it around in no time for which he was awarded " <i>The Most Successful and Innovative Entrepreneur</i> " for the African Region in the year 1996 by UNIDO.
Directorships held in other Public Companies* (Excluding Foreign and Private Companies)	Prithvi Asset Reconstruction and Securitization Company Limited Touchstone Equities Limited Mezzequity Software services Limited. Deccan Auto Limited
Chairmanships/Membership of Committee(s) of other Public Companies (includes Audit Committee, Shareholders Relationship Committee' and Nomination & Remuneration Committee).	NIL
Shareholding in the Company	NIL

5. Name of the Director	Sri. K. Durgaprasada Rao
Director Identification Number	06888949
Date of Birth	15-06-1942
Date of Appointment	30-07-2014
Profile of the Director	Diploma in Mechanical Engineering, Diploma in Dairy Engineering from NDRI Karnal and Diploma in Dairy Technology from Hawkesbury Agricultural college, Richmond, Australia . He worked 3 years in Amul Dairy, 24 years in AP Dairy Development Co-operative Federation Limited in various positions. He is associated with the Organization since inception i.e June 1992.
Directorships held in other Public Companies* (Excluding Foreign and Private Companies)	NIL
Chairmanships/Membership of Committee(s) of other Public Companies (includes Audit Committee, Shareholders Relationship Committee' and Nomination & Remuneration Committee).	NIL
Shareholding in the Company (No's)	6160 Equity Shares
6. Name of the Director	Smt N Bhuvanewari
Directors Identification Number	00003741
Date of Birth	20-06-1962
Date of First Appointment	12-12-1994
Profile of the Director	Smt. N. Bhuvanewari, aged 52 years is a Graduate in Arts and has about 20 years of Industry experience. She joined the Company in 1994 as whole time Director and now she is working in the Company as Vice Chairperson and Managing Director.
Directorships held in other Public Companies* (Excluding Foreign and Private Companies)	1. Heritage International Limited
	2. Hertiage Foods Retail Limited
	3. Heritage Conpro Limited
	4. Heritage Finlease Limited
Chairmanships/Membership of Committee(s) of other Public Companies (includes Audit Committee, Shareholders Relationship Committee' and Nomination & Remuneration Committee).	Nil
Shareholding in the Company (No's)	53,30,826 Equity Shares

7. Name of the Director	Smt N Brahmani
Directors Identification Number	02338940
Date of Birth	21-12-1987
Date of First Appointment	01-06-2013
Profile of the Director	Smt. N. Brahmani, aged 27 years is a Bachelor of Science in Electrical Engineering from Santa Clara University, USA, Bachelor of Engineering with specialization of Electronics and Communications from Chaitanya Bharathi Institute of Technology, Hyderabad and Master's Degree in Business Administration from Stanford University, USA. She worked as an Investment Associate in M/s. Vertex Venture Management Pte. Ltd., Singapore for a period of two years before joining in the Company.
Directorships held in other Public Companies* (Excluding Foreign and Private Companies)	Heritage Finlease Limited
Chairmanships/Membership of Committee(s) of other Public Companies (includes Audit Committee, Shareholders Relationship Committee' and Nomination & Remuneration Committee).	NIL
Shareholding in the Company (No's)	1,01,000 Equity Shares

* Directorship and committee membership in Heritage Foods Limited are not included in the aforesaid disclosure. Also alternate Directorship in private companies, Foreign Companies and Section 8 Companies and their committee membership are excluded.

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 : 30th July, 2014

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

(Please fill this attendance slip and hand it over at the entrance of the Meeting Hall)

ATTENDANCE SLIP

DP ID*

Folio Number

Client ID*

Name (in BLOCK letters):

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the 22nd Annual General Meeting of the Company to be held at **NATIONAL INSTITUTE FOR MICRO, SMALL AND MEDIUM ENTERPRISES, YOUSUFGUDA, and HYDERABAD-45** on Friday, the 26th September, 2014 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

PROXY FORM

[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 22nd Annual General Meeting of the Company to be held on Friday, 26th September, 2014 at 10:30 p.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 Statements of the Company for the year ended 31 March, 2014 including Balance Sheet as at 31 March, 2014 and the Statement of Profit & Loss, Reports of the Board of Directors and Auditors thereon.			
2.	Approval of dividend for the financial year ended 31March, 2014.			
3.	Appointment of Director in place of Dr. V.Nagaraja Naidu, (DIN: 00003730) who retires by rotation and, being eligible, offers himself for re-appointment.			
4.	Appointment of M/s Raju & Prasad (Firm Registration No. 003475S) as Auditors of the Company and to fix their remuneration.			
Special Business:				
5.	Appointment of Sri D Seetharamaiah (DIN: 00005016) as Non Executive Independent Director (designated a as the Chairman) of the Company.			
6.	Appointment of N.Sri Vishnu Raju (DIN:00025063) as Non Executive Independent Director .			
7.	Appointment of Sri M.Siva Rama Vara Prasad, (DIN: 00170919) as an Non Executive Independent Director .			
8.	Appointment of Sri K Durga Prasada Rao (DIN: 06888949) as Director of the Company			
9.	Appointment of Sri K Durga Prasada Rao (DIN:06888949) as Whole time Director of the Company .			
10.	Re-appointment of Smt. N.Bhuvaneswari (DIN: 00003741) as Whole time Director designated as Vice Chairperson & Managing Director of the Company			
11.	Re-appointment of Smt. N.Brahmani (DIN: 02338940) as Whole time Director designated as Executive Director of the Company			
12.	Increase the Sitting fee of Non Executive Director for attending the Board/ Committee			
13.	Alteration of the Articles of Association of the Company			
14.	Approval of the related party Transactions.			

Signed this day of2014

Affix
Revenue
Stamp

Signature of Shareholder

Signature of Proxy holder(s)

Notes:

1. This Form, in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. A person can act as proxy on behalf of Members 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 (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy, however, such person shall not act as proxy for any other person or Shareholder.