

Notice to Shareholders

Members of Heritage Foods (India) Limited are hereby given notice for the 21st Annual General Meeting of the Company, the schedule of which and the business to be transacted therein, are given below:

Day and Date: **Wednesday 17th July, 2013**

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 the Audited Balance Sheet as at 31st March, 2013, the Statement of Profit & Loss and Cash flow statement for the year ended as on that date together with the Reports of the Directors' and the Auditors' thereon.
2. To declare dividend for the year.
3. To appoint a Director in place of Sri D. Seetharamaiah, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Sri. N.P. Ramakrishna, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors of the Company and to fix their remuneration.

SPECIAL BUSINESS

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 Sections 16, 94 and other applicable provisions, if any of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the Authorized Share Capital of the Company be and is hereby increased from ₹20,00,00,000/- (Rupees Twenty Crores Only) divided into 1,80,00,000 (One Crore Eighty Lakhs) Equity Shares of ₹10/- each and 20,00,000 (Twenty Lakhs) Preference Shares of ₹10/- each to ₹50,00,00,000/- (Rupees Fifty Crores Only) divided into 4,80,00,000 (Four Crores Eighty Lakhs) Equity Shares of ₹10/- each and 20,00,000 (Twenty Lakhs only) Preference Shares of ₹10/- each

“RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be and is hereby altered by substituting the following new Clause V in the place of existing clause:

Clause V:

The Authorized Share Capital of the Company shall be ₹50,00,00,000/- (Rupees Fifty Crores Only) divided into 4,80,00,000 (Four Crores Eighty Lakhs) Equity Shares of ₹10/- each and 20,00,000 (Twenty Lakhs) Preference Shares of ₹10/- each with power to consolidate, convert, subdivide, increase and reduce the capital and to issue any new shares with any preferential or special rights and conditions attached thereto from time to time in accordance with the Articles of Associations of the Company and the provisions of the Companies Act, 1956 as amended from time to time.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms with the Registrar of Companies.”

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

“RESOLVED THAT pursuant to Sections 31 and other applicable provisions, if any of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), the existing Articles of Association of the Company be and is here by altered by substituting the existing Article 5 to read as follows.

The Authorized Share Capital of the Company shall be ₹50,00,00,000/- (Rupees Fifty Crores Only) divided into 4,80,00,000 (Four Crores Eighty Lakhs) Equity Shares of ₹10/- each and 20,00,000 (Twenty Lakhs) Preference Shares of ₹10/- each with power to consolidate, convert, subdivide, increase and reduce the capital and to issue any new shares with any preferential or special rights and conditions attached thereto from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such deeds, acts, matters and things necessary to give effect to the above resolution, including signing and filing the necessary forms with the Registrar of Companies.”

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

“RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s), or re-enactment(s) thereof for the time being in force) and other Rules and Regulations as may be applicable, the following change shall be made:

- the first line of Sub-Clause 1 of Article 160 of the Articles of Association be and is hereby amended by deleting the words "The Company in General Meeting, may on the recommendation of the Board, resolve : " and substituting it with the words "The Board may resolve :

"RESOLVED FURTHER THAT the remaining sub clauses of the Article 160 of the Articles of Association of the Company remain unchanged."

"RESOLVED FURTHER THAT the Board of Directors (including the committee thereof) be and is hereby authorised to perform all acts, deeds and things, execute documents, and make all filings, as may be necessary to give effect to the above resolution and to take all such steps for giving any such direction as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise for the purpose of giving effect to this resolution."

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

"RESOLVED THAT in accordance with the provisions of Section 21 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of the Central Government, the name of the Company be and is hereby changed from Heritage Foods (India) Limited to Heritage Foods Limited;

RESOLVED FURTHER THAT upon fresh Certificate of Incorporation consequent to change of name of the Company being issued by the Registrar of Companies, the name "Heritage Foods Limited" be inserted in place of the present name of the Company wherever appearing in the Memorandum and Articles of Association of the Company and that the Board of Directors (which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board of Directors to exercise its powers including the powers conferred by this resolution), be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give 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 on 09th May, 2012 and pursuant to the provisions of the Sections 198, 269, 309, 310 and read with Schedule XIII and other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such consent(s), approval(s) and permission(s) as may be required, consent of the members be and is hereby accorded for revision of terms of appointment of Smt.N.Bhuvaneshwari, Vice Chair person and Managing Director of the company for a period of 5 years with effect from 1st July, 2013 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 198, 309, 349 and 350 read with Schedule XIII of the Companies Act 1956 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 1956.

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 leaves : encashment of un-availed leaves as per the rules of the Leaves Company at the time of retirement/cession 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 ₹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 be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient 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 Smt. Nara Brahmani, whose appointment notice under Section 257 of the Companies Act, 1956 has been received from member of the Company, be and is hereby appointed as a director of the Company, not liable to retire by rotation”.
12. 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 the Sections 198,269,309,310 and read with Schedule XIII and other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) 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 Smt. Nara Brahmani as a Whole-time Director (designated as Executive Director) of the Company, with effect from 1st June, 2013 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 198, 309, 349 and 350 read with Schedule XIII of the Companies Act 1956 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 the applicable provisions of the Companies Act 1956.

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 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 leaves : encashment of un-availed leaves as per the rules of the Leaves Company at the time of retirement/cession 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 be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient for the purpose of giving effect to this resolution.”

By Order of the Board of Directors

Registered Office:
6-3-541/C, Punjagutta,
Hyderabad – 500 082
Date: 30th May, 2013

UMAKANTA BARIK
Company Secretary

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. M/s. Karvy Computershare Private Limited is the Registrar and Share Transfer Agent of the Company.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday 21st June, 2013 to Monday 24th June, 2013 (both days inclusive).
5. The dividend as recommended by the Board of Directors for the year ended 31st March, 2013, 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.
6. 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 2004-05 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
2005-06	31-07-2006	30-07-2013
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

Shareholders, who have not so far encashed the dividend, are requested to seek issue of Demand Draft by writing to the Company's Registrar and Transfer Agents, M/s. Karvy Computershare Private Limited immediately.

7. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
8. The Register of Directors' shareholdings shall be open for inspection to any member of the Company during the period beginning 14 days before the date of Company's Annual General Meeting and ending 3 days after the date of its conclusion. The said register shall also remain open and accessible during the Annual General Meeting to any person having right to attend the meeting.
9. 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrars and Transfer Agents.
10. All the documents referred to in the Notice will be available to the members at the Registered Office of the Company between 10.30 A.M to 12.30 P.M on all working days from the date hereof upto the date of the Meeting.
11. Sri.N.Lokesh has resigned from the office of Executive Director and continues as a Non Executive Director in the Board of the Company. He is eligible for sitting fee for attending the Board/Committees meetings, as in the case of other Non Executive Directors. He is having 11, 83,200 Equity Shares (10.20% of the total capital) of the Company as on 31st March, 2013. This statement may be treated as an abstract of the revision of the terms of appointment pursuant to Section 302 of the Companies Act, 1956
12. At the ensuing Annual General Meeting, Sri.D.Seetharamaiah and Sri.N.P.Rama Krishna retire by rotation and being eligible offer themselves for re-appointment. The information/details pertaining to these directors are provided in terms of Clause 49 of the Listing Agreement with the Stock Exchanges.

Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956

Item No.6 & 7

The present Authorized Share Capital of the Company is ₹20,00,00,000/- (Rupees Twenty Crores Only) divided into 1,80,00,000 (One Crore Eighty Lakhs) equity shares of ₹10/- (Rupees Ten) each and 20,00,000 (Twenty Lakhs) Preference Shares of ₹10/- (Rupees Ten) each and Issued, Subscribed and Paid up Share capital of ₹11,59,95,000/- (Rupees Eleven Crore Fifty Nine Lakhs Ninty Five Thousand only) divided into 1,15,99,500 (One Crore Fifteen Lakhs Ninety-nine Thousand Five Hundred) Equity shares of ₹10/- (Rupees Ten only) each.

It is proposed to increase the Authorised Share Capital from ₹20,00,00,000/- (Rupees Twenty Crores Only to ₹50,00,00,000/- (Rupees Fifty Crores).

Pursuant to Section 94(a) of the Companies Act, 1956, the above proposal requires approval of the shareholders by passing a Special Resolution. The resolution for increase of Authorized Share Capital, if approved, would also result into consequent amendment of Clause V of the Memorandum of Association and Article 5 of the Articles of Association of the Company. The approval of the shareholders for the proposed amendment(s) would be required in accordance to inter-alia, Section 16 and Section 31 of the Companies Act, 1956. Hence your Directors recommend the resolution for your approval.

None of the Directors of the Company are in any way concerned /interested in the Resolution.

Item No.8

The Article 160 of the Articles of Association authorises the Company to capitalise, inter- alia by way of issue of Bonus Shares out of the amount standing to the credit of the Capital Redemption Reserve/General Reserves/Securities Premium Account/the Reserve Fund or other funds of the Company.

The Article prescribes that the capitalisation is to be approved by the Members in a General Meeting. It is felt that seeking the approval of the Members of the Company each time would prolong the time between the recommendation by the Board and the actual allotment of Bonus Shares after receipt of members approval in a General Meeting. In order to enable the Board to expeditiously complete the process of issue of Bonus Shares whenever the Board decides for the same, it is proposed that the Board be authorised to capitalise the reserves of the Company in a manner as they may deem expedient without seeking further

approval from the Members of the Company. This amendment in the Articles of Association will enable the Company to give effect to the Board's proposal in an expeditious manner. The Board, therefore, recommends the resolution for the approval of the members.

None of the Directors are concerned or interested in the resolution.

Item No.9

The Company has started exporting its own products and various other products as part of exploring the global Market for marketing the products, so as to have the presence of the company in other countries. Therefore it is proposed to change the name of the Company from “Heritage Foods (India) Limited to “Heritage Foods Limited” by deleting the word ‘(India)’ in the existing name of the Company.

The Board recommends the resolution at item no. 9 of the Notice to the members for approval.

A copy of the Memorandum and Articles of Association of the Company along with the alterations as aforesaid of the Name Clause of the Memorandum and the letter of the ROC approving the availability of name are available for inspection at the Registered Office of the Company during normal business hours.

None of the Directors of the Company are in any way interested in the Resolution.

Item No.10

Smt. N. Bhuvanewari, aged 50 years is a Graduate in Arts and has about 19 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 19 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 approved the re-appointment of Smt. N. Bhuvanewari, as Vice Chairperson and Managing Director, at the Extra ordinary General Meeting conducted through Postal Ballot, result of which was declared on 09th May 2012 for a period of 3 years with effect from 1st April, 2012 with the remuneration approved by the Central Government as per

the Section II part II of the Scheduled XIII of the Companies Act, 1956. The current financial year the profitability position of the Company has improved substantially and it will be continued in future years also. Therefore revision of terms of appointment is necessary as per the part II section I of the Scheduled XIII of the Companies Act, 1956.

The Board of Directors of the Company at its meeting held on 30th May, 2013 (based on recommendation of the Remuneration Committee) had revised the terms of appointment of 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, 2013 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 198 and 309 other applicable propositionative act. read with Schedule XIII to the Companies Act, 1956.”

The Company has not granted any stock option to her. She is having 26,65,413 equity share (23.12% of the total capital) of the company as on 31st March, 2013. 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 302 of the Companies Act, 1956.

None of the directors, except, appointee, Sri. N. Lokesh, Director and Smt. Nara Brahmani Executive Director of the Company are concerned or interested in the said resolution.

Item No.11

The Board of Directors at its meeting held on 22nd April, 2013 appointed Smt. Nara Brahmani, as an Additional Director (Non

executive Director) of the Company. As per the terms of Section 260 of the Companies Act, 1956 the appointment expires at the 21st Annual General Meeting. The Company has received notice under Section 257 of the Companies Act, 1956 along with the requisite deposit from members proposing her candidature for the office of director. Members are requested to approve the resolution at item no 11 as an ordinary resolution.

None of the directors, except, appointee, Sri. N. Lokesh, Director and Smt. N. Bhuvanewari Vice –Chairperson & Managing Director of the Company is concerned or interested in the said resolution.

Item No.12

The Board of Directors of the Company at its meeting held on 30th May,2013 (based on a recommendation of the Remuneration Committee) had appointed Smt. Nara Brahmani as the Whole Time Director designated as Executive Director of the Company for a period of 5 years with effect from 1st June, 2013 at a remuneration, perquisite, allowances and commission mentioned in the resolution No 12, 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.10 and the commission shall be paid annually. She is having 50,500 equity share (0.44% of the total capital) of the company as on 31st March, 2013. The Company has not granted any stock option to her. Members are requested to approve the resolution at item no 12 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 302 of the Companies Act, 1956.

None of the directors, except, appointee, Sri. N. Lokesh, Director and Smt. N. Bhuvanewari Vice-Chairperson & Managing Director of the Company is any way concerned or interested in the said resolution.

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/Committees and their shareholding in the Company are provided below:

1. Name of the Director	Sri. D Seetharamaiah
Date of Birth	22-04-1926
Date of First Appointment	26-08-1992
Expertise in Specific Functional Area	He has vast experience in the field of Taxation, Finance. He is in practice for last Five decades.
Qualification	B.Com, FCA
Directorships held in other Public Companies (Excluding Foreign and Private Companies)	Tera Software Limited Heritage Finlease Limited Jeevan Scientific Technologies Limited Heritage Foods Retail Limited Prithvi Asset Reconstruction and Securitization Company Limited Heritage Conpro Limited
Chairmanships/Membership of Committees of other Public Companies (includes only Audit Committee and Shareholders'/ Investors' Grievance Committee)	Audit Committee Member : Jeevan Scientific Technologies Limited Tera Software Limited Prithvi Asset Reconstruction and Securitization Company Limited Shareholders'/Investors' Grievance Committee Chairman: Jeevan Scientific Technologies Limited Member: Nil
Shareholding in the Company	Nil
2. Name of the Director	Sri N P Ramakrishna
Date of Birth	09-01-1947
Date of First Appointment	20-01-1993
Expertise in Specific Functional Area	He has vast experience in transport business, has thorough understanding of the systems of milk procurement and transportation and has enabled Heritage Foods to strengthen its main milk procurement base at Chittoor, Bangalore and nearby areas.
Qualification	(B.Sc)
Directorships held in other Public Companies (Excluding Foreign and Private Companies)	Nil
Chairmanships/Membership of Committees of other Public Companies (includes only Audit Committee and Shareholders'/ Investors' Grievance Committee)	Nil
Shareholding in the Company	50,000

3. Name of the Director	Smt N Bhuvaneswari
Date of Birth	20-06-1962
Date of First Appointment	12-12-1994
Expertise in Specific Functional Area	She has 20 years of Industry experience.
Qualification	B.A
Directorships held in other Public Companies (Excluding Foreign and Private Companies)	<ol style="list-style-type: none"> Heritage International Limited Heritage Foods Retail Limited Heritage Conpro Limited Heritage Finlease Limited
Chairmanships/Membership of Committees of other Public Companies (includes only Audit Committee and Shareholders'/ Investors' Grievance Committee)	Nil
Shareholding in the Company	2665413 (23.12% of the total equity capital)

4. Name of the Director	Smt N Brahmani
Date of Birth	21-12-1987
Date of First Appointment	22-04-2013
Expertise in Specific Functional Area	She worked as an Investment Associate in M/s.Vertex Venture Management Pte. Ltd., Singapore for a period of two years before joining in HFIL as Vice President (Business Development).
Qualification	<ul style="list-style-type: none"> 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 Master's Degree in Business Administration from Stanford University, USA
Directorships held in other Public Companies (Excluding Foreign and Private Companies)	Nil
Chairmanships/Membership of Committees of other Public Companies (includes only Audit Committee and Shareholders'/ Investors' Grievance Committee)	Nil
Shareholding in the Company	50,500 (0.44% of the total equity capital)

By Order of the Board of Directors

Registered Office:
6-3-541/C, Punjagutta,
Hyderabad – 500 082
Date: 30th May, 2013

UMAKANTA BARIK
Company Secretary