



## HERITAGE FOODS LIMITED

(Formerly Known as M/s. Heritage Foods (India) Limited)

CIN:L15209TG1992PLC014332

Regd .Off: 6-3541/C, Panjagutta, Hyderabad-500 082, Telangana, India

Tel: 040-23391221/222, Fax: 040-30685458

Web: [www.heritagefoods.in](http://www.heritagefoods.in), e-mail: [hfl@heritagefoods.in](mailto:hfl@heritagefoods.in)

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## POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 & rules made there under)

To,  
The Member(s),

**NOTICE** is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, that the M/s. Heritage Foods Limited [Formerly known as Heritage Foods (India) Limited (hereinafter referred to as the "Company")] is seeking the consent of its members for the below mentioned resolutions by way of Postal Ballot which includes voting by electronic means.

The proposed Special resolutions and explanatory statement stating all material facts and reasons for the proposal is appended below and the postal ballot form is enclosed for your consideration. The Company has appointed Mrs. Savita Jyoti, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the form duly completed in the attached self addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours i.e. 5.30 P.M on Monday, the 8<sup>th</sup> day of September, 2014. The Scrutinizer after completion of the scrutiny will submit her report to the Chairman of the Company on Wednesday, the 10<sup>th</sup> day of September, 2014. The results of the postal ballot will be declared by the Chairman of the Company on Wednesday, the 10<sup>th</sup> day of September, 2014 at 11.00 A.M. at the Registered Office of the Company. The results will also be posted on the website of the Company [www.heritagefoods.in](http://www.heritagefoods.in). The results shall be intimated to the Stock Exchange where the shares of the Company are listed and also to the general public through press release in newspapers.

Members may note that as required under Clause 35B of the Listing Agreement, the Company has engaged the services of M/s Karvy Computer Share Pvt Limited (Karvy) to provide e-voting facility to members of the Company. Accordingly, the Company is providing e-voting facility for the Postal Ballot as an alternate, which would enable the members to cast their votes electronically, instead of casting their votes and despatching Postal Ballot Forms physically. Please read and follow the instructions on e-voting enumerated in the Notes to this Notice. Only members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company, and any other recipient of the Notice who has no voting rights should treat the Notice as an intimation only. Detailed instructions to use the e-voting facility are given separately.

The Resolutions, if approved, will be taken as passed effectively on the date of declaration of the results.

### **Proposed Resolutions:**

#### **1. Borrowing Powers of the Board of Directors**

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

**"RESOLVED THAT** in supersession of the Resolution No.1 passed at the Extra Ordinary General Meeting conducted through Postal Ballot held on 26<sup>th</sup> September, 2008, and pursuant the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereof as amended from time to time, the consent of Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) for borrowing, from time to time, at their discretion for the purpose of the business of the Company, from any one or more banks, financial institutions and other persons, firms, bodies corporate, as it may consider fit, any sum or sums of monies, on such terms and conditions as the Board may deem fit notwithstanding that the money(ies) to be borrowed together with the money(ies) already borrowed by the Company (apart from temporary loan obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid-up Capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any time exceed Rs.500 Crores (Rupees Five Hundred Crores Only)."

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

## **2. Mortgage/Creation of Charges/Hypothecation etc., of the Properties of the Company**

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

**“RESOLVED THAT** in supersession of the Resolution No.2 passed at the Extra Ordinary General Meeting conducted through Postal Ballot held on 26<sup>th</sup> September, 2008 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereof as amended from time to time, the consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or rupee/ foreign currency convertible bonds and/or bonds with share warrants attached (hereinafter collectively referred to as “Loans”) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, shall not, at any time exceed Rs.500 crores (Rupees Five Hundred Crores Only).”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized and empowered to enter into, sign, seal and execute and deliver such arrangements, assignments, conveyances, covenants, contracts, deeds, writings and other instruments and to do all such acts, deeds, matters and things in the name and on behalf of the Company as the Board may consider expedient, usual, proper or desirable for creating mortgages / charges/ hypothecation on all or any of the immovable and moveable properties of the Company, both present and future, which may be beneficial and convenient to the Company”.

**Registered Office:**

6-3-541/C, Punjagutta,  
Hyderabad – 500 082, Telangana  
CIN:L15209TG1992PLC014332  
PH:040-23391221/2  
e-mail:hfl@heritagefoods.in

Date: July 30, 2014

By Order of the Board  
For **HERITAGE FOODS LIMITED**

**UMAKANTA BARIK**  
Company Secretary  
M.No:FCS-6317

**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE**

Item No. 1 & 2

The members at the Extra Ordinary General Meeting conducted through Postal Ballot held on 26<sup>th</sup> September, 2008, had accorded their consent to the Board of Directors for borrowings up to Rs.250 Crores under Section 293(1)(d) of the Companies Act, 1956. However, with the passing of Companies Act, 2013, resolution passed under Section 293(1)(d) & 293(1)(a) of the Companies Act, 1956 are valid only upto 11<sup>th</sup> September, 2014.

Hence, the consent of the members is therefore, sought in accordance with the provisions of Section 180(1)(c) of the Companies Act, 2013 to enable the Board of Directors to borrow monies, provided that the total amount so borrowed by the Board shall not at any time exceed Rs.500 Crores (Rupees Five Hundred Crores only). The Resolution under Item No.1 is to obtain the consent of the members for this purpose.

The proposed borrowings of the Company may, if necessary, be secured by way of creation of charges/mortgage/hypothecation on the Company's assets in favour of the lenders/holders of securities/trustees for the holders of the said securities as mentioned in the Resolution under Item No.2. As the documents to be executed between the lenders/security holders/trustees for the holders of the said securities and the Company may contain provisions to take over substantial assets of the Company in certain events, it is necessary to pass a resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of charges/mortgages/hypothecations etc., for an amount not exceeding Rs.500 Crores (Rupees Five Hundred Crores only).

The above proposals are in the interest of the Company and the Directors recommend the Special Resolutions in Item Nos.1 and 2 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

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By Order of the Board  
For **HERITAGE FOODS LIMITED**

**UMAKANTA BARIK**  
Company Secretary  
M.No:FCS-6317

**Notes:**

- a) The explanatory statement with reasons for proposing the Resolution as stated in the Notice is annexed to the Notice.
- b) The Company has appointed Ms. Savita Jyoti (CP No.1796), Practicing Company Secretary, E-86, Sainikpuri, Secunderabad-500094 as Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in fair and transparent manner.
- c) The Postal Ballot Form together with self-addressed prepaid Business Reply Envelope is enclosed for use of the Member(s).
- d) The Notice is being sent to all the Members (and electronically by e-mail to those Members who have registered their email ids with the Company/Depositories) whose names appear in the Register of Members/record of the Depositories as on 01 August 2014. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member(s) as on that date and time.
- e) Resolution passed by the Members through Postal Ballot is deemed to have been passed effectively at a General Meeting of the Members.
- f) You are requested to carefully read the instructions printed on the back side of the Postal Ballot Form before exercising the vote and return the said form duly completed and signed in the enclosed self-addressed prepaid Business Reply Envelope, so as to reach the Scrutinizer on or before 5:30 p.m. on 8 September 2014. The envelope may also be deposited personally at the address given thereon. The envelopes received thereafter shall be treated as if the reply from the Member has not been received. Also, no other form or photocopy thereof is permitted. However, an envelope containing Postal Ballot, if sent by any other modes at the expenses of the Members will also be accepted.
- g) **E-VOTING:** In compliance with provisions of Section 110 of the Companies Act, 2013 read with the Rules and Clause 35B of the Equity Listing Agreement, the Company is pleased to offer E-voting facility as an alternative, for all its Members to enable them to cast their vote electronically instead of dispatching the Postal Ballot Forms. E-voting is optional. Member(s) can opt only for one mode of voting. If a Member has opted for E-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case Members cast their vote both via Physical Ballot and E-voting, then voting through Physical Ballot shall prevail and voting done by E-voting shall be treated as invalid.  
In case a Member desires to exercise his/her vote by using E-voting facility, then Member has to carefully follow the instructions given for E-voting on the back side of the Postal Ballot Form. He/she can use the facility and log in any number of times till he/she had voted on the Resolution.  
Members who have registered their email ids for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs but however wish to vote through Postal Ballot Form can seek duplicate form from the office of the Registrars and Share Transfer Agents of the Company at M/s Karvy Computershare Private Limited, Unit: Heritage Foods Limited, Plot No.17-24, Vittal Rao Nagar, Madhapur, Hyderabad – 500 081, and send/submit the same by post to the Scrutinizer at the address of the Registrar and Share Transfer Agents given above.
- h) Instructions relating to the Physical Voting as well as E-voting is as follows:

## PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING

- i. A Member desirous of exercising his/her vote by Postal Ballot may complete the Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Ms. Savita Jyoti, Company Secretary in Practice, C/o M/s Karvy Computershare Private Limited, Unit: Heritage Foods Limited, Plot No.17-24, Vittal Rao Nagar, Madhapur, Hyderabad – 500081, the attached self-addressed Business Reply Envelope so as to reach on or before 5.30 p.m. on 8 September 2014.
- ii. The postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Member(s) will also be accepted.
- iii. The self-addressed Business Reply Envelope is addressed to the Scrutinizer appointed by the Company.
- iv. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company / Depository Participants). In case of joint holding, the Postal Ballot Form should be completed and signed by the first named Member and in his/her absence by the next named Member. In case, if the Postal Ballot Form is signed through a delegate, a copy of power of attorney attested by the Member should be annexed to the Ballot.
- v. The consent must be accorded by recording the assent in the Column “FOR” and dissent in the Column “AGAINST” by placing a tick (P) mark in the appropriate column.
- vi. There will be only one Postal Ballot Form for each Folio/Client ID irrespective of the number of joint Member (s).
- vii. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority Letter.
- viii. A Member can request for duplicate Postal Ballot Form. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form i.e. 8 September 2014.
- ix. Member(s) are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- x. A Member need not use all the votes, nor needs to cast all the votes in the same way.
- xi. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
- xii. Member(s) cannot appoint a proxy to exercise their voting powers through Postal Ballot.

## PROCEDURE AND INSTRUCTIONS FOR E-VOTING

The procedure and instructions for E-voting are as follows:

- i) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'.
- ii) Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

User – ID for Members holding shares in Demat Form:

- For NSDL : 8 Character DP ID followed by 8 Digits Client ID.
- For CDSL: 16 digits beneficiary ID.

For Members holding shares in Physical Form:

- EVEN No. followed by Folio Number registered with the Company.
- Password : Your Unique password is printed on the Postal Ballot Form / via email forwarded through the electronic notice.

Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) Please contact our toll free No. [1800 3454 001] for any further clarifications.
- iv) Members can cast their vote online from Thursday, 7 August 2014 at 10.00 a.m. to Saturday, 6 September, 2014 at 5.30 p.m.
- v) After entering these details appropriately, click on “LOGIN”.
- vi) Members will now reach ‘Password Change’ menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other company on which they are eligible to vote, provided that company opts for E-voting through Karvy Computershare Private Limited E-voting platform. System will prompt you to change your password and update any contact details like mobile no., email ID etc on 1st 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.
- vii) You need to login again with the new credentials.
- viii) On successful login, system will prompt to select the ‘Event’ i.e. “Heritage Foods Limited”.
- ix) If you are holding shares in Demat form and had logged on to “https://evoting.karvy.com” and casted your vote earlier for any company where the System Provider was Karvy Computershare Private Limited, then your existing login id and password given earlier are to be used.
- x) On the voting page, you will see Resolution description and against the same the option ‘FOR/AGAINST’ for voting. Enter the number of shares (which represents number of votes) under ‘FOR/AGAINST’ or alternatively you may partially enter any number in ‘FOR’ and partially in ‘AGAINST’, but the total number in ‘FOR/AGAINST’ taken together should not exceed your total shareholding. After selecting the resolution you have decided to vote on, click on ‘SUBMIT’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘OK’, else to change your vote, click on ‘CANCEL’ and accordingly modify your vote.
- xi) Once you ‘CONFIRM’ your vote on the Resolution, you will not be allowed to modify your vote.
- xii) Corporate/institutional Members (Corporate/Fls/foreign institutional investors/trust/mutual funds/banks, etc.) are required to send scan (PDF format) of the relevant resolution of the Board of Directors to the Scrutinizer through e-mail to **savitajyotiassociates05@gmail.com** with a copy mark to **evoting@karvy.com**. The file scanned image of the Board Resolution should be in the naming format “Corporate Name \_EVEN No.”
- i) The Scrutinizer will submit the report to the Chairman of the Company after completion of the scrutiny and results of the Postal Ballot would be announced on 10 September 2014 at 11.00 am at the Registered Office of the Company situated at 6-3-541/c, Panjagutta, Hyderabad – 500 082, Telangana and the Resolution will be taken as passed effectively on the date of announcement of results, if results of the Postal Ballot indicates that the requisite majority of the Members had assented to the Resolution. The Scrutinizers decision on the validity of the Postal Ballot shall be final. As indicated earlier, the results of the Postal Ballot will be published on the website of the Company, **www.heritagefoods.in** besides being notified to BSE Limited where the Company’s shares are listed. The results shall also be announced through a newspaper announcement.
- j) Members are requested to carefully read the instructions printed on the Postal Ballot Forms before exercising their vote on the resolution.

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(Formerly Known as M/s. Heritage Foods (India) Limited)

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### POSTAL BALLOT FORM

Ballot No. :

1. Name and Registered Address of the Sole/First  
named shareholder :

2. Name(s) of the Joint Holder(s), if any :

3. Registered folio No./ DP ID No. & Client ID No.\* :  
(\*Applicable to investors holding shares in demat  
form)

4. Number of Shares held :

I/We hereby exercise my/our vote in respect of the ordinary resolutions to be passed through postal ballot for the business stated in the notice of the Company by sending my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below.

Item No. and Description - Type Resolution	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1 Borrowing Powers of the Board of Directors - Special Resolution			
2 Mortgage/Creation of Charges / Hypothecation etc., of the Properties of the Company - Special Resolution			

Place :

Date :

\_\_\_\_\_  
Signature of the Shareholder

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### Electronic Voting Particulars

EVEN (E- Voting Event Number)	USER ID	PASSWORD/PIN

Note: For e-voting, please refer the instructions under "E-Voting Facility" in the Postal Ballot Notice attached herewith.

**NOTES / INSTRUCTIONS:**

1. Pursuant to the provisions of Section 110 of the Companies Act, 2013 and rules made there under, the assent or dissent of the members in respect of the Special Resolutions contained in the Postal Ballot Notice dated 30th July, 2014 is being determined through Postal Ballot.
2. The vote should be cast either in favour or against by putting the tick (✓) Mark in the column provided for assent or dissent. Postal Ballot form bearing (✓) in both the column will render the form invalid.
3. The Company has appointed Mrs. Savita Jyoti, Practicing Company Secretary, Hyd as Scrutinizer for conducting the Postal Ballot process.
4. The Company has authorized Smt. N. Brahmani, Executive Director and Sri. Umakanta Barik, Company Secretary as the persons responsible for the entire Postal Ballot voting process.
5. Shareholders desiring to exercise voting right by way of physical Postal Ballot may complete the Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed pre-paid envelope or through e-voting system provided by the M/s Karvy Computer share Private Limited. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot Forms, if sent by courier at the expense of shareholder will also be accepted.
6. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the scrutinizer not later than the date specified herein before. Request for issue of duplicate ballot form shall not be entertained after 4th September, 2014.
7. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the shareholders on the cut-off date i.e. 1st August, 2014.
8. The Scrutinizer will submit her final report as soon as possible after the last date of receipt but, not later than 10th September, 2014.
9. The Chairman of the Board and in his absence, any person authorized by the chairman will announce the result of the Postal Ballot at the Registered Office of the Company at #6-3-541/C, Panjagutta, Hyderabad-500 082, Telangana on 10th September, 2014 at 11.00 a.m. The members, who wish to be present at time of declaration of the result, may do so at the said venue. The date of declaration of the Postal Ballot result will be taken to be the date of passing of the Special Resolutions.
10. The result of the Postal Ballot will also be published in the newspapers within 48 hours of the declaration of the results and will be placed at the website of the Company at [www.heritagefoods.co.in](http://www.heritagefoods.co.in).
11. The Postal Ballot form should be completed and signed by the Sole /first named shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his/her absence, by the next named shareholder.
12. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Authority with signature(s) of Authorized Signatory (ies), duly attested.
13. Postal Ballot cannot be exercised by a Proxy.
14. Incomplete, unsigned or incorrectly filled or bearing more than one (✓) on the Postal Ballot are subject to rejection by the Scrutinizer.
15. Members are requested not to send any other matter along with Postal Ballot form in the enclosed pre-paid postage self-addressed envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
16. All documents referred to in the accompanying Notice & Explanatory Statement are open for inspection at the Registered Office of the Company on all working days except Saturdays and Sundays between 10.00 a.m. to 1.00 p.m. upto 6th September, 2014 from the date of dispatch of Notice.

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