



4th Annual Report 2014-15

Heritage
Conpro Limited

Board of Directors

1. Sri D. Seetharamaiah
2. Smt N. Bhuvaneswari
3. Sri. Nara Lokesh
4. Dr. M. Sambasiva Rao

Registered Office

6-3-541/C, Panjagutta, Hyderabad – 500082

Statutory Auditors

M/s. Raju & Prasad, Chartered Accountants
401, "DIAMOND HOUSE" Adj. Amrutha Hills,
Panjagutta, Hyderabad – 500 082

Bankers

HDFC Bank Limited,
Lakadikapool Branch,
Hyderabad, Andhra Pradesh.

**NOTICE**

Members of Heritage Conpro Limited are hereby given notice for the 4th Annual General Meeting of the Company, the schedule of which and the business to be transacted therein, are given below:

Day and Date : Monday, 14th September, 2015
Time : 10.30 a.m.
Venue : Registered Office:
6-3-541/C, Panjagutta,
Hyderabad – 500 082

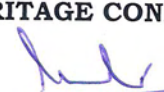
ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 Statement of Profit and Loss, Cash flow statement & notes thereof for the year ended as on that date and the Reports of the Directors' and the Auditors' thereon.
2. To appoint a Director in place of Sri. N. Lokesh, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors of the Company and to fix their remuneration.

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

“RESOLVED THAT M/s. Raju & Prasad, Chartered Accountants, Hyderabad, be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, as per the provisions of Section 139 of the Companies Act 2013 at a remuneration to be fixed by the Board of Directors of the Company.”

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


Dr. M. SAMBASIVA RAO
DIRECTOR
DIN: 01887410

Date: 8th July, 2015
Place: Hyderabad



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 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 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. Members are requested to notify immediately any change in their address to the Company.
4. All communication relating to shares are to be addressed to the Company.
5. Members/proxies should bring the Attendance Slip duly filled in for attending the meeting.
6. The Ministry of Corporate Affairs has announced a "Green Initiative in Corporate Governance" thereby allowing paperless compliance through electronic mode. The Company supports this environment friendly initiative of the Government of India and proposes to send notices for General Meetings/Annual Reports/Other Shareholders Communication through electronic mode to the e-mail addresses which are registered with the Company for this purpose from time to time. For members who have not registered their e-mail addresses, physical copies of Annual Report 2014-15 are being sent by the permitted mode.

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

Dr. M. SAMBASIVA RAO
DIRECTOR
DIN: 01887410

Date: 8th July, 2015
Place: Hyderabad



DIRECTORS REPORT

Dear Members,

Your Directors have pleasure in presenting the 4th Annual Report of the Company together with the Audited Accounts of the Company for the financial year ended March 31, 2015.

Financial Results

During the year under review, performance of your company as under:

Particulars	Year ended 31 st March 2015	Year ended 31 st March 2014
Turnover	-	-
Profit/(Loss) before taxation	(63,242)	(22,118)
Less: Tax Expense	-	-
Profit/(Loss) after tax	(63,242)	(22,118)
Add: Balance B/F from the previous year	-	-
Balance Profit / (Loss) C/F to the next year	-	-

Operational highlights

During the year under review, the Company earned an income of NIL during the year and expenses are 63,242/- (Sixty Three Thousand Two hundred and Forty Two only). The Profit/(Loss) after tax was (63,242)/-

Extract of Annual Return

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in **MGT-9** for the financial year 2014-15 has enclosed in **ANNEXURE I**

Equity Dividend

During the year under review, the Company has not declared any Interim/final Dividend.

Amounts Transferred to Reserves

The Board of the Company has decided not to transfer any amount to its reserves.

Number of Board Meetings

During the Financial Year 2014-15, Four (4) Meetings of the Board of Directors of the Company were held on 5th May, 2014, 11th July, 2014, 9th October, 2014, 12th January, 2015.

Directors

No Director(s) appointed during the year.

In accordance with Articles of Association of the Company and provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Sri. N. Lokesh, Director of the Company who retire by rotation and being eligible, offers himself for re-appointment.

**Information about the financial performance / financial position of the Subsidiaries / Associates / JV**

The Company is not having any Subsidiary/Associate Company/JV any during the financial year under review.

Auditors

M/s. Raju & Prasad, Chartered Accountants, Hyderabad, Statutory Auditors of the Company, hold office till the conclusion of the ensuing Annual General Meeting and are eligible for reappointment.

As per the Section 139 of the Companies Act 2013 M/s. Raju & Prasad, Chartered Accountants, Hyderabad Statutory Auditors of the Company will be appointed from the conclusion of this annual General Meeting till the conclusion of the next Annual General Meeting the Company has received letter from them to the effect that their reappointment, if made, would be within the prescribed limits under section 141 of the Companies Act 2013 and rules made thereof.

Particulars of Contracts or Arrangements with Related Parties

There are no material related party transactions during the year under review with the promoters, Directors or Key Managerial Personnel. Thus disclosure in the form AOC-2 is not required.

Directors Responsibility Statement

In conformity with the provisions under Section 134 (5) which is introduced by the Companies Act, 2013 your directors confirm that:-

- a) in the preparation of the annual accounts for the year ended March 31, 2015, the applicable accounting standards have been followed and there are no material departures from the same;
- b) the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit & loss of the Company for the year ended on that date;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a 'going concern' basis; and
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**Particulars of Loan, Guarantees and Investments under Section 186**

The Company has duly complied with the provision of Section 186 of the Companies Act, 2013 and it has taken.

Secured loans: Nil

Unsecured loans: Nil

Current/non-current investments: Nil

Guarantees: Nil

Securities extended: Nil

Material changes and commitments between the end of financial year and the date of the report

There are no material changes since 31st March 2015 and until the date of this report.

Conservation of Energy/Technology Absorption, Foreign Exchange Earnings and Outgo:

The information required to be given pursuant to Section 134 (3) (m) of the Companies Act, 2013, Particulars of Conservation of Energy/Technology absorption, Foreign Earnings: **Nil**

Particulars of Employees

Statement of Particulars of Employees, pursuant to the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(2) (Appointment and Remuneration of Managerial Personnel) Rules, 2014, no employees comes under these provisions during the year under review.

Fixed deposits

During the year under review the Company has not accepted any fixed deposits from the public.

Acknowledgment

The Directors express their sincere appreciation to the valued shareholders, bankers and clients for their support

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


Dr. M. SAMBASIVA RAO
DIRECTOR
DIN: 01887410


N. LOKESH
DIRECTOR
DIN: 02330945

Place: Hyderabad
Date: 8th July, 2015

Annexure - I**Form No. MGT-9
EXTRACT OF ANNUAL RETURN****As on the financial year ended on 31st March, 2015**[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1)
Of the Companies (Management and Administration) Rules 2014]**I. REGISTRATION AND OTHER DETAILS:**

- (i) CIN : U52100TG2011PLC072132
(ii) Registration Date : 10.01.2011
(iii) Name of the Company : HERITAGE CONPRO LIMITED
(iv) Category / sub-Category of the Company : Company Limited by Shares/Indian Non-Government Company
(v) Address of the Registered office and Contact details : #6-3-541/C, beside NIMS, Panjagutta, Hyderabad – 500082
(vi) Whether Listed Company : NO
(vii) Name, Address and contact details of Registrar and Transfer Agent, if any : NA

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

Sl. No	Name and Description of Main Product/Services	NIC Code of the Product/ Service	% to total turnover of the Company
-	-	-	-

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

S. No	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/Associate	% of Shares held	Applicable Section
1.	Heritage Foods Limited	L15209TG1992PLC014332	Holding Company	75.70%	Sec.2 (46)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**(i) Category-wise Shareholding**

Category of Shareholders	No. of Shares held at the beginning of the year 01.04.2014				No. of Shares held at the end of the year 31.03.2015				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
(a) Individual / HUF	0.00	24000	24000	23.90	0.00	24000	24000	23.9%	0.00
(b) Central Govt	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(c) State Govt(s)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(d) Bodies Corporate	0.00	76000	76000	75.70	0.00	76000	76000	75.70	0.00
(e) Banks/FI	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(f) Any other	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Sub total	0.00	100000	100000	99.60	0.00	100000	100000	99.60	0.00

(A) (1):-									0.00
(2) Foreign									0.00
(a) NRIs Individuals	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(b) Other Individuals	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(c) Bodies Corporate	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(d) Banks/FI	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Sub-total (A) (2)	0.00	100000	100000	99.60	0.00	100000	100000	99.60	0.00
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
B. Public Shareholding									
1. Institutions									
(a) Mutual Funds	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(b) Banks/FI	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(c) Central Govt	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(d) State Govt(s)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(e) Venture Capital Funds	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(f) Insurance Companies	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(g) FII	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(h) Foreign Venture Capital Funds	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(i) Others (specify)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Sub-total (B)(1)									0.00
(a) Bodies Corporate	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(i) Indian	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(b) Individuals	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(i) Individual shareholders holding nominal share capital upto Rs. 1 Lakh	0.00	400	400	0.40	0.00	400	400	0.40	0.00
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(c) Others (Specify)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Sub-total (B)(2)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Public Shareholding (B)=(B)(1)+(B2)	0.00	400	400	0.40	0.00	400	400	0.40	0.00
C. Shares held by Custodian for GDRs & ADRs	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Grand Total (A+B+C)	0.00	100400	100400	100.00	0.00	100400	100400	100.00	0.00

(ii) Shareholding of Promoters

S. No	Shareholder's Name	Shareholding at the beginning of the Year 01.04.2014			Shareholding at the end of the year 31.03.2015			% Change in shareholding during the year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged /encumbered to total shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged /encumbered to total shares	
1.	Nara Bhuvaneswari	12000	11.95%	-	12000	11.95%	-	-
2.	Nara Lokesh	12000	11.95%	-	12000	11.95%	-	-

(iii) Change in Promoter's Shareholding (Please specify, if there is no change)

Sl. No		Shareholding at the beginning of the year 01.04.2014		Cumulative Shareholding during the year 31.03.2015	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	At the beginning of the year 01.04.2014	24,000	23.9%	24000	23.9%
	Date wise Increase/Decrease in promoters Shareholding during the year specifying the reasons for increase/decrease (e.g.allotment/transfer/bonus/sweat equity etc)	--	--	--	--
	At the end of the Year 31.03.2015	24,000	23.9%	24,000	23.9%

iv) Shareholding pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No	Name	Shareholding		Date	Increase/Decrease in Shareholding	Reason	Cumulative Shareholding During the Year (01.04.2014 to 31.03.2015)	
		No. of Shares at the Beginning (01.04.2014)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
1	Heritage Foods Limited	76,000	75.70	-	-	-	76,000	75.70

(V) Shareholding of Directors and Key managerial Personnel:

Sl. No	Name	Shareholding at the beginning of the year		Cumulative Shareholding During the Year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	N. Bhuvaneswari	12000	11.95	12000	11.95
2	N. Lokesh	12000	11.95	12000	11.95
3	D. Seetharamaiah	100	0.10	100	0.10
4	Dr. M. Sambasiva Rao	100	0.10	100	0.10

(V) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	NIL	NIL	NIL	NIL
(ii) Interest due but not paid				
(iii) Interest accrued but not due				
Total (i+ii+iii)	NIL	NIL	NIL	NIL
Change in Indebtedness during the financial year				
• Addition	NIL	NIL	NIL	NIL

• Reduction				
Net Change	NIL	NIL	NIL	NIL
Indebtedness at the end of the financial year				
(i) Principal Amount	NIL	NIL	NIL	NIL
(ii) Interest due but not paid				
(iii) Interest accrued but not due				
Total (i+ii+iii)	NIL	NIL	NIL	NIL

(VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration of Managing Director, Whole-time Director and/or Manager: **N.A**

Sl. No	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
1.	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961. (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	NA	NA	NA	NA
2.	Stock Option	NA	NA	NA	NA
3.	Sweat Equity	NA	NA	NA	NA
4.	Commission - As % of profit - Others, specify	NA	NA	NA	NA
5.	Others, please specify	NA	NA	NA	NA
	Total (A)	NA	NA	NA	NA
	Ceiling as per the Act	NA	NA	NA	NA

B. Remuneration to other Directors: **NIL**

Sl. No	Particulars of Remuneration		Total Amount
1	Independent Directors Fee for attending Board/Committee Meetings	NIL	NIL
	Commission	NIL	NIL
	Others, please specify	NIL	NIL
	Total (1)	NIL	NIL
2	Other Non-Executive Directors	NIL	NIL
	Independent Directors Fee for attending Board/Committee Meetings	NIL	NIL
	Commission	NIL	NIL

	Others, please specify	NIL	NIL
	Total (2)	NIL	NIL
	Total (B)= (1+2)	NIL	NIL
	Total Managerial Remuneration	NIL	NIL
	Overall Ceiling as per the Act	NIL	NIL

C. Remuneration to Key Managerial Personnel other than MD/WTD/Manager: **N.A**

Sl. No	Particulars of Remuneration	Key Managerial Personnel		
				Total (Rs.)
1.	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961. (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961			
2.	Stock Option		NIL	
3.	Sweat Equity			
4.	Commission - As % of profit - Others, specify			
5.	Others, please specify			
	Total			

VII. PENALTIES/PUNISHMENTS/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment Compounding fees imposed	Authority [RD/NCLT/COURT]	Appeal made, if any (give details)
A.COMPANY					
Penalty					
Punishment					
Compounding					
B.DIRECTORS					
Penalty					
Punishment					
Compounding					
C.OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

INDEPENDENT AUDITOR'S REPORT

To
The Members
Heritage Conpro Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Heritage Conpro Limited, which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these stand alone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

New Delhi Branch:
A 20/20, DLF City,
Phase - I,
Gurgaon - 122 002
Ph: 0124-4056132

Mumbai Branch:
511, The Corporate Centre,
Nirmal Lifestyle Mall,
L.B.S. Road, Mulund West,
Mumbai - 400 080
Ph: 022-25671155 / 1199

Bangalore Branch:
202, Akash Avenue,
34, 1st Main, SBM Colony,
Anand Nagar,
Bangalore - 560 024
Ph : +91-9241570047

Jalgaon Branch:
Flat No. 7,
Krunal Apartments,
Ganapathi Nagar,
Jalgaon - 475 001
Cell : +91-9966738900

Navi Mumbai Branch:
B-712, Groma House,
Near APMC Market,
Vashi,
Navi Mumbai - 400703
Cell : +91-9967220322

- (e) On the basis of the written representations received from the directors as on 31st March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- a) The Company does not have any pending litigations which would impact its financial position.
 - b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - c) There were no amounts which were required to be transferred to the Investor education and protection fund by the company.

Place: Hyderabad
Date: 11.05.2015

For Raju and Prasad
Chartered Accountants
FRN: 003475S

Y. Bala Krishna Reddy

Y. Bala Krishna Reddy
Partner
M.No: 223701

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance sheet, of the state of affairs of the company as at 31st March, 2015;
- (b) In the case of Statement of profit and loss, of the profit for the year ended on that date.
- (c) In the case of cash flow statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order ('the Order') issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in Annexure a statement on the matters specified in paragraph 3 and paragraph 4 of the order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of accounts.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

The Annexure referred to Our Report of even date to the members of Heritage Conpro Limited on the accounts of the company for the year ended 31st March, 2015.

- i. Since the company has no fixed assets, the provisions of Para 3 (i) (a) and (b) of the order are not applicable.
- ii. As the company has neither purchased raw materials, stores nor maintained any stocks, the reporting requirement under Para 3 (ii) (a), (b) and (c) of the Companies (Auditors Report) Order, 2015 are not applicable.
- iii. The company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Act.
- iv. The company has not purchased any inventory or fixed assets. Therefore, the provisions of the clause (iv) of the order are not applicable.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73 and 74 of the Act and the rules framed there under to the extent notified.
- vi. Since the Company has not commenced any commercial operations, Maintenance of cost records under sub-section (1) of Section 148 of the Act, is not applicable.
- vii. a) The company is regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other statutory dues with the appropriate authorities. There are no undisputed statutory dues outstanding for more than six months as on 31.3.2015.
b) According to information and explanations given to us there are no undisputed statutory dues in respect of income Tax, Sales Tax, wealth Tax, and other material statutory dues that have not been deposited on account of any disputes.
c) As per the information and explanation given to us, there were no monies with the company which were required to be transferred to investor education and protection fund in accordance with the relevant provisions of the companies Act 1956 and rules made thereunder.
- viii. The Company's accumulated losses as at the end of the financial year are more than fifty percent of its net worth and have incurred cash losses of Rs.63,242 during the current financial year and also incurred Cash losses of Rs.22,118 in the immediately preceding financial year.
- ix. The Company has not defaulted in repayment of dues to any financial institution or bank or debenture holders as at the balance sheet date.

- x. The company has not given any guarantee for loans taken by others from banks or financial institutions.
- xi. The company has not taken term loans during the year.
- xii. Based on the audit procedures performed and the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

Place: Hyderabad

Date: 11.05.2015

For Raju and Prasad
Chartered Accountants
FRN: 003475S

Y. Bala Krishna Reddy

Y. Bala Krishna Reddy
Partner
M.No: 223701

New Delhi Branch:
A 20/20, DLF City,
Phase - I,
Gurgaon - 122 002
Ph: 0124-4056132

Mumbai Branch:
511, The Corporate Centre,
Nirmal Lifestyle Mall,
L.B.S. Road, Mulund West,
Mumbai - 400 080
Ph: 022-25671155 / 1199

Bangalore Branch:
202, Akash Avenue,
34, 1st Main, SBM Colony,
Anand Nagar,
Bangalore - 560 024
Ph : +91-9241570047

Jalgaon Branch:
Flat No. 7,
Krunal Apartments,
Ganapathi Nagar,
Jalgaon - 475 001
Cell : +91-9966738900

Navi Mumbai Branch:
B-712, Groma House,
Near APMC Market,
Vashi,
Navi Mumbai - 400703
Cell : +91-9967220322

Balance Sheet as at 31st March 2015:

Particulars	Note No	(Amount in Rs.)	
		As at 31.03.2015	As at 31.03.2014
EQUITY AND LIABILITIES			
1) Shareholders' Funds			
a) Share Capital	1	1004000	1004000
b) Reserves and Surplus	2	(344663)	(281421)
Sub Total		659337	722579
2) Share application money pending allotment		-	-
3) Non-Current Liabilities		-	-
4) Current Liabilities			
Other current liabilities	3	40532	39236
Total		699869	761815
ASSETS			
1) Non-current assets		-	-
2) Current assets			
Cash and cash equivalents	4	699869	761815
Total		699869	761815
Summary of Significant Accounting Policies & Notes to Financial Statements	1 to 15		

As per our report attached

For and on behalf of the Board

For Raju & Prasad

Chartered Accountants

(Firm No.003475S)


Y. BALA KRISHNA REDDY

Partner

Membership No.223701


Dr. M. SAMBASIVA RAO

Director

DIN: 01887410


N. LOKESH

Director

DIN: 02230945

Date: May 11, 2015

Place : Hyderabad

The Statement of Profit & Loss for the Year Ended 31st March 2015:**(Amount in Rs.)**

Particulars	Note No	Year Ended 31.03.2015	Year Ended 31.03.2014
I. Revenue from operations		-	-
II. Other Income		-	-
III. Total Revenue (I +II)		-	-
IV. Expenses:			
Cost of materials consumed		-	-
Purchase of Stock-in-Trade		-	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		-	-
Employee benefits expense		-	-
Finance costs		-	-
Depreciation and amortization expense		-	-
Other expenses	5	63242	22118
Total expenses		63242	22118
V. Profit before exceptional and extraordinary items and tax		(63242)	(22118)
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		(63242)	(22118)
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		(63242)	(22118)
X. Tax Expense:		-	-
XI. Profit(Loss) from the period from continuing operations		(63242)	(22118)
XIII. Earning per equity share:			
(1) Basic		(0.63)	(0.22)
(2) Diluted		(0.63)	(0.22)

As per our report attached

For and on behalf of the Board**For Raju & Prasad**

Chartered Accountants

(Firm No.003475S)

Y. BALA KRISHNA REDDY

Partner

Membership No.223701

Dr. M. SAMBASIVA RAO

Director

DIN: 01887410

N. LOKESH

Director

DIN: 02230945

Date: May 11, 2015

Place : Hyderabad

Cash Flow Statement for the year ended 31st March, 2015

PARTICULARS	Period Ended 31.03.2015	Period Ended 31.03.2014
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit / (Loss) before tax	(63242)	(22118)
Adjustment for		
Depreciation	-	-
Interest	-	-
Operating Profit before working capital changes	(63242)	(22118)
Adjustment for:		
Inventories	-	-
Trade and other Receivables	-	-
Other current Liabilities	1296	(2500)
Cash generated from operations	(61946)	(24618)
Direct taxes paid (incl. taxation of earlier years)	-	-
Net Cash (Used) / generated for / from operations	(61946)	(24618)
B. CASH FLOW FROM INVESTING ACTIVITIES	-	-
C. CASH FLOW FROM FINANCING ACTIVITIES	-	-
Proceeds from issue of Equity Shares		
Net Cash (Used) / generated for / from Financing Activities	-	-
Net increase / (decrease) in cash and cash equivalents	(61946)	(24618)
Cash and Cash equivalents as at the beginning of the	761815	786433
Cash and Cash equivalents as at the end of the	699869	761815

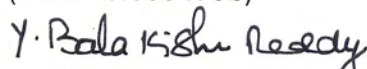
As per our report attached

For and on behalf of the Board

For Raju & Prasad

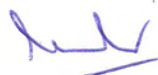
Chartered Accountants

(Firm No.003475S)


Y. BALA KRISHNA REDDY

Partner

Membership No.223701


Dr. M. SAMBASIVA RAO

Director

DIN: 01887410


N. LOKESH

Director

DIN: 02230945

Date: May 11, 2015

Place : Hyderabad

Notes on to Financial Statements:**Note 1 : Share Capital****(Amount in Rs.)**

Particulars	As at 31.03.2015		As at 31.03.2014	
	No. of Shares	Amount	No. of Shares	Amount
I. Authorised				
a) Equity Share Capital				
Equity Shares of Rs.10/- each	500000	5000000	500000	5000000
Total	500000	5000000	500000	5000000
II. Issued, Subscribed and Paidup Share Capital				
Equity Share Capital				
Equity Shares of Rs.10/- each	100400	1004000	100400	1004000

III. Reconciliation of number of shares outstanding**(Amount in Rs.)**

Particulars	As at 31.03.2015		As at 31.03.2014	
	Equity Shares		Equity Shares	
	Number	Amount	Number	Amount
Shares Outstanding at the beginning of the year	100400	1004000	100400	1004000
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	100400	1004000	100400	1004000

IV. Shares held by Shareholders holding more than 5%

Name of Shareholder	As at 31.03.2015		As at 31.03.2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
a. Equity Share Capital :				
1. Heritage Foods Limited	76000	75.70	76000	75.70
2. Smt. N. Bhuvaneswari	12000	11.95	12000	11.95
3. Sri N. Lokesh	12000	11.95	12000	11.95

V. Rights, Preferences and restrictions attached to equity shares

The Company has only one class of Issued, subscribed and paid up equity shares having a par value of Rs.10/- each per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the share holders in the Annual general meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the share holders.

Note 2: Reserves and Surplus**Amount in Rs.)**

Particulars	As at	As at
	31.03.2015	31.03.2014
a) General Reserve :		
Opening Balance	-	-
Add: Transfer from Surplus	-	-
Less: Transfer to Surplus	-	-
Closing Balance	-	-
b) Surplus :		
Opening Balance	(281421)	(259303)
Add: Net Profit / (Net Loss) for the current year	(63242)	(22118)
Closing Balance	(344663)	(281421)
Total - Reserves and Surplus	(344663)	(281421)

Note 3: Other Current Liabilities**(Amount in Rs.)**

Particulars	As at	As at
	31.03.2015	31.03.2014
Other Payables	40532	39236
TOTAL	40532	39236

Note:4 Cash and cash equivalents**(Amount in Rs.)**

Particulars	As at	As at
	31.03.2015	31.03.2014
a. Balances with banks:		
On current accounts	692050	757686
b. Cash on hand	7819	4129
Grand Total	699869	761815

Note: 5 Other expenses

Particulars	As at	As at
	31.03.2015	31.03.2014
Printing & Stationary	13400	-
Rates & Taxes	4510	5000
Legal & Professional Charges	39618	11500
Travelling and Conveyance	-	-
Miscellaneous Expenses	-	-
Auditors' Remuneration:		
As Auditors	5714	5618
Other Services	-	-
Total	63242	22118



Note 6 :SIGNIFICANT ACCOUNTING POLICIES & NOTES TO FINANCIAL STATEMENTS

1. **a) Basis of preparation of financial statements:** The financial statements have been prepared under historical cost convention and in conformity with the generally accepted accounting principles, applicable provisions of the Companies Act,2013, and as per the Accounting standards specified under section 133 of the Companies Act,2013 read with rule 7 of Companies (Accounts) Rules 2014. Financial statements have been presented as per the schedule III of the Companies Act.2013.

b) Changes in Accounting policies: Accounting policies have been consistently applied except where a newly issued Accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. Management evaluates all recently or revised Accounting standards on an ongoing basis and accordingly changes the Accounting policies as applicable.

c) Income and Expenditure: All items of expenditure shown in the statement having material bearing on the accounts are accounted on accrual basis.

d) Use of Estimates: The preparation of financial statements in conformity with the Indian GAAP requires management to make judgements, estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the end of financial statements and reported statements and reported amounts of income and expenses during the period.

e) Cash Flow statement: The cash flow statement is prepared by the "Indirect Method" set out in Accounting standard (AS-3) "Cash Flow statements" and presents the cash flows by operating, financing and investing activities of the company. Operating cash flows are arrived by adjusting profit or loss before by adjusting profit or loss before tax for the effects of transactions of a non cash nature, and deferral of accrual of past or future operating cash receipts or payments, and items of income or expense associated with investing or financing cash flows.

f) Cash and Cash Equivalents: Cash and Cash Equivalents comprises of cash on hand, cash at bank

g) Earnings per share: Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares that could have issued upon conversion of all dilutive potential equity shares.

h) Provisions: Provision is recognised when the company has a present obligation as a result of past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions or not discounted to their present value and are determined based on the best estimate required to settle the obligation at the year end. These estimates are reviewed at each year end and adjusted to reflect the current best estimates.

i) Contingent Liabilities: A contingent liability is a possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the enterprise or a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Note 7 : Contingent Liabilities and Commitments (To the extent not provided for)**(Amt in Rupees)**

Particulars	As at 31.03.2015	As at 31.03.2014
(i) Contingent liabilities shall be classified as:	NIL	NIL
(a) Claims against the company not acknowledged as debt;		
(b) Guarantees;	NIL	NIL
(c) Other money for which the company is contingently liable		
(ii) Commitments shall be classified as:		
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for;	NIL	NIL
(b) Uncalled liability on shares and other investments partly paid;	NIL	NIL
(c) Other commitments (specify nature).	NIL	NIL

Note 8. Employees benefits:

There are no employees engaged by the company. Hence no provision towards employee benefits has been made.

Note 9. Segment Reporting:

The Company has not commenced commercial operations. Hence reporting as per AS17: Segment Reporting is not applicable.

Note 10. Related Party disclosures as per AS-18

Name of the related party	Heritage Foods Ltd	Heritage Retail Ltd	N Bhuvaneswari	N Lokesh	M Sambasiva Rao
Description of the Relationship between the parties	Holding Company	Fellow subsidiary	Key Management Personnel (Director)	Key Management Personnel (Director)	Key Management Personnel (Director)
Description of the nature of transactions	Inter company transactions	Inter company transactions	a) Receiving of Services	Receiving of Services	Receiving of Services
Volume of the transactions either as an amount or as appropriate proportion	NIL	NIL	NIL	NIL	NIL
Any other elements of the related party transacting of the financial statements	NIL	NIL	NIL	NIL	NIL
The amounts or appropriate proportions of outstanding items pertaining to related parties at the Balance Sheet date	NIL	NIL	NIL	NIL	NIL
Amounts written off or written back in the period in respect of debts due from or to related parties.	NIL	NIL	NIL	NIL	NIL

**Note 11. Earnings per share (EPS)****(Amt in Rupees)**

Particulars	As at 31.03.2015	As at 31.03.2014
a) Calculation of weighted average number of equity shares of Rs 10/- each :		
Number of Equity Shares outstanding at the beginning of the year	100400	100400
Number of Equity Shares outstanding at the end of the year	100400	100400
Weighted average number of Equity Shares outstanding during the year	100400	100400
b) Net Profit/(Loss) after tax	(63242)	(53223)
c) Basic Earnings per share of Rs 10/- each	(0.63)	(0.53)
d) Diluted Earnings per share of Rs 10/- each	(0.63)	(0.53)

Note 12. There is no amount or interest which is outstanding for more than 45 days payable to Micro, Small and Medium Enterprises as required to be disclosed under Micro, Small and Medium Enterprises Development Act, 2006 as at 31st March'2015.

Note 13: Expenditure, Earnings, Remittance in Foreign Currency:

Particulars	For the period ended 31.03.2015	For the period ended 31.03.2014
a) Expenditure in Foreign Currency:	NIL	NIL
b) Earnings in Foreign Currency	NIL	NIL
c) Remittance in Foreign Currency	NIL	NIL

Note 14. There are no extra ordinary items during the year 2014-15

Note 15. Paisa is rounded off to the nearest Rupee.

As per our report attached

For Raju & Prasad

Chartered Accountants

(Firm No.003475S)

Y. Bala Krishna Reddy

Y. BALA KRISHNA REDDY

Partner

Membership No.223701

For and on behalf of the Board

Dr. M. Sambasiva Rao
Dr. M. SAMBASIVA RAO

Director

DIN: 01887410

N. Lokesh
N. LOKESH

Director

DIN: 02230945

Date: May 11, 2015

Place : Hyderabad

ATTENDANCE SLIP**HERITAGE CONPRO LIMITED**

U52100TG2011PLC072132

#6-3-541/C, Panjagutta, Hyderabad - 500 082, Telangana

Ph: +91-040-23391221/2, Fax: +91-040-30685458

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

DP ID*	
Client ID*	

Folio Number	
No. of Shares	

Name & Address (in BLOCK letters):

I/we certify that I/we am/are a registered shareholder(s)/proxy(s) for the registered shareholder of the Company. I/we hereby record my/our presence at the 4th Annual General Meeting of the Company to be held at 6-3-541/C, Panjagutta, Hyderabad - 500082 on Monday, the 14th September, 2015 at 10.30 a.m.

.....
Signature of the Shareholder /Authorized Representative/Proxy **

* Applicable for investors holding shares in electronic form

** **Strike out whichever is not applicable**

-----X-----X-----X-----

PROXY FORM**HERITAGE CONPRO LIMITED**

U52100TG2011PLC072132

#6-3-541/C, Panjagutta, Hyderabad - 500 082, Telangana

Ph: +91-040-23391221/2, Fax: +91-040-30685458

[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 4th Annual General Meeting of the Company to be held on Monday, the 14th September, 2015 at 10.30 a.m. at 6-3-541/C, Panjagutta, Hyderabad - 500082 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resoluti on number	Resolutions	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Ordinary Business:				
	Adoption of Financial Statement:			
1.	Adopt the Audited Balance Sheet as at 31 st March, 2015, Statement of Profit and Loss, Cash Flow Statement & notes thereof for the year ended as on that date and the Reports of the Directors' and the Auditors' thereon.			
2.	To appoint a Director in place of N. Lokesh, who retires by rotation and being eligible, offers himself for re-appointment.			
3.	The appointment of auditors of the Company, and to fix their remuneration.			

Affix
Revenue
Stamp

Signed this _____ day of _____ 2015

Signature of Shareholder

Signature of Proxy holder(s)

Notes:

- 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**
- 2. A Proxy need not be a member of the Company.**
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders.