

# NOTICE TO SHAREHOLDERS

Members of Heritage Foods Limited are hereby given notice for the 27<sup>th</sup> Annual General Meeting of the Company, the schedule of which and the business to be transacted therein, are given below:

<b>Day and Date :</b>	Friday, 30 August, 2019
<b>Time :</b>	10:30 am
<b>Venue :</b>	Auditorium Hall, 2nd Floor, Training Block, National Institute for Micro, Small and Medium Enterprises, Yousufguda, Hyderabad – 500 045, Tel:040-23608317

## ORDINARY BUSINESS:

- To receive Consider and Adopt:
  - The Audited Financial Statements of the Company for the Financial Year ended March 31, 2019, the Reports of the Board of Director's and Auditor's thereon; and
  - The Audited Consolidated Financial Statement of the Company for the Financial Year ended 31st March, 2019 and the Auditor's report thereon.
- To declare a dividend of (40%) i.e. ₹ 2/- per Equity Share of face value of ₹ 5/- each for the Financial Year Ended on March 31, 2019
- To appoint a Director in place of Dr. V Nagaraja Naidu (DIN: 00003730) who retires by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS:

- Re-appointment of Mr. N Sri Vishnu Raju (DIN:00025063) as Non Executive Independent Director of the company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and the Articles of Association of the Company, Mr. N Sri Vishnu Raju (DIN: 00025063), Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Non-Executive Independent Director of the Company to hold office for second term of five consecutive years with effect from the conclusion of this Annual General Meeting till the conclusion

of 32<sup>nd</sup> Annual General Meeting to be held in the year 2024 and not liable to retire by rotation.”

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

- Increase the Sitting fee of Non Executive Director for attending the Board/Committee meeting(s).**

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

**“RESOLVED THAT** in supersession to the resolution at Item No. 12 passed at the 22<sup>nd</sup> Annual General Meeting of shareholders of the Company held on 26<sup>th</sup> September, 2014 and pursuant to Section 197 of the Companies Act 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the approval of the members of the Company be and is hereby accorded for payment of ₹ 30,000 (Rupees Thirty Thousand only) as sitting fees plus reimbursement of actual conveyance, travelling and other expenses for each meeting of the Board and Audit Committee and ₹ 15,000 (Rupees Fifteen Thousand only) as sitting fees plus conveyance, travelling and such other actual expenses for each meeting of the Committee other than the Audit Committee attended by the Non-Executive Director of the Company w.e.f. 1<sup>st</sup> September, 2019.”

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

By Order of the Board of Directors

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

## Registered Office:

#6-3-541/C, Punjagutta,  
Hyderabad – 500 082  
CIN: L15209TG1992PLC014332  
Ph: +91-40-23391221/2  
E-mail: hfl@heritagefoods.in  
Date: May 22, 2019

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 27<sup>TH</sup> ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of member(s) not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other shareholder(s) of the company.

Proxies in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Meeting. A Proxy Form is attached herewith. Proxies submitted on behalf of the corporate, societies etc., must be supported by an appropriate resolution/authority, as applicable

2. Corporate Member(s) intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting
3. Relevant documents referred to in the accompanying Notice and notes are open for inspection by the Member(s) at the Company's Registered Office during the business hours i.e. 10.00 a.m to 5.00 p.m. on all working days up to the date of this Annual General Meeting.
4. M/s Karvy Fintech Private Limited, Karvy Selenium Tower B, 6th Floor, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad is the Registrar and Share Transfer Agent of the Company.
5. Brief resume of Director proposed to be appointed / re-appointed, nature of his/her expertise in specific functional areas, names of companies in which he/she hold directorship(s) and membership(s)/chairmanship(s) of Board/Committees, share holding and relationships between directors inter-se as stipulated in the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, are forming part of the Annual Report.
6.
  - a) The Company has notified closure of Register of Members and Share Transfer Books from Friday, August 23, 2019 to Friday, August 30, 2019 (both days inclusive) for determining the names of member(s) eligible for dividend on Equity Shares, if declared at the Meeting.
  - b) The dividend on Equity Shares, if approved at the Meeting, shall be credited to the respective bank account of the shareholders of the company / dispatched the dividend warrants on Friday, September 06, 2019
7. The dividend as recommended by the Board of Directors for the year ended March 31, 2019, when declared at the Annual General Meeting will be paid to the members whose name(s) 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 member(s) on the Register of Members of the Company on record date after giving effect to all valid share transfer(s) in physical form which would be received by the Company upto end of business hours on Record/Book closure date.

Pursuant to provisions of Sub-Section (5) of Section 124 the Companies Act, 2013 (Section 205 of the Companies Act, 1956), the Company has to transfer the unclaimed/ unpaid dividends declared up to financial years 2010-11 to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, the Company has uploaded the details of unclaimed/ unpaid amounts lying with the Company as on August 30, 2018 (date of last Annual General Meeting) on the website of the Company ([www.heritagefoods.in](http://www.heritagefoods.in)) and also on the website of the Ministry of Corporate Affairs, the information in respect of such unclaimed/unpaid 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	Unclaimed/Unpaid Dividend as on March 31, 2019	
			Amount outstanding (₹ in Rupees)	No of Shares
2011-12	29-09-2012	02-11-2019	12,38,714	619357
2012-13	17-07-2013	19-08-2020	9,23,869	307956
2013-14	26-09-2014	29-10-2021	16,36,839	545613
2014-15	24-09-2015	27-10-2022	23,18,742	772914
2015-16	19-08-2016	22-09-2023	21,64,953	721651
2016-17	23-08-2017	25-09-2024	34,99,984	874996
2017-18	30-08-2018	02-10-2025	16,02,346	801173

Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, all shares on which dividend has not been claimed/paid for seven consecutive years or more shall be transferred to IEPF Authority.

In compliance with the provisions of Section 124 of the Companies Act, 2013, the Company has transferred 36,820 equity shares belongs to 54 shareholders of the company to Investor Education and Protection fund Authority (IEPF) on November 27, 2018 of those shareholders who have not claimed the dividends for a continuous period of 7 years.

Pursuant to Section 124(5) of the Companies Act, 2013 [Section 205C (2) of the Companies Act, 1956] read with the Investor Education and Protection Fund (awareness and protection of Investors) Rules, 2001 as amended from time to time the unclaimed/unpaid dividend and the shares thereof pertaining for the financial year 2011-12 shall be transferred to the Investor Education and Protection Fund during the financial year 2019-20. The shareholders who has not claim their dividend are requested to claim it as the earliest possible.

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar/Company.

In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), securities of listed companies can only be transferred in dematerialised form with effect from April 1, 2019, except in case of transmission or transposition of securities. In view of the above, Members are advised to dematerialise shares held by them in physical form.

9. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents i.e. [Karvy Fintech Private Limited ("Karvy")] cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the member(s).
10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Karvy.
11. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. As per provisions of Section 20 of the Companies Act, 2013 read with Rules thereunder, a document may be served on any member by sending it to him / her by post or by registered post or by speed post or by courier or by delivering at his/her address, or by such electronic or other mode as may be prescribed including by facsimile telecommunication or to electronic mail address, which the member has provided to his/her Depository Participant / the Company's Registrar & Share Transfer Agent from time to time for sending communications, provided that a member may request for delivery of any document through a particular mode, for which he / she shall pay such fees as may be determined by the Board of Directors of the Company. In cases where any member has not registered his/ her e-mail address with the company, the service of documents etc. will be effected by other modes of service as provided in Section 20 of the Companies Act, 2013 read with the relevant Rules thereunder. Those members, who desire to receive notice / documents through e-mail, are requested to communicate their e-mail ID and changes thereto from time to time to his/her Depository Participant / the Company's Registrar & Share Transfer Agent as the case may be
12. M/s. Walker Chandio & Co. LLP, Chartered Accountants (FRN 001076N/500013) was appointed as Statutory Auditors of the Company at the 25<sup>th</sup> Annual General Meeting held on August 23,

2017 to hold office till the conclusion of the 30<sup>th</sup> Annual General Meeting of the Company to be held in the year 2022.

Pursuant to notification no: G.S.R. 432 (E) issued by the Ministry of Corporate Affairs Govt. of India on May 7, 2018 amending the provision of section 139 of the Companies Act, 2013 and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Statutory Auditors by the Members at every Annual General Meeting (AGM) has been omitted/deleted and hence the Board is not proposing to the members for ratification of appointment of Statutory Auditors at this AGM. The Board of Directors were empowered by the shareholders of the company to fix the remuneration of the Statutory Auditor on yearly basis.

### 13. Voting through electronic means:

- i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The member(s) may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
- ii. The facility for voting through electronic voting system will be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting.
- iii. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- iv. The Company has engaged the Karvy Fintech Private Limited ("Karvy") as the Agency to provide e-voting facility.
- v. The Board of Directors of the Company has appointed Mrs. Savita Joyti, Partner M/s. Savita Jyoti Associates, Practising Company Secretary (M No:3738) (C.P. No. 1796) Secunderabad - 500 094 as Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for same purpose.
- vi. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic share holding) as on the cut-off date i.e. Friday, August 23, 2019
- vii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Friday, August 23, 2019 only, shall be entitled to avail the facility of remote e-voting.
- viii. Any person who becomes member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. Friday, August 23, 2019 may write to the Karvy on the email id: evoting@karvy.com or to Mrs. C. Shobha Anand, Contact No. 040-67162222, at [Unit: Heritage Foods Limited] Karvy Fintech Private Limited, Karvy

Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanankramguda, Hyderabad-500032, Telangana, requesting for the User ID and Password. After receipt of the above credentials, please open internet browser by typing the URL: <http://evoting.karvy.com> and follow all the steps as directed by the system to cast the vote.

- ix. The remote e-voting facility will be available during the following period:

**Commencement of remote e-voting: From 9.00 a.m. (IST) on August 27, 2019**

**End of remote e-voting: Up to 5.00 p.m. (IST) on August 29, 2019**

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy / scrutinizer upon expiry of aforesaid period.

- x. The Scrutinizer, after conclusion of the meeting shall unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and after scrutinizing the votes cast at the meeting and through remote e-voting, shall, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairperson. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company i.e. [www.heritagefoods.in](http://www.heritagefoods.in) and on the website of Karvy <https://evoting.karvy.com>, the results shall simultaneously be communicated to the Stock Exchange where shares of the Company are listed.
- xi. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. August 30, 2019.
- xii. Instructions and other information relating to remote e-voting:

**A. In case a member receives an e-mail from Karvy [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]:**

- a. Open internet browser by typing the URL: <https://evoting.karvy.com>
- b. Enter the login credentials (i.e. User ID and password) which will be sent separately.

User – ID	<p>For Members holding shares in Demat Form:-</p> <ul style="list-style-type: none"> <li>a) For NSDL:- 8 Character DP ID followed by 8 Digits Client ID</li> <li>b) For CDSL:- 16 digits beneficiary ID</li> </ul> <p>For Members holding shares in Physical Form:-</p> <ul style="list-style-type: none"> <li>• Electronic Voting Event Number (EVEN) followed by Folio Number registered with the company</li> </ul>
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Password	Your Unique password is printed on the AGM Notice/ forwarded through the electronic notice via email
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed, for security reasons.

- c. After entering these details appropriately, click on "LOGIN".
- d. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (az), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- e. You need to login again with the new credentials.
- f. On successful login, the system will prompt you to select the E-Voting Event Number for Heritage Foods Limited.
- g. On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date 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 as on the cutoff date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- h. Members holding shares under multiple folios / demat accounts shall choose the Voting process separately for each of the folios / demat accounts
- i. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- j. You may then cast your vote by selecting an appropriate option and click on "Submit".
- k. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
- l. Corporate / Institutional Members (i.e. Other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the

Scrutinizer at e-mail ID: savitajyotiassociates05@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name EVENT NO."

**B. In case a member receives physical copy of the Notice by Courier** [for members whose e-mail addresses are not registered with the Company/Depository Participant(s)]:

- a. User ID and initial password - These will be sent separately.
  - b. Please follow all steps from Sr. No. (a) to (l) as mentioned in (A) above, to cast your vote.
  - c. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
  - d. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>
14. Printed copies of the 27<sup>th</sup> Annual Report for the year 2018-19 of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Ballot Paper and Proxy Form is being send to the members who have not registered their e-mail address or specifically request for printed copy of the Annual Report in the permitted mode. In addition, Notice of the 27<sup>th</sup> Annual General

Meeting of the Company in electronic form inter alia indicating the process and manner of e-voting along with Attendance Slip, Ballot Paper and Proxy Form is also being sent to all members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes.

Members may also note that the 27<sup>th</sup> Annual Report for the year 2018-19 will also be available on the Company's website [www.heritagefoods.in](http://www.heritagefoods.in). For any communication, the members may also send requests to the Company's investor email id: [umakanta@heritagefoods.in](mailto:umakanta@heritagefoods.in).

**By Order of the Board of Directors**

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

**Registered Office:**

#6-3-541/C, Punjagutta, Hyderabad – 500082  
CIN: L15209TG1992PLC014332  
Ph: +91-40-23391221/2  
E-mail: [hfl@heritagefoods.in](mailto:hfl@heritagefoods.in)  
Date: May 22, 2019



## Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

### Item no. 4

Mr. N Sri Vishnu Raju (DIN:00025063) was appointed as a Non-Executive Independent Director of the Company by the members at the 22<sup>nd</sup> Annual General Meeting (AGM) of the Company held on 26<sup>th</sup> September, 2014 for a period of five consecutive years up to the conclusion of 27<sup>th</sup> AGM of the Company to be held in the year 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. N Sri Vishnu Raju (DIN:00025063) being eligible for re-appointment as an Non-Executive Independent Director and offering himself for re-appointment, accordingly it is proposed to be re-appointed as an Non-Executive Independent Director for second term of five consecutive years from the conclusion of this Annual General Meeting till the conclusion of 32<sup>nd</sup> Annual General Meeting to be held in the year 2024.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board that he is a young and dynamic personality, made valuable contribution to the Company during his first tenure and have knowledge about the dairy industry and investment in other sectors, the Board also discussed his performance based on the criteria of performance evaluation lead by Nomination and Remuneration Committee of the Board and Mr. N Sri Vishnu Raju (DIN:00025063) fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time for his re-appointment as a Non-Executive Independent Director of the Company and is independent of the management.

Brief profile of Mr. N Sri Vishnu Raju (DIN:00025063), nature of his expertise in specific functional areas and names of companies in which he holds directorships and membership(s) /chairmanship(s) of Board / Committee(s), shareholding and relationships between directors inter-se as stipulated under SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 are forming part of the Annual Report.

Copy of draft letter of appointment of Mr. N Sri Vishnu Raju (DIN:00025063) setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the

Company during the business hours i.e. 10.00 a.m to 5.00 p.m. on all working days.

Mr. N Sri Vishnu Raju (DIN:00025063) is interested in the resolution set out at Item No.4 of the Notice. None of the other Director(s) / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolutions as set out at Item No.4 of the Notice for approval by the Members.

### Item no. 5

The members of the company at their meeting held on 26<sup>th</sup> September, 2014 has approved for the payment of sitting fees to the Non-Executive Directors for attending the meetings of the Board and Committee(s). Now the Board of Directors at their meeting held on 22<sup>nd</sup> May, 2019, recommended the enhancement of the sitting fees pursuant to Section 197 of the Companies Act 2013, the Companies (Appointment and Remuneration of Managerial Personnel ) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 as amended from time to time, the Board Meeting and Audit Committee from ₹ 20,000/- (Rupees Twenty Thousand Only) to ₹ 30,000/- (Rupees Thirty Thousand Only) and Committee Meetings (other than Audit Committee) from ₹ 10,000/- (Rupees Ten Thousand Only) to ₹ 15,000/- (Rupees Fifteen Thousand Only) and reimbursement of actual conveyance, travelling and other expenses w.e.f. 1<sup>st</sup> September, 2019.

The Board recommends the ordinary resolution set out in Item No. 5 of the Notice for approval by the members.

Mr. D Seetharamaiah, Dr. V Nagaraja Naidu, Mr. N Sri Vishnu Raju, Mr. Rajesh Thakur Ahuja and Mrs. Aparna Surabhi being Non-Executive Directors of the Company are considered as interested in the resolution.

None of the other Director(s) / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

**By Order of the Board of Directors**

**UMAKANTA BARIK**

Company Secretary

M. No: FCS-6317

### Registered Office:

6-3-541/C, Punjagutta, Hyderabad – 500 082

CIN: L15209TG1992PLC014332

Ph: +91-40-23391221/2

E-mail: hfl@heritagefoods.in

Date: May 22, 2019

## Pursuant to SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and applicable Provisions of Companies Act 2013, following information is furnished about the Director proposed to be appointed / re – appointed

Brief resume of the Director, nature of his expertise in specific functional areas, names of Companies in which he hold directorships and chairmanships of Board / Committees and their shareholding in the Company are provided below:

1. <b>Name of the Director</b>		<b>Dr. V Nagaraja Naidu</b>	
Director Identification Number		00003730	
Date of Birth		01-07-1947	
Date of first appointment		05-06-1992	
Nationality		Indian	
Profile / Qualifications & Experience		Dr. V Nagaraja Naidu, 72 years is a postgraduate in Commerce and Doctorate in Financial Management. Dr. Naidu started his career from Administrative Staff College of India, Hyderabad in 1972 held various positions in reputed Universities viz., Professor, Dean Director etc., and taught in the fields of Finance and Business Economics at Post graduate and Doctorate levels. He had been the Registrar (Administrative head) of the Dr. B R Ambedkar Open University for about 10 years.	
Terms and Conditions of Re-appointment		As per the Item No. 3 of the Notice	
Remuneration Proposed to be paid		Will be entitled to sitting fees and reimbursement of actual conveyance, travelling and other expenses for each Board and Committee Meetings of the Company as approved by the Members of the Company.	
List of Directorships held in other Companies/LLP as on 31/03/2019*		<b>Company Type</b>	<b>Name</b>
		Private Ltd	<ul style="list-style-type: none"> <li>• Vihaan Auto Ventures Private Limited</li> <li>• Kira Techmanagement Services Private Limited</li> </ul>
Chairman/Member of the Committees of the Boards of other companies in which he is Director as on 31/03/2019*		Nil	
Shareholding in the Company		1,00,000 Equity Shares	
Relationship with Other Directors, Manager and other Key Managerial Personnel of the Company.		Not related to any Director / Key Managerial Personnel	
* Directorship/Chairmanship/Members in Committees in Heritage Foods Ltd not included.			
2. <b>Name of the Director</b>		<b>Mr. N Sri Vishnu Raju</b>	
Director Identification Number		00025063	
Date of Birth		28-12-1973	
Date of first appointment		22-10-2013	
Nationality		Indian	
Profile / Qualifications & Experience		Mr. N Sri Vishnu Raju aged about 46 years, holds Bachelor's Degree in Chemical Engineering from Osmania University, Andhra Pradesh. He is the Founder Chairman and Chief Executive Officer of the EXCIGA group. A Director in several public and private companies, he has held several positions including the Founder and President of Entrepreneurs Organization, Hyderabad, President of CII's (Confederation of Indian Industries) Young Indians, Hyderabad Chapter and a Member on the State Council of CII.	
Terms and Conditions of Re-appointment		As mentioned in the Resolution no.4/Explanatory Statement/ letter of appointment as an Independent Director for second term of 5 years effective from this Annual General Meeting.	
Remuneration Proposed to be paid		Will be entitled to sitting fees and reimbursement of actual conveyance, travelling and other expenses for each Board and Committee Meetings of the Company as approved by the Members of the Company.	



List of Directorships held in other Companies/LLP as on 31/03/2019\*

Company Type	Name
Public Ltd	Amara Raja Batteries Limited
	Zydu Wellness Limited
	Raasi Computer Ltd
	Raasi Software Corporation Ltd
Private Ltd	Blue Hammock Software Pvt Ltd
	Exciga Soft Private Limited
	Arlington Estates and Resorts Pvt Ltd
	Monza Estates Private Ltd
	Viviso Estates and Lands Pvt Ltd
	Blue Hammock Estates Pvt Ltd
	Revathi Finances & Leasing Pvt Ltd
	Waporise Systems India Pvt Ltd
	Fruition Bio-Pharma Pvt Ltd
	Dexter Computech Private Ltd
	Exciga Land Holdings Pvt Ltd
	Foliage Bio-tech Pvt Ltd
	Exciga Properties Private Limited
Heritage Novandie Foods Private Limited	
LLP	Sri Finances Advisors LLP
	INK Reality Projects LLP

Chairman/Member of the Committees of the Boards of other companies in which he is Director as on 31/03/2019\*

- Amara Raja Batteries Limited**
- Audit Committee - Member
  - Nomination & Remuneration Committee - Member
  - Loans & Investment Committee - Member

Shareholding in the Company

Nil

Relationship with Other Directors, Manager and other Key Managerial Personnel of the Company.

Not related to any Director / Key Managerial Personnel

\* Directorship/Chairmanship/Members in Committees in Heritage Foods Ltd not included.

**By Order of the Board of Directors**

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

**Registered Office:**

6-3-541/C, Punjagutta, Hyderabad – 500 082  
CIN: L15209TG1992PLC014332  
Ph: +91-40-23391221/2  
E-mail: hfl@heritagefoods.in  
Date: May 22, 2019