



25  
YEARS  
OF HERITAGE

Ref: SECT: STOC: 29-20

19th May, 2020

To  
The Secretary  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

To  
The Manager,  
Listing Department,  
**National Stock Exchange of India Limited**  
Exchange Plaza, C-1,  
G Block, Bandra-Kurla Complex,  
Bandra (East), Mumbai - 400 051

**Scrip Code: 519552**

**Scrip Code: HERITGFOOD**

Dear Sir / Madam,

**Sub: Submission of copies of newspaper advertisement for Postal Ballot Notice**

In continuation of our letter dated May 18, 2020, with regard to Postal Ballot Notice of the Company and pursuant to Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed copies of newspaper advertisements published in the Financial Express (all editions) and Andhra Prabha (Hyderabad edition) on May 19, 2020. The same has been made available on the Company's Website [www.heritagefoods.in](http://www.heritagefoods.in).

Kindly take note of the same on record.

Thanking you,

Yours Faithfully,

**For HERITAGE FOODS LIMITED**

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

Encl: a/a



**HERITAGE FOODS LIMITED**

CIN : L15209TG1992PLC014332

**AN ISO: 22000 CERTIFIED COMPANY**





**THE TINTAL COMPANY OF INDIA LIMITED**  
CIN: L28112WB2002PL000666  
Registered Office:  
4, Bankshall Street, Kolkata - 700011  
Tel: (033) 2243 5401, Fax: (033) 2230 4170  
Email: companysecretariat@tintal.com  
Website: www.tintalplate.com

**NOTICE**  
Notice is hereby given that a meeting of the Board of Directors of the Company is scheduled to be held on Monday 25th May 2020 to inter alia approve and take on record the Audited Financial Results of the Company for the quarter and year ended 31st March 2020 and to consider and recommend the dividend, if any, for the Financial Year 2019-20 on the Equity Shares of the Company. The said Notice may be accessed on the Company's website at [www.tintalplate.com](http://www.tintalplate.com) and may also be accessed on the Stock Exchange website at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

**THE TINTAL COMPANY OF INDIA LIMITED**  
KAUSHIK SENGU  
Company Secretary  
Place: Kolkata  
Date: 18th May, 2020

**Bokaro Power Supply Co. (P) Ltd.**  
(A Joint Venture of SAIL & DVC)  
Hail No.: M-01, Old Administrative Building  
Isapal Bhawan, Bokaro Steel City - 827001 (Jharkhand)  
CIN No.: U40300DL2001PTC112074

**NOTICE INVITING TENDER**  
Ref. No. BPSC/ML/M-20-21/Paper Advt./1292 Dated: 16/05/2020

Sl. No.	Particulars	Due Date & Time
1.	BPSC/ML/M-20-21/C-006/NT-4811078 dt. 01/05/2020 Inspection, Testing and issuance of Statutory Certificate of Various Buildings of Power Plant	29/05/2020 at 12:15 Hrs.
2.	BPSC/ML/M-20-21/C-151/NT-4821084 dt. 02/05/2020 Operation & Maintenance of Air Conditioning Systems & Ventilation Systems of TPP, CPP & Unit 8	29/05/2020 at 12:15 Hrs.
3.	BPSC/ML/M-20-21/PUR-014/NT-4831083 dt. 02/05/2020 Procurement of Soda Ash	02/06/2020 at 12:15 Hrs.
4.	BPSC/ML/M-20-21/PUR-086/NT-4841121 dt. 07/05/2020 Procurement of Hermetically Sealed Butterfly Valve.	05/06/2020 at 12:15 Hrs.
5.	BPSC/ML/M-20-21/PUR-013/NT-4851125 dt. 07/05/2020 Procurement of Stainless Steel Seamless Pipe.	05/06/2020 at 12:15 Hrs.
6.	BPSC/ML/M-20-21/C-913/NT-4861193 dt. 15/05/2020 Development, Delivery and Installation of ERP with suitable customization for BPSC/ML requirements.	16/06/2020 at 12:15 Hrs.

For Tender documents kindly visit Website: [www.bpscl.com](http://www.bpscl.com). Bidders are requested to visit website regularly.

**Dr. Lal Path Labs**

**Dr. Lal Path Labs Limited**  
CIN: L74890DL1995PL005388

Regd. Office: Block E, Sector-18, Rohini, New Delhi-110085  
12<sup>th</sup> Floor, Tower B, SAS Tower, Midtown, Sector-38, Gurgaon-122 001, Haryana  
Corporate Office: Tel: +91 124 4294858, Website: [www.lalpathlabs.com](http://www.lalpathlabs.com), Email: [cs@lalpathlabs.com](mailto:cs@lalpathlabs.com)  
Phone: +91 124 3016501, Fax: +91 124 4294858

Extract of Consolidated Unaudited/Audited Financial Results for the Quarter & Year ended 31 March, 2020  
(Rs. in million except as stated)

S. No.	Particulars	Year ended 31 March, 2020		
		3 months ended 31 March, 2020	3 months ended 31 March, 2020	Corresponding 3 months ended 31 March, 2019
		(Unaudited)	(Audited)	(Unaudited)
1	Total Income from Operations	3,137	13,854	3,146
2	Net Profit for the period before Tax and Exceptional Items*	454	3,105	692
3	Net Profit for the period before Tax and Exceptional Items*	454	3,105	692
4	Net Profit for the period after Tax and Exceptional Items*	326	2,276	471
5	Total Comprehensive Income for the period after Tax*	304	2,265	454
6	Paid-up Equity Share Capital (face value of Rs. 10/- per share)	633	633	633
7	Earnings Per Share (of Rs. 10/- each) (not annualised)			
(a)	Basic (In Rs.)	3.94	27.42	5.72
(b)	Diluted (In Rs.)	3.93	27.37	5.71

\*Before non-controlling interest

Notes:  
I. Key numbers of the Standalone Results are as under:

S. No.	Particulars	Year ended 31 March, 2020		
		3 months ended 31 March, 2020	3 months ended 31 March, 2020	Corresponding 3 months ended 31 March, 2019
		(Unaudited)	(Audited)	(Unaudited)
1	Total Income from Operations	3,015	13,312	3,050
2	Profit for the period before Tax	476	3,027	671
3	Profit for the period after Tax	353	2,232	460
4	Total Comprehensive Income	331	2,221	438

I. The above results were reviewed by the Audit Committee and approved by the Board of Directors in their respective meetings held on 18 May, 2020.  
II. The Board of Directors, which has been identified as being the chief operating decision maker (CODM), evaluates the Group's performance and allocates resources based on the analysis of the various performance indicators of the Group as a single unit. Therefore, there is no reportable segment for the Group, in accordance with the requirements of Indian Accounting Standard 108 - 'Operating Segments', as prescribed under Section 133 of the Companies Act, 2013.

III. The above is an extract of the detailed form of Quarterly Financial Results as per Ind AS filed with the Stock Exchange under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. The full Financial Results of the Quarter and Year Ended is available on the Stock Exchange websites ([www.bseindia.com](http://www.bseindia.com)) and [www.nseindia.com](http://www.nseindia.com) and the Company's website ([www.lalpathlabs.com](http://www.lalpathlabs.com)).

For and on behalf of the Board of Directors of

Dr. Lal Path Labs Limited



**L&T Financial Services**  
Mutual Fund

**L&T Mutual Fund**  
12<sup>th</sup> Floor, Brindavan, Plot No. 177  
C. S. T. Road, Kalina  
Santacruz (East), Mumbai 400 098  
call 1800 2000 400  
email investor.line@lntmf.com  
www.ltfs.com

## Notice-cum-Addendum (No. 07 of F.Y. 2020 – 2021)

**Facility of transacting through the platform of Indian Commodity Exchange Ltd (ICEX):**

Investors/Unit-holders are hereby informed that L&T Investment Management Limited (LTIM), the Investment Manager to the schemes of L&T Mutual Fund has introduced an additional facility of transacting in the Units of all the open ended Schemes of L&T Mutual Fund ('Schemes') through the platform provided by Indian Commodity Exchange Ltd (ICEX). Even though the trading mechanism introduced by ICEX is configured to accept and process transactions for mutual fund units in both Physical and Demat form, currently this facility is available only for physical/Non-Demat transactions.

The above facility shall be subject to the following:

- The investor has to approach a trading member of ICEX who is registered with Association of Mutual Funds in India (AMFI) as Mutual Fund Advisor and who is empaneled as a distributor with the LTIM and also registered with ICEX as Member ("AMFI certified stock exchange broker") for ICEX MF Platform i.e. Brokers/Members/Mutual Fund Distributors/Registered Investment Advisors (RIAs).
- The window for the purchase/redemption/switch of units on the ICEX Platform will normally be available between 9 a.m. and 3 p.m. or such other timings as may be decided from time to time by ICEX in line with the cut-off time fixed/revise by SEBI from time to time. Transactions entered beyond the above mentioned time will be considered for next business day.
- The allotment and/or redemption/switch of Units through ICEX, on any Business Day will depend upon the modalities of processing viz. collection of application form, cancelled cheque, KYC documentation, order processing/settlement, etc. upon which the AMCFund/RTA has no control. Moreover, transactions conducted through the stock exchange mechanism shall be governed by the operating guidelines and directives issued by respective recognized stock exchange and SEBI from time to time.
- Purchase of units: Non-Demat (Physical) Mode:**
  - The investor is required to submit all requisite documents along with the purchase application to his Broker/Member/IF Distributor/RTA.
  - The Broker/Member/IF Distributor/RTA shall verify the application and documents for mandatory details and KYC compliance.
  - After completion of the verification, the purchase order will be entered in the ICEX Online Platform and an order number will be issued to the investor.
  - The investor will transfer the funds to the Broker/Member/MCCL for onward transmission to the respective Scheme's account of the AMCFund through the Clearing Corporation of the Exchange.
  - In case of non-demat i.e. physical mode, the Registrar will intimate the allotment details to the investor directly or through Broker/Member by emailing/issuing the physical statement of accounts or through the monthly Consolidated Account Statement (CAS). The allotment details are also shared with the Exchange and Clearing Corporation.
- Redemption of units: Non-Demat (Physical) Mode:**
  - The investor is required to submit all the requisite documents along with the redemption application (subject to applicable limits prescribed by ICEX) to the Broker/Member.
  - The redemption order will be entered in the Stock Exchange system and an order number will get generated through the system. Redemption order would be created either in terms of amount or quantity as per the choice of the investor.
  - The redemption proceeds will be credited to the bank account of the Member as per the respective scheme's timeline, who will transfer it to the account of the investor subsequently.
  - In case of a transaction through the Mutual Fund Distributor, the redemption proceeds will be credited directly to the Bank Account of the investor concerned, as registered in the Folio of the Investor, within the specified timeline of the respective schemes.
- Payment of redemption proceeds to the Clearing Corporation/Broker/Member by LTIM/Mutual Fund shall discharge the AMCFund/Mutual Fund of its obligation of payment to respective investor through the Member/Broker. Similarly, in case of purchase of units, crediting units into the Pool Account of the Clearing Corporation/Broker/Member concerned shall discharge the LTIM/Mutual Fund of its obligation to allot units, to respective investor through the Member/Broker.
- The cut-off timing and applicability of Net Asset Value (NAV) shall be subject to the guidelines issued by SEBI in this regard. With respect to investors who transact through the stock exchange, the applicable NAV shall be reckoned on the basis of the time stamping as evidenced by the investor's transaction through the stock exchange mechanism upto the cut off time stipulated by AMCFund/Mutual Fund before the cut-off time of the respective schemes, as set by ICEX, within the existing SEBI guidelines.
- The investors are requested to note that the allotment of NAV will be based on the time stamping of transaction on the server of ICEX and the receipt of funds into the account of the respective schemes of the AMCFund from the Clearing Corporation, within the overall guidelines issued by SEBI on the matter, from time to time. The payment by the investor to the Clearing Corporation will not entitle the investor for the NAV until the same is transferred into the scheme's account of the AMCFund by the MCCL, before the stipulated cut off time, if any of all transactions by a specific investor in a particular scheme (at portfolio level) during any Business Day equals to Rs. 2 lakhs or more for non-Liquid Schemes and for all purchase cases of Liquid Fund, irrespective of the amount. The redemption request shall be accepted by the Exchange upto the cut off time stipulated and revised by SEBI, from time to time, failing which the request shall be processed with the NAV applicable for the next permissible business day.
- All the authorised offices of ICEX and ICEX MF Platform shall be considered as the Official Point of Acceptance (OPA) of the Mutual Fund in accordance with SEBI Circular No. SEBI/MDICIR/No. 11/7845/006 dated October 11, 2006 and conditions stipulated in SEBI Circular dated November 13, 2009 for stock brokers viz. AMFINISM certification, code of conduct prescribed by SEBI for intermediaries of Mutual Fund shall be applicable for such Clearing members.
- For any complaints or grievances against the Broker/Member with respect to the transactions done through the stock exchange infrastructure, the investor should contact either the concerned Stock Broker or the investor grievance cell of the ICEX. Investors may also get in touch with any of the Investor Service Centers (ISCs) of the L&T Mutual Fund/RTA should they require any assistance. LTIM reserves the right to change/modify the features of this facility or discontinue this facility at any time.

This notice cum addendum forms an integral part of all SAI, SIDs and KIMs of the Scheme(s) of the Fund, as amended from time to time. All the other terms and conditions of SAI, SIDs and KIMs of the Scheme(s) will remain unchanged.

For L&T Investment Management Limited  
(Investment Manager to L&T Mutual Fund)

Date : May 18, 2020  
Place: Mumbai

Sd/-  
Authorised Signatory

Mutual Fund investments are subject to market risks, read all scheme related documents carefully.

**Garden Reach Shipbuilders & Engineers Ltd.**  
(A Govt. of India Undertaking, Ministry of Defence)  
Regd. Office: 43/46, Garden Reach Road, Kolkata 700 024

**E-TENDER NOTICE FOR ONLINE BIDDING**  
NT No. SC/IAKOT/ (Press)/SW/36/N/ET-1136

**SUB: SUBCONTRACTING FOR CONSTRUCTION OF 04 NOS. IDENTICAL VESSELS**

**Due date:** 21 days from date of publication

1. Details will be available in e-tendering portal <https://procure.grse.in> and websites: <http://www.grse.in/index.aspx/tender.html> & <https://procure.grse.in/cppe/>

2. Any addendum (corrigendum) to this tender enquiry will be published in above websites only.

**"In Pursuit of Excellence and Quality in Shipbuilding"**  
Visit us at: [www.grse.in](http://www.grse.in)

**BENGAL & ASSAM COMPANY LIMITED**  
Regd. Off: 7, Choudhury Street, Kolkata - 700 001, West Bengal  
Tel: 033-22486181, Fax: 033-22486141, Email: [dswain@gmail.com](mailto:dswain@gmail.com)  
CIN: L67120WB1947PLC221402, Website: [www.bengalassam.com](http://www.bengalassam.com)

**NOTICE TO THE MEMBERS - UPDATE E-MAIL AND OTHER INFORMATION**  
In furtherance of General Meeting of the Government and in compliance with the applicable provisions of the Companies Act, 2013 (Act) and the urgent situation arising out of the COVID-19 pandemic, the Company proposes to send all the documents like Annual Reports, General Meeting Notices and other communication to the Members in electronic form, whose e-mail addresses are Registered with the Depository Participant (DP) or with the Company. We once again request the Members who have not yet registered their e-mail address, particulars of active bank account and other relevant details in response to various Notices sent by the Company pursuant to the SEBI Mandate, to promptly register the same with their DP or the Company's Registrar and e-mail them to the Company. The Company's Agent M/s. Alankrit Assignments Limited, 357, Alankrit Heights, Jharwal Extension, New Delhi-110055 (RTA) and also provide the following details to the Company through e-mail at [firstname.lastname@alankrit.com](mailto:firstname.lastname@alankrit.com) or [alankrit@gmail.com](mailto:alankrit@gmail.com) or [alankrit@alankrit.com](mailto:alankrit@alankrit.com)

**First/Last Name**  
**Registered Folio No.**  
**Address with PIN Code**  
**E-Mail**  
**Phone No.**  
**PAN**

**Contact No.**  
Particulars of Bank Account:  
(a) Bank Name  
(b) Branch Name and its Address  
(c) Telephone No.  
(d) Bank Account No.  
(e) IFSC Code of Bank Branch  
(f) MICR No.

This is a mutual interest of both the Member and the Company. The Members will instantly get all communications sent by the Company through e-mail and also get dividend of the Dividends as may be declared by the Company from time to time to their Bank Account. On request, we shall also provide you all communications under the Act in physical form. Trust, the Members will appreciate and immediately respond in their own interest.

For Bengal & Assam Company Limited  
Dilip Kumar Swain  
Company Secretary

Place: New Delhi  
Date: 18.05.2020

Notes: Members are also requested to keep the DP/Company/RTA informed as and when there is any change in above mentioned details.

**Heritage Foods Limited**  
CIN: L15209TG1992PLC014332

Regd. Office: 6-3-541/C, Panjagutta, Hyderabad-500082, Telangana. Tel: +91-40-23391221/2, Fax: +91-40-23318090, E-mail: [hfl@heritagefoods.in](mailto:hfl@heritagefoods.in) Visit us at: [www.heritagefoods.in](http://www.heritagefoods.in)

**NOTICE OF POSTAL BALLOT (through remote e-voting)**

Members are hereby informed that pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modifications, amendments or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and such other applicable laws, rules and regulations and in terms of the General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 (the MCA Circulars) issued by the Ministry of Corporate Affairs, Government of India (the MCA), HERITAGE FOODS LIMITED (the Company) has on Monday, May 18, 2020 completed the dispatch of the Postal Ballot Notice (the Notice) through e-mail to all its Members who have registered their e-mail IDs with the Company or Depositories/Depository Participants or Company's Registrar and Share Transfer Agent (RTA) viz. KFin Technologies Private Limited (KFinTech), for seeking their approval by way of Special Resolution in respect of the business set out in the Postal Ballot Notice dated May 14, 2020.

The Postal Ballot Notice has been sent to email address of those members whose names appeared in the Register of Members/Record of Depositories as on Friday, May 15, 2020 (the cut-off date). Those members, who are not the member of the Company as on the cut-off date and receive the Postal Ballot notice on their e-mail IDs should treat the Postal Ballot Notice for information purpose only.

Please note that as a valued member of the Company, you are entitled to request a copy of the Postal Ballot Notice. In case you have not received the Postal Ballot Notice at your registered email address, you can request for a duplicate copy of the Postal Ballot Notice. A request in this respect may sent to Mr. C. Shobha Anand, Deputy General Manager by e-mail at [enward.ris@kfinetech.com](mailto:enward.ris@kfinetech.com). Copy of Postal Ballot Notice and other documents (if any) are served through email only. The Postal Ballot Notice is also available on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and at the website of the Company at [www.heritagefoods.in](http://www.heritagefoods.in) and also on the e-voting website of KFinTech at <https://evoting.karvy.com>.

The Board of Directors of the Company has appointed Mrs. Savita Jyoti, Partner of M/s. Savita Jyoti Associates, Practicing Company Secretaries (M No. FCS-3738) (CP No. 1796) as "Scrutinizer" for conducting the Postal Ballot process through remote e-voting mechanism only in a fair and transparent manner.

In compliance with Section 108 of the Companies Act, 2013 read with Rules made thereunder and Regulation 44 of the Listing Regulations, the Company has engaged the services of KFinTech for facilitating "Remote E-voting" to enable the members to cast their votes electronically instead of physical mode. In terms of the MCA Circulars, voting can be done only by remote e-voting. The members are advised to use the remote e-voting procedure by logging on and through any other person/proxies. The Remote E-voting facility will commence on Tuesday, May 19, 2020 at 09:00 a.m. (IST) and will end on Wednesday, June 17, 2020 at 05:00 p.m. (IST) (both days inclusive). Remote E-voting will be disabled by KFinTech at 05:00 p.m. (IST) on Wednesday, June 17, 2020.

The following information is being provided to the members in respect of remote e-voting.

- The Postal Ballot notice has been issued in compliance with all the applicable provisions of the Companies Act, 2013 and Rules made thereunder and in terms of the MCA Circulars. The members may cast their votes on all resolutions set out in the Postal Ballot notice using remote e-voting only.
- In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot notice along with Postal Ballot forms and prepaid business envelope will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.
- The Postal Ballot notice containing the procedure for e-voting is also displayed on the website of the Company at [www.heritagefoods.in](http://www.heritagefoods.in), website of the KFinTech at <https://evoting.karvy.com> and on the website of the Stock Exchanges on which the shares of the Company are listed.
- The e-voting rights of the members/beneficiary owners shall be reckoned on the paid-up value of the equity shares registered in the names of the members as on Friday, May 15, 2020 being the cut-off date for dispatch of Postal Ballot Notice. The members of the company having equity shares registered in their names either in dematerialised or in physical form, as on the cut-off date only shall be entitled to avail the facility of remote e-voting.
- The e-voting period shall commence on 09:00 a.m. (IST) Tuesday, May 19, 2020 and ends on 05:00 p.m. (IST) Wednesday, June 17, 2020 (both days inclusive), after which voting shall not be allowed and the e-voting module will be disabled by KFinTech. Once vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- Those members who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:
  - In light of the MCA Circulars, members who have not registered their email address and in consequence could not receive the e-voting notice may temporarily get their email registered with the KFinTech by clicking the link: <https://karisma.kfinetech.com/enaukreg> and following the registration process guided thereafter. Post successful registration of the email, the member would receive soft copy of the notice along with the User ID and the Password to enable e-voting for this Postal Ballot. In case any queries, the member may write to the [enward.ris@kfinetech.com](mailto:enward.ris@kfinetech.com).
  - It is clarified that for permanent registration of email address, the members are however requested to register their email address, in respect of electronic holding with the Depository through their concerned Depository Participants and in respect of physical holding with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited [Unit: Heritage Foods Limited], e-mail: [enward.ris@kfinetech.com](mailto:enward.ris@kfinetech.com), Toll Free No.: 1800 345 4001 by following due procedure.
- In case of any query/ grievance pertaining to E-voting, please visit Help & FAQ's section of <https://evoting.karvy.com> or contact M/s. C. Shobha Anand, Deputy General Manager at KFin Technologies Private Limited [Unit: Heritage Foods Limited], Selenium Tower B, Plot 31 & 32, Financial District Nanakramguda, Seelamangalam Mandal, Hyderabad - 500032, Telangana, India, e-mail: [enward.ris@kfinetech.com](mailto:enward.ris@kfinetech.com), Toll Free No.: 1800 345 4001.
- The result of the Postal Ballot shall be announced on or before Friday, June 19, 2020 i.e. not later than 48 hours of conclusion of voting through "Remote E-voting". The same shall be posted on the website of the Company at [www.heritagefoods.in](http://www.heritagefoods.in) and website of the KFinTech at <https://evoting.karvy.com> and will also be communicated to the Stock Exchanges where the shares of the Company are listed. The Company will also display the results of the Postal Ballot at its Registered Office. The resolutions, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting, i.e. June 17, 2020, in terms of the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

For HERITAGE FOODS LIMITED  
Sd/-

UMAKANTA BARIK  
Company Secretary & Compliance Officer  
M. No. FCS-631

Place : Hyderabad  
Date : May 18, 2020



## From the Front Page

**Karnataka lockdown 4.0 means curbs on those coming from four states**

THE DECISION, however, drew a strong reaction from Kerala Chief Minister Pinarayi Vijayan, who said he would take it up with the Centre, as the decision was "antagonistic" to directives. "Many passengers from other states to Kerala have to

pass through Karnataka. If two states — the one from which a person begins the journey and the other where the journey ends — give clearance for travelling, it cannot be prevented in another state in between," Vijayan said.

A PTI report said that the decision follows the recent arrival of a large number of people from these states, especially Maharashtra and Gujarat, and them testing positive in quarantine, leading to a spike in the number of infections in

the state. Home Minister Basavaraj Bommai said that the state is "wary of people entering the state, and adding to the tally in Karnataka." Yediyurappa said that buses of the state's four road transport

corporations would ply from Tuesday, with all precautionary measures in place. Private buses have also been permitted to operate services, although only 20 people would be allowed to travel in a vehicle at a time, he said, adding that face masks

and physical distancing are mandatory. "Strict lockdown measures will be in force in containment zones, while economic activities will be permitted in other areas," he said. The state will observe a complete lockdown

on Sundays, he said. While the restrictions on autos and taxis are in line with central guidelines, the state has allowed saloons and taxis, which can remain open from 7 am to 9 pm and from 5 pm to 7 pm.

## HERITAGE FOODS LIMITED

CIN: L15209TG1992PLC014332  
Regd. Office: # 6-3-541/C, Panjagutta, Hyderabad-500082, Telangana. Tel: +91-40-2339121/2, Fax: +91-40-23318090, E-mail: hfl@heritagefoods.in Visit us at: www.heritagefoods.in

## POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars (as defined below)

To,  
The Member(s),

**NOTICE** is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Companies Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), Secretarial Standard issued by Institute of Company Secretaries of India on General Meetings (SS-2), including any statutory modifications or amendments thereof, for the time being in force, and other applicable laws and regulations, if any, it is proposed to seek the consent of the Members of HERITAGE FOODS LIMITED (the "Company"), by way of special resolutions appended herein below through postal ballot ("Postal Ballot") by way of remote electronic voting (e-voting).

In view of the pandemic situation of COVID-19 and pursuant to the guidelines and notification issued by the Ministry of Home Affairs, Government of India (the "MHA") and in light of circulars issued by the Ministry of Corporate Affairs, Government of India (the "MCA") viz. its General Circular No.14/2020 dated April 08, 2020 and General Circular No.17/2020 dated April 13, 2020 (the "MCA Circulars") and pursuant to Section 110 of the Companies Act and the Rules made thereunder, the Company proposes for passing of resolutions as per the Postal Ballot Notice.

In terms of the MCA Circulars, in view of the current circumstances due to COVID-19 pandemic requiring social distancing, companies are advised to take all decisions requiring Members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/e-voting in accordance with the provisions of the Companies Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. The MCA has clarified that for Companies that are required to provide E-voting facility under the Companies Act, while they are transacting any business(es) by Rule 20 up to June 30, 2020 or till further orders, whichever is earlier, the requirements provided by Rule 20 of the said Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by e-mail to all its members who have registered their e-mail addresses with the Company, Registrars and Transfer Agents or Depository/ Depository Participants and the communication of assent/dissent of the members will only take place through the E-voting system. This Postal Ballot is accordingly being initiated by the Company in accordance with the above MCA Circulars.

In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company now propose to obtain the consent of the Members by way of Postal Ballot/e-voting for the matter as considered in the Resolutions appended below. The explanatory statement pursuant to Sections 102 and 110 of the Act pertaining to the following resolutions setting out the material facts concerning each item and the reasons thereof are annexed hereto for your consideration.

The Board of Directors of the Company (the "Board") has appointed Mrs. Savita Jyoti, Partner of Mrs. Savita Jyoti Associates, Practising Company Secretaries (M No. FCS-3738) (CP No. 1796), as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. The Scrutinizer will submit her report to the Chairman of the Company after completion of scrutiny of the e-voting process. The results shall be declared on or before Friday, June 19, 2020 and communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents. The results will also be displayed on the Company's website i.e. www.heritagefoods.in.

You are requested to pursue the following proposed Resolutions along with the respective Explanatory Statement Items and thereafter record your assent or dissent by means of E-Voting facility provided by the Company.

## SPECIAL BUSINESS

**Item No. 1: To approve for giving guarantee or providing security under Section 185 of Companies Act, 2013 to the Joint Venture Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 185 of the Companies Act, 2013 (the "Act") and any other applicable provisions of the Act & Rules made there under read with the Companies (Amendment) Act, 2017 (including any statutory modification thereof for the time being in force and as may be enacted from time to time) and subject to such approvals, consents, sanctions and permissions, as may be necessary, prudence or other applicable laws, consent of the members of the Company be and is hereby accorded to provide guarantee(s) and/or security(ies) in connection with any loan(s)/long term, Working Capital debt taken) to be taken from banks and financial institutions by Heritage Novandine Foods Private Limited (CIN:U49907G2017PTC120660) Reg. Office at #6-354/1, Panjagutta, Hyderabad-500082, Telangana, India and have made necessary arrangements with RTA, the aggregate of which shall not exceed Rs.30,00,00,000/- (Rupees Thirty Crores only) outstanding at any point of time."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to negotiate, finalise and agree to the terms and conditions of the aforesaid guarantee/ security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities, including but not limited to making requisite filings with any statutory authorities / regulatory bodies in India or abroad, and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable in the interest of the Company."

**Item No. 2: To approve for giving loan or guarantee or providing security in connection with loan availed by any of Company's Subsidiary, Associate, Joint Venture Company and other person specified under section 185 of the Companies Act, 2013.**

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

**"RESOLVED THAT** pursuant to the provisions of section 185 of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and Its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the members of the 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, unless the context otherwise requires, any director or directors of the Board or any director(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) for giving loans in or more than tranches including loan represented by way of Book Debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken to be taken by any entity which is a subsidiary or joint venture or group entity of the Company, or by any person in which any director of the Company is interested/desired to be interested, up to a sum not exceeding Rs.50,00,00,000/- (Rupees Fifty Crores Only) outstanding at any point of time other than any amount specifically approved by Board/Members of the Company for any entity/company/persons, in its absolute discretion and in the interest of the Company."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to negotiate, finalise and agree to the terms and conditions of the aforesaid Loan/ guarantee/security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities, including but not limited to making requisite filings with any statutory authorities / regulatory bodies in India or abroad, and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable in the interest of the Company."

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

Sd/-

**UMAKANTA BARIK**  
Company Secretary & Compliance Officer  
M No: FCS 6317

Place : Hyderabad  
Date : May 14, 2020

Place : Hyderabad  
Date : May 14, 2020

## ANNEXURE TO NOTICE

## EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013

Item No. 1

In terms of the provisions of Section 185 of the Companies Act, 2013 and amendment made thereof, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person (as defined in Section 185 of the Companies Act, 2013), in whom any of the Director of the Company is interested subject to the condition that approval of the Members of the Company is obtained by way of Special Resolution.

Heritage Novandine Foods Private Limited (HNFL/JV Company) (CIN:U49907G2017PTC120660) Reg. Office at #6-354/1, Panjagutta, Hyderabad-500082, Telangana, India, is a 50:50 shareholding Joint Venture Company between Heritage Foods Limited (HFL), Hyderabad, India and NOVANDINE, Maromme, France with an object to manufacture and market various types of Yoghurt and other dairy products in India. Both the Companies (HFL & NOVANDINE) are entered a shareholding agreement based on which each Company has nominated two directors on the Board of HNFL, is in the process of building its manufacturing facility at Survey No 132, Duvves Village, Palghar District, Near Manor, Maharashtra and to meet the capital expenditure and working capital requirement, HNFL will approach to the banks / financial institutions for the funding. While banks / financial institutions sanctioning the term loan/working capital requirement may ask for guarantee/ security from the Company (either HFL or NOVANDINE or from both). As the two Directors of the Company were nominated in the Board of HNFL, as per the shareholders agreement, the provisions of Section 185 of the Companies Act, 2013 may be applicable.

Your Board of Directors seek consent of the members by way of a Special Resolution pursuant to Section 185 of the Companies Act, 2013 (as amended) by the Companies (Amendment) Act, 2017) for giving guarantee(s), and/or providing security(ies) in connection with any loan taken to be taken by HNFL of an aggregate amount not exceeding Rs.30,00,00,000/- (Rupees Thirty Crores only) outstanding at any point of time.

The aforesaid amount upto Rs.30,00,00,000/- (Rupees Thirty Crores only) for the time being in force shall be utilized by HNFL for its Capital expenditure for building of manufacturing facility / working capital requirements including purchase of fixed assets, as may be required, from time to time for expansion of its business activities and the matters connected and incidental thereto ("Principal Business Activities"), for which the Company shall give guarantee or provide security in connection with the loan taken or to be taken from the bank / financial institutions by the JV Company.

The Board of Directors recommends the resolution as set out in item No. 1 for approval of the members of the Company by way of a Special Resolution.

Except Mr. N. Sriwathi Raju (DIN:00025063) and Mrs. N. Brahmani (DIN: 02338940) being Directors on the Board of the Company and HNFL, none of the Directors, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution set out at Item No.1 of the Notice.

Item No. 2

The Company may have to render support for the business requirements of its subsidiary(ies) or associate(s) or joint venture(s) or any person(s) in whom any of the director of the company deemed to be interested (collectively referred to as 'Entities'), from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company may not extend financial assistance by way of loan, guarantee or security to any Entities. In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of Special Resolution, would be in a position to provide financial assistance by way of loan to other Entities or give guarantee or provide security in respect of loans taken by such Entities, for their principal business activities.

Since some of the above contemplated transactions are not fixed for any particular term, it is not possible for the Company to ascertain an explicit monetary value to such transactions. The members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the entities.

Hence, in order to enable the company for giving loan(s) and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken to be taken by Entities in which Directors are interested directly or indirectly under Section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution.

The Board of Directors seek the consent of the members by way of a Special Resolution pursuant to Section 185 of the Companies Act, 2013 (as amended) by the Companies (Amendment) Act, 2017) for giving loan(s) and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken to be taken by HNFL of an aggregate amount not exceeding Rs.50,00,00,000/- (Rupees Fifty Crores Only) outstanding at any point of time other than the any amount specifically approved by Board/Members of the Company for any Entities.

In view of the aforesaid, the Board of Directors recommends the resolution as set out in item No. 2 for approval of the members of the Company by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Resolution set out at Item No. 2 except to the extent of their directorship and shareholding in the respective Entities, if any.

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

Sd/-

**UMAKANTA BARIK**  
Company Secretary & Compliance Officer  
M No: FCS 6317







