Heritage™
HEALTH AND HAPPINESS

25 YEARS OF HERITAGE

Ref: SECT: STOC: 27-20

18th May, 2020

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

Scrip Code: 519552

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: HERITGFOOD

Dear Sir / Madam,

Sub.: Submission of Postal Ballot Notice

In Continuation of our letter dated May 14, 2020, we wish to inform that the Board of Directors of the Company approved to conduct the Postal ballot for seeking approval of the Members of the Company by way of Special Resolutions for following matters through remote e-voting:

Sl No	Businesses to be transacted through Postal Ballot	Resolution Type
1.	To approve for giving guarantee or security under Section 185 of Companies Act, 2013 to the Joint Venture Company	Special
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.	Special

In this regard, please find enclosed herewith the Postal Ballot Notice dated May 14, 2020 together with the Explanatory Statement.

The copy of the said Postal Ballot Notice has been uploaded on the website of the Company at www.heritagefoods.in.

Please note that the Results of Postal Ballot will be declared not later than 48 hours of conclusion of voting through Postal Ballot and E-Voting i.e. on or before Friday, June 19, 2020.

This is for your information and record.

Thanks & Regards

For **HERITAGE FOODS LIMITED**

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

Enc: a/a

Heritage™
HEALTH AND HAPPINESS

TQ Cert NABCB FSMS 002

HERITAGE FOODS LIMITED

CIN:L15209TG1992PLC014332

Regd. Off: #6-3541/C, Panjagutta, Hyderabad-500 082, Telangana, India
Tel: 040-23391221/2, **Fax**: 040-23318090
Web: www.heritagefoods.in, **E-mail:** hfl@heritagefoods.in

REMOTE-E-VOTING	
Commencement date :	09:00 A.M. on Tuesday, May 19, 2020
End date :	05:00 P.M. on Wednesday, June, 17, 2020

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 modification(s) or re-enactment(s) 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') vide 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 this 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) only by Postal Ballot up to June 30, 2020 or till further orders, whichever is earlier, the requirements provided in 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 in compliance 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 send 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 M/s. Savita Jyoti Associates, Practicing 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 peruse 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 ('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, provisions of 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(Long/short term, Working Capital etc) taken / to be taken from banks and financial institutions by Heritage Novandie Foods Private Limited (CIN:U74999TG2017PTC120860), a Joint Venture Company, 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 and other applicable provisions, if any, 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 required, any committee of the Board or any director(s) or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) for giving loan(s) in one or more 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 associate or joint venture or group entity of the Company or any person in which any director of the Company is interested/deemed 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 ny amount specifically approved by Board/Members of the Company for any entity/company/persons, in its absolute discretion deem beneficial 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."

Registered Office:
#6-3-541/C, Punjagutta,
Hyderabad – 500 082, Telangana, Inida
CIN: L15209TG1992PLC014332
Ph: 040-23391221/2
e-mail: hfl@heritagefoods.in
Date: May 14, 2020

By Order of the Board of Directors of
HERITAGE FOODS LIMITED

UMAKANTA BARIK
Company Secretary
M No: FCS 6317

Notes:

1. An Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended from time to time setting out the material facts and reasons for the resolutions in respect of the businesses set out above is annexed hereto. A copy of the Postal Ballot Notice is also available on the Company website www.heritagefoods.in, on Company's Registrar and Share Transfer Agent ('RTA') viz. KFin Technologies Private Limited ('KFINTECH') E-voting website https://evoting.karvy.com and at the relevant sections of the websites of the Stock Exchanges on which the shares of the Company are listed.

2. Members who have not registered their e-mail addresses with either the Company's RTA or their Depository participant (DP) are requested to register the same with the RTA in accordance with the process specified herein below at point no. 12B, for procuring user id and password and registration of e-mail ids for E-voting for the resolutions set out in this Postal Ballot Notice.

3. The Portal for E-voting will remain open for the Members for exercising their voting from **Tuesday, May 19, 2020** at **09:00 a.m.** India Standard Time ('**IST**') to **Wednesday, June 17, 2020** at **05:00 p.m. (IST)** both days inclusive. Please note that E-voting module will be disabled for voting by KFin Technologies Private Limited after the said date and time. During this period, the Members of the Company holding shares either in physical form or dematerialised form, as on **Friday May 15, 2020** ('**cut-off date**'), may cast their vote electronically. 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.

4. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for E-voting i.e. **Wednesday, June 17, 2020**.

5. The Postal Ballot Notice is being sent by e-mail to all the Members, whose name appears on the Register of Members/ List of Beneficial Owners maintained by the Depositories as on cut-off date i.e. **Friday, May 15, 2020** and who have registered their e-mail addresses in respect of electronic holdings with the Depositories through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent i.e. KFin Technologies Private Limited. Each Member's voting rights shall be in proportion to his/ her share of the Paid-Up Equity Share Capital of the Company as on cut-off date.

6. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

7. The Board of Directors 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 scrutinizing the E-voting process and in a fair and transparent manner and Scrutinizer's decision on the validity of the E-voting will be final.

8. The Scrutinizer shall prepare Scrutinizer's Report on the total votes cast in favour or against or abstained, if any. The Scrutinizer will submit her report to the Chairman of the Company or any person authorized by him, after completion of scrutiny of votes received through E-voting. The results of the Postal Ballot will be announced by the Chairman or any person authorized by him on or before Friday, June 19, 2020. The results of the Postal Ballot will be posted on the Company's website www.heritagefoods.in and on KFINTECH's E-voting website https://evoting.karvy.com and will also be communicated to the Stock Exchanges where the Company's shares are listed. The Company will also display the results of the Postal Ballot at its Registered Office.

9. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be posted on the Company's website www.heritagefoods.in to facilitate online inspection of relevant documents until last date of E-voting of this Postal Ballot i.e. **Wednesday, June 17, 2020.**

10. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Telugu daily newspaper circulating in Hyderabad (in vernacular language, i.e. Telugu).

11. In compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, Regulation 44 of SEBI Listing Regulations, SS-2 (Secretarial Standard on General Meeting) and the provisions of the Ministry of Corporate Affairs Circulars, and any amendments thereto, the Company is providing facility for voting by E-voting to all the Members of the Company to enable them to cast their votes electronically on the items mentioned in the Notice. For this purpose, the Company has engaged the services of its RTA viz. KFin Technologies Private Limited (CIN: U72400TG2017PTC117649), Selenium Tower B, Plot 31 & 32, Financial District Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, Telangana, India and have made necessary arrangements with RTA to facilitate E-voting. In terms of the General Circular No.14/2020 dated April 08, 2020 read with General Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs, Government of India (the 'MCA Circulars'), voting can be done only by E-voting. The Members are advised to use the E-voting procedure by themselves and not through any other person/proxies. The detailed procedure with respect to E-voting is as follows.

12. **Voting through electronic means:**

The instructions and other information relating to E-voting are as under:

A. In case a Member receiving an e-mail from KFINTECH [for Members whose e-mail IDs are registered with the Company/ Depository Participant(s)]:

i. Launch internet browser by typing the URL: https://evoting.karvy.com

ii. Enter the login credentials, i.e. user-id & password, mentioned in the email forwarded through the electronic notice:

User ID	For Member(s) / beneficial owner(s) holding shares in demat form:- a. For NSDL:- 8 characters DP ID followed by 8 digits Client ID b. For CDSL:- 16 digits Beneficiary ID c. For Member(s) holding shares in physical form:- Event number (i.e. 5264)+folio number
Password	Your Unique password is printed on the Postal Ballot / Electronic notice forwarded through 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

iii. After entering these details appropriately, click on "LOGIN".

iv. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail id, 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.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "EVENT". Please select EVENT of '**Heritage Food Limited'**.

vii. 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. If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folios/ demat accounts.

ix. You may then cast your vote by selecting an appropriate option and click on "Submit".

x. A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify or change the votes cast.

xi. 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/ 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 with a copy marked to hfl@heritagefoods.in. The file scanned image/pdf file should be in the naming format "Corporate Name". The documents should reach the Scrutinizer on or before Wednesday, June 17, 2020 by 05:00 p.m. (IST).

B. In case of Members of the Company have not registered their e-mail address:

On account of threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send Postal Ballot Notice in electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be send to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the E-voting system only. Therefore, those Members who have not yet registered their e-mail address are requested to get their e-mail addresses registered by following the procedure given below:

1. In light of the MCA Circulars, Members who have not registered their e-mail address and in consequence could not receive the E-voting notice may temporarily get their e-mail registered with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, by following the registration process as mentioned below:

Electronic folios:

(a) Visit the link https://karisma.kfintech.com/emailreg

(b) Select the company name i.e. Heritage Foods Limited.

(c) Member to enter DPID-CLID / Folio No. and PAN.

(d) Member to enter the e-mail id and Mobile No.

(e) System check the authenticity of the client id and PAN and send the different OTPs to Mobile and e-mail to Validate.

(f) Member to enter the OTPs received by SMS and e-mail to complete the validation process. (OTPs will be valid for 5 min. Only).

(g) System confirms the e-mail id for the limited purpose of serviced postal ballot notice.

(h) System will send the notice & procedure for E-voting to the e-mail given by Member.

Physical folios:

(a) Visit the link https://karisma.kfintech.com/emailreg

(b) Select company name i.e. Heritage Foods Limited.

(c) Member to enter physical Folio No and PAN.

(d) If PAN is not available in the records, Member to enter one of the Certificate No.

(e) Member to enter the e-mail id and Mobile No.

(f) System check the authenticity of the Folio No. and PAN/ Certificate No. and send the different OTPs to Mobile and e-mail to Validate.

(g) Member to enter the OTPs received by SMS and e-mail to complete the validation process. (OTPs will be valid for 5 min. Only).

(h) If PAN is not available in the records, system will prompt to upload the duly signed scan copy of the PAN.

(i) System confirm the registration of e-mail id.

(j) System will send the notice & procedure for E-voting to the e-mail given by Member.

Post successful registration of the e-mail, the Member would get soft copy of the notice and the procedure for E-voting along with the User ID and the Password to enable E-voting for this Postal Ballot. In case of any queries, Member may write to einward.ris@kfintech.com.

2. It is clarified that for permanent registration of e-mail address, the Members are however requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium Tower B, Plot 31 & 32, Financial District Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, Telangana, India by following due procedure.

3. Those Members who have already registered their e-mail address are requested to keep their e-mail addresses validated with their Depository Participants/ the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited to enable servicing of notices/ documents/ Annual Reports electronically to their e-mail address.

In case of any query/ grievance pertaining to E-voting, please visit Help & FAQ's section of https://evoting.karvy.com or contact Ms. C Shobha Anand, Deputy General Manager at KFin Technologies Private Limited [Unit: Heritage Foods Limited], Selenium Tower B, Plot 31 & 32, Financial District Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, Telangana, India, e-mail: einward.ris@kfintech.com, Contact No.: +91 40 67162222, Fax: +91 40 23001153 and Toll Free No.: 1800 345 4001.

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 Novandie Foods Private Limited (HNFPL/JV Company) (CIN:U74999TG2017PTC120860) Reg. Office at #6-3541/C, Panjagutta, Hyderabad-500 082, Telangana, India, is a 50:50 shareholding Joint Venture Company between Heritage Foods Limited (HFL), Hyderabad, India and NOVANIDE, Maromme, France with an object to manufacture and market various types of Yoghurt and other dairy products in India. Both the Companies (HFL & NOVINDIE) was entered a shareholding agreement based on which each Company has nominated two directors on the Board HNFPL to carry out the business of the Company. HNFPL is in the process of building its manufacturing facility at Survey No 13/2, Durves Village, Palghar District, Near Manor, Maharashtra and to meet the capital expenditure and working capital requirement, HNFPL 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 NOVANDIE or from both). As the two Directors of the Company were nominated in the Board of HNFPL as per the shareholders agreement, the provisions of Section 185 of the Companies Act, 2013 may 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 HNFPL 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 HNFPL 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 Srivishnu Raju (DIN:00025063) and Mrs. N Brahmani (DIN: 02338940) being Directors on the Board of the Company and HNFPL, 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 ascribe 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 Entities covered under Section 185 up to a sum 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 Special Resolution set out at Item No. 2 except to the extent of their directorship and shareholding in the respective Entities, if any.

Registered Office:
#6-3-541/C, Punjagutta,
Hyderabad – 500 082, Telangana, India
CIN:L15209TG1992PLC014332
Ph: 040-23391221/2
e-mail: hfl@heritagefoods.in
Date: May 14, 2020

By Order of the Board of Directors of
HERITAGE FOODS LIMITED

UMAKANTA BARIK
Company Secretary
M No: FCS 6317

HERITAGE FOODS LIMITED

CIN:L15209TG1992PLC014332

Regd. Off: #6-3541/C, Panjagutta, Hyderabad-500 082, Telangana, India
Tel: 040-23391221/2, **Fax**: 040-23318090
Web: www.heritagefoods.in**, E-mail:** hfl@heritagefoods.in

POSTAL BALLOT FORM

Si No	Particulars	Details
1	Name and Registered address of the Sole/ First Shareholder (In block letters)	
2	Name(s) of the Joint Member(s), if any	
3	Registered folio No. /*DP ID No. /Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Number of Equity Shares held	

I/We, hereby exercise my/ our vote in respect of the following Special Resolutions to be passed through Postal Ballot, for the business stated in Postal Ballot Notice, by voting my/our assent (FOR) or dissent (AGAINST) to the said resolutions by placing the tick mark (√) at the appropriate Box below:

Item No.	Description/Type of Resolution	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	To approve for giving guarantee or providing security under Section 185 of Companies Act, 2013 to the Joint Venture Company			
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.			

Place:_____

Date:_____

_____

(Signature of the Member/
Authorized Representative)

Note: Please read the instructions given overleaf carefully before exercising your vote.

The facility to exercise vote through electronic means will be available during the following period:

Commencement of e-voting	End of e-voting
09:00 A.M. on Tuesday, May 19, 2020	05:00 P.M. on Wednesday, June 17, 2020

The facility for voting through electronic means will be disabled for voting by M/s. Kfin Technologies Private Limited at 05:00 P.M. on Wednesday, June 17, 2020.

INSTRUCTIONS:

i) The vote should be cast either in favour or against by putting the tick (✔) Mark in the column provided for assent or dissent through electronics mode only.

ii) In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by the relevant certified true copy of Board Resolution/ Authority Letter duly certified/ attested by Authorized Signatory(ies).

iii) There will be only one Postal Ballot Form through electronically for every Registered Folio No. / Client ID No. / DP ID No. irrespective of the number of joint members.

iv) The Remote e-voting shall not be exercised by a proxy.

v) A Member need not use all his/ her votes nor cast all the votes in the same way. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on **Friday, May 15, 2020.**

vi) The Company is offering remote e-Voting facility only for all its Members to enable them to cast their votes electronically as per the provisions of the MCA circular. The detailed procedure for remote e-Voting has been enumerated in the Notes to the Postal Ballot Notice dated Thursday, May 14, 2020

vii) The results of the Postal Ballot shall be declared on or before **Friday, June 19, 2020**. The resolution if approved by the requisite majority shall be deemed to be passed under the relevant provisions of the Companies Act, 2013 and Rules made thereunder on **Wednesday, June 17, 2020**.

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