



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.

Kindly take note of the same on record.

Thanking you,

Yours Faithfully,

For HERITAGE FOODS LIMITED

UMAKANTA BARIK

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

Encl: a/a



HERITAGE FOODS LIMITED

CIN : L15209TG1992PLC014332

AN ISO: 22000 CERTIFIED COMPANY



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:-91-40-23391212/2, 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), Secretariat Standard issued by Institute of Company Secretaries of India on General Meeting (SS-2), including any statutory modification(s) and amendments thereto, 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 therefor 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 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 (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/C, 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/C, 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

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సమాచిత కార్యాలయం : పెం.6-3-541/సి, పంజాగుట్ట, హైదరాబాద్ - 500 082, తెలంగాణ. టెలిఫోన్ : +91-40-23391221/2, ఫ్యాక్స్ : +91-40-23318090, ఇ-మెయిల్: hfi@heritagefoods.in మమ్మల్ని సందర్శించండి: www.heritagefoods.in

కంపెనీల (యూజుమాన్య మరియు పరిపాలన) రూల్స్ 2014 యొక్క రూల్ 22లో చదువుకోనే కంపెనీల చట్టం 2013 యొక్క సెక్షన్ 110 మరియు ఎంసీఏ సర్క్యులర్స్ (దిగువ వివరించబడిన విధముగా) నకు అనుగుణంగా

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మనము మేము "FOR" లో ఏదేమి సంభాషించి పాక్షికంగా మరలము
"INST" సూచించిన ఎడల అది "ABSTAIN" గా వాచించబడుతుంది

మేమే ఓడినది మార్పుపెట్టినది అనుమతించబడదు.

మేము రేపటికి senarajayatesaotes@5@gmail.com వద్ద
రేపటినుండి స్వచ్ఛత కూడా లేని (సినిమా రికార్డు) నీ సంబంధించిన
5.00 (పాంచినీ) వరకు రేపా అంశంకూ ముందే చేయవలెను.

మేము మరలము పాక్షిక వ్యాపారీ హాలా మరలము ఏ సేయవలె నీవేమి
పాక్షిక రేపా అనుమతి మేము సమాచారం తెలియజేయవలసి అంశము.
మేము మేమురేపటికిగా అంశంకూ ముందే చేయవలెను.

మేముమేమే రేపాక్షికతే ప్రతిపది అనుమతించవలె వ్యాపా అంశము మేము.

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ಪ್ರವೇಶ : ಪ್ರಾದರ್ಭಾವಿ
ಕೆ.ಎ. : ೫.೫.೨೦೨೧

జైరెడ్డి బొమ్మ ఉత్తయ్య మేదకు
హందిక్ పుట్టి తిమిదిన్
సం/-
ఉమాకాంత బారిక్
కంపెనీ పెట్రోలి & కంప్యూటర్ అప్లీస్
వెం. నెం. ఎల్.ఎస్. 631

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అలాగే కంపెనీ యొక్క డైరెక్టర్ ఎవరైనా, ఏదేని వ్యక్తికే తీసుకొనబడిన

[illegible][illegible]

మనకు యీసూ మెచ్చడం రూ.50,00,00,000/- (పూర్తి కొట్టే దారులయిన మార్కెట్) మించుకుంటూ మెచ్చు కొరకు పెట్టే 185 క్రెడిట్ లైన్ మెంటిటెడ్ టెన్ టాకాబిట్ / టెన్ కొట్టే 2017 వే సంవత్సరమున వరదానా) వకు అనుగుణంగా ప్రతీక ర్తావనము వ్రాతా వల్లంల యీసూ అభివృద్ధి కార్యక్రమం వ్రెన్త్రే వల్ల వాంతుకుం
వరదానా తోవనమున వ్రెన్త్రే వల్ల వరదానా వేస్తుంది.
అపెసి యీసూ వ్రెన్త్రే వరదా మెచ్చడం మేకేరేయిల్ నెల్లందు మనయూ అంతువల్లం వరదా ఎటువంటి అన్త్రే లేదా అన్త్రే లేదా మనవేవరదం ప్రయోగానామన 600 రేసు

మనస్సు ఎదేసి దుఃఖంతో సంబంధించి గ్యారంటీ (లు) ఇచ్చుటకు మేరయు

ఉపాధికార బోర్డ్
కంపెనీ రిజిస్ట్రార్ & కంప్లైన్స్ అఫీసర్
ఎం. వెం.ఎల్.ఎస్-631