



HERITAGE FOODS (INDIA) LIMITED

Regd. Office: 6-3-541/C, Panjagutta, Hyderabad - 500082, A.P.

Tel: +91-40-23391221/2 Fax: +91-40-23318090

www.heritagefoods.co.in

Ballot No: _____

POSTAL BALLOT FORM

1. Name and Registered Address of the :
Sole/First named Shareholder

2. Name(s) of the Joint Holder(s), if any :

3. Registered folio No./ DP ID No. & Client :
ID No.* (* Applicable to investors holding
shares in dematerialized form)

4. Number of Shares held. :

I/We hereby exercise my/our vote in respect of the special resolutions to be passed through postal ballot for the business stated in the notice of the Company by sending my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below.

Item No., Description and Type of Resolution	No. of Shares for which vote cast	I/ We assent to the resolution	I/ We dissent to the resolution
1. Alteration of Articles of Association – Section 31 of the Companies Act, 1956 - Special Resolution			
2. Issue of Sweat Equity Shares – Section 79A & 81(1A) of the Companies Act, 1956 and SEBI (Issue of Sweat Equity) Regulation, 2002 - Special Resolution			
3. Re appointment and Revision of remuneration of Sri. N. Lokesh, Executive Director - Special Resolution			

Place:

Date :

[Signature of the Shareholder(s)]

Note: Please read carefully instruction printed overleaf before exercising the vote

NOTES / INSTRUCTIONS:

1. Pursuant to the provisions of Section 192A of the Companies Act, 1956 read with Companies (Passing of Resolution by Postal Ballot) Rules 2011, the assent or dissent of the members in respect of the Special Resolutions contained in the Postal Ballot Notice dated 30th October, 2012 is being determined through Postal Ballot.
2. The voting shall commence from 6th November, 2012. The Company is providing voting through postal ballot only. The postal ballot form duly completed in all respect and signed should reach the Scrutinizer not later than the end of working hours on 6th December, 2012. All postal ballot forms received after this date will be treated as if reply from such members has not been received.
3. The vote should be cast either in favour or against by putting the tick (✓) Mark in the column provided for assent or dissent. Postal Ballot form bearing (✓) in both the column will render the form invalid.
4. The Company has appointed Mrs. Savita Jyoti, Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot process.
5. The Company has authorized Smt. N. Bhuvaneswari, Vice Chairperson & Managing Director and Sri. Umakanta Barik, Company Secretary as the persons responsible for the entire Postal Ballot voting process.
6. Shareholders desiring to exercise voting right by Postal Ballot may complete the Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed pre-paid envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot Forms, if sent by courier at the expense of shareholder will also be accepted.
7. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the scrutinizer not later than the date specified herein before. Request for issue of duplicate ballot form shall not be entertained after 30th November, 2012
8. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the shareholders on the date of dispatch of the Notice.
9. The Scrutinizer will submit her final report as soon as possible after the last date of receipt but, not later than closing of business hours of 7th December, 2012.
10. The Chairman of the Board and in his absence, any person authorized by the chairman will announce the result of the Postal Ballot at the Registered Office of the Company at 6-3-541/C, Panjagutta, Hyderabad – 500 082 on 8th December, 2012 at 10.30 a.m. The members, who wish to be present at time of declaration of the result, may do so at the said venue. The date of declaration of the Postal Ballot result will be taken to be the date of passing of the Special Resolutions.
11. The result of the Postal Ballot will also be published in the newspapers within 48 hours of the declaration of the results and will be placed at the website of the Company at www.heritagefoods.co.in.
12. The Postal Ballot form should be completed and signed by the Sole /first named shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his/her absence, by the next named shareholder.
13. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Authority with signature(s) of Authorized Signatory (ies), duly attested.
14. Postal Ballot cannot be exercised by a Proxy.
15. Incomplete, unsigned or incorrectly filled or bearing more than one (✓) on the Postal Ballot are subject to rejection by the Scrutinizer.
16. Members are requested not to send any other matter along with Postal Ballot form in the enclosed pre-paid postage self-addressed envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
17. All documents referred to in the accompanying Notice & Explanatory Statement are open for inspection at the Registered Office of the Company on all working days except Saturdays and Sundays between 11.00 a.m. to 1p.m. upto 30th November, 2012.