



HERITAGE FOODS (INDIA) LIMITED
6-3-541/C, Panjagutta, Hyderabad - 500 082

EXTRACT OF THE MINUTES OF THE PROCEEDINGS OF THE 21ST ANNUAL GENERAL MEETING OF THE COMPANY HELD AT AUDITORIUM HALL, 2ND FLOOR, TRAINING BUILDING, NATIONAL INSTITUTE FOR MICRO, SMALL AND MEDIUM ENTERPRISES (FORMERLY NISIET), YOUSUFGUDA, HYDERABAD-45 ON WEDNESDAY, 17TH JULY 2013 AT 10.30 A.M.

Present:

Sri D Seetharamaiah	... Chairman
Dr N R Siva Swamy	... Director
Dr A Appa Rao	... Director
Sri N P Ramakrishna	... Director
Dr.V.Nagaraja Naidu	... Director
Sri Nara Lokesh	... Director
Smt N Bhuvaneswari	... Vice Chairperson & Managing Director
Smt.N.Brahmani	... Executive Director
Dr. M Sambasiva Rao	... President
Sri Umakanta Barik	... Company Secretary
Sri A Prabhakara Naidu	... Vice President. F&A
Sri M Sivaram Prasad	... Statutory Auditors

And 67 members present in person
And 10 members present by proxy

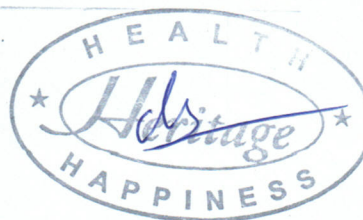
Sri Umakanta Barik, Company Secretary welcomed the Members, Directors and Auditors of the Company to the 21st Annual General Body Meeting of the Company and requested the Chairman, Directors, President and Vice President – Finance & Accounts of the Company to occupy their seats on the dais. The Chairman, Directors and President occupied their respective seats on the dais. The Company Secretary requested the Chairman to conduct the proceedings of the Meeting.

As the requisite quorum is present, Sri D. Seetharamaiah, Chairman of the Company called the meeting to order. The Chairman informed the members that the company had received 10 proxies and the statement of proxies received was available for inspection at the registration counter. The Chairman informed the members that the Register of Directors' Shareholding was placed before the meeting in accordance with Section 307 (7) of the Companies Act, 1956 and the same was available for inspection by the members.

Chairman's Speech

The Chairman addressed the members. He had given a concise view on the Indian Economy during 2012-13, and briefly highlighted some of the important events at Heritage during the year under review and also detailed facets of Heritage's endeavours in expanding the Dairy, Retail, Agri and Bakery Businesses.

The Chairman with the permission of the members present, that the notice convening the meeting, the Directors' Report, Report on Corporate Governance and Management Discussion and Analysis having already been circulated to the shareholders, has taken as read.





The chairman requested the Secretary to read the Auditors Report, and it was read.

The Chairman then proceeded with the Agenda Items:

ORDINARY BUSINESS

1. Adoption of Accounts

The Chairman with the permission of the members present, the notice convening the meeting, Auditors' Report, Annual Accounts etc., were taken as read. The shareholders expressed their satisfaction the way the company has achieved the business growth and Sri. Praful Chavda and Sri Bharath Shah appreciated the Chairman and Vice-Chairperson & Managing Director of the company and expressed their happiness about the growth of the company and as the company has crossed 1600 crores turnover during the year under review. Mr. Deepak Madav Das, shareholder of the company has suggested that instead of opening of a small size stores in the retail division it is more profitable if the company has initiated for a bigger size retail stores having more items in the stores. The President of the Company answered the questions asked by the shareholders to the satisfaction of members present.

The Chairman put the following resolution before the members for approval.

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2013 and the statement of Profit & Loss and the Cash Flow Statement for the year ended as on that date standalone and consolidated together with the Directors' and the Auditors' Reports thereon, be and are hereby received, considered, and adopted."

Mr. Kamal Kishore, a member proposed and Mr. Wali, a member seconded the resolution.

The Chairman put the motion to vote. The resolution was passed unanimously on show of hands.

2. Declaration of Dividend

The Chairman informed the members that the Board of Directors had recommended a dividend at the rate of Rs. 3.00/- per share of face value of Rs.10/- each (i.e.30%) for the year ended 31st March, 2013 and put the following resolution before the members for approval.

"RESOLVED THAT pursuant to the recommendation made by the Board of Directors of the Company, a dividend at the rate of Rs. 3.00/- per share (i.e.30%) on 1,15,99,500 equity shares of Rs. 10/- each out of profit available for absorbing Rs. 405.13 Lakhs to those shareholders of the Company whose names appear in the Register of Members."

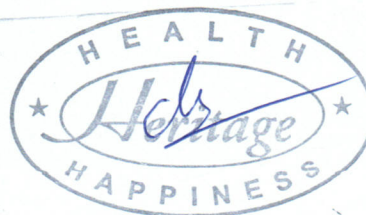
Mr. Srikanth, a member proposed and Mr. B Arun Kumar, a member seconded the resolution.

The Chairman put the motion to vote. The resolution was unanimously passed on show of hands.

3. Re-appointment of Sri D.Seetharamaiah

Since the Chairman of the meeting is interested in the resolution, Smt. N.Bhuvaneswari, Vice-Chairperson & Managing Director of the Company is presided as the Chairperson of the meeting for the item.

The Chairperson informed that the term of Sri D.Seetharamaiah as Director concludes at this Annual General Meeting and that the Board of Directors recommended his re-appointment. The following resolution was put before the members for appointment.





“RESOLVED THAT D.Seetharamaiah, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, whose period of office will be liable to retire by rotation.”

Mr. Ramesh Shankar Golla, a member proposed and Mr. Kamal Kishore, a member seconded the resolution.

The Chairperson put the motion to vote and on show of hands the resolution is carried unanimously.

4. Re-appointment of Sri N.P Ramakrishna

The Chairman informed that the term of Sri N.P.Ramakrishna as Director concludes at this Annual General Meeting and that the Board of Directors recommended his re-appointment. The following resolution was put before the members for appointment.

“RESOLVED THAT N.P.Ramakrishna, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, whose period of office liable to retire by rotation.”

Mr. Suresh Chand Jain, a member proposed and Mr. Arun Kumar B, a member seconded the resolution.

The Chairman put the motion to vote and on show of hands the resolution is carried unanimously.

5. Appointment of Auditors

The Chairman placed the following resolution before the members for the appointment of M/s Raju & Prasad, Chartered Accountants, and Hyderabad as Statutory Auditors of the company..

“RESOLVED THAT M/s. Raju & Prasad, Chartered Accountants, Hyderabad, be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, at a remuneration to be fixed by the Board of Directors of the Company.”

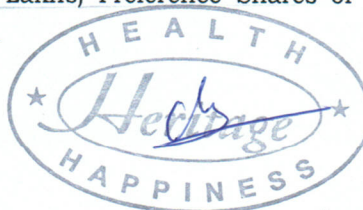
Mr. Wali, a member proposed and Mr. Kamal Kishore, a member seconded the resolution.

The Chairman put the motion to vote. The resolution was unanimously passed on show of hands.

6. Increase of Authorised Capital of the Company.

The Chairman informed the members that to increase the Authrised Share capital of the Company from ₹ 20,00,00,000/- (Rupees Twenty Crores Only) divided into 1,80,00,000 (One Crore Eighty Lakhs) equity shares of ₹10/- (Rupees Ten) each and 20,00,000 (Twenty Lakhs) Preference Shares of ₹10/- (Rupees Ten) each and Issued, Subscribed and Paid up Share capital of ₹11,59,95,000/- (Rupees Eleven Crore Fifty Nine Lakhs Ninty Five Thousand only) divided into 1,15,99,500 (One Crore Fifteen Lakhs Ninety-nine Thousand Five Hundred) Equity shares of ₹10/- (Rupees Ten only) each and suitably amend the Clause V (i.e Share capital Clause) of the Memorandum of the Company which require the approval of the Members by way of Ordinary resolution. Therefore the Board put the following resolution before the approval of the members.

“RESOLVED THAT pursuant to Sections 16, 94 and other applicable provisions, if any of the Companies Act, 1956 (including any statutory modification(s) or reenactment(s) thereof for the time being in force) the Authorized Share Capital of the Company be and is hereby increased from ₹20,00,00,000/- (Rupees Twenty Crores Only) divided into 1,80,00,000 (One Crore Eighty Lakhs) Equity Shares of ₹10/- each and 20,00,000 (Twenty Lakhs) Preference Shares of ₹10/- each to





₹50,00,00,000/- (Rupees Fifty Crores Only) divided into 4,80,00,000 (Four Crores Eighty Lakhs) Equity Shares of ₹10/- each and 20,00,000 (Twenty Lakhs only) Preference Shares of ₹10/- each

"RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be and is hereby altered by substituting the following new Clause V in the place of existing clause:

Clause V:

The Authorized Share Capital of the Company shall be ₹50,00,00,000/- (Rupees Fifty Crores Only) divided into 4,80,00,000 (Four Crores Eighty Lakhs) Equity Shares of ₹10/- each and 20,00,000 (Twenty Lakhs) Preference Shares of ₹10/- each with power to consolidate, convert, subdivide, increase and reduce the capital and to issue any new shares with any preferential or special rights and conditions attached thereto from time to time in accordance with the Articles of Associations of the Company and the provisions of the Companies Act, 1956 as amended from time to time.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms with the Registrar of Companies."

Ms. Veena patel, a member proposed and Mr. Suresh Chand Jain, a member seconded the resolution.

The Chairman put the motion to vote. The resolution was unanimously passed on show of hands.

7. Alteration of Articles of Association of the Company

The Chairman informed the members that in consequence of increase of Authorised Capital of the Company under Section 94(a) of the Companies Act, 1956, it is necessary to alter the Articles of Association of the Company. Accordingly under Section 16 and 31 of the Companies Act, 1956 the approval of the shareholders is required by way of Special Resolution. Your Directors recommended the resolution for the Members approval.

"RESOLVED THAT pursuant to Sections 31 and other applicable provisions, if any of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), the existing Articles of Association of the Company be and is hereby altered by substituting the following resolution in place of existing Article 5 to read as follows.

The Authorized Share Capital of the Company shall be ₹. 50,00,00,000/- (Rupees Fifty Crores Only) divided into 4,80,00,000 (Four Crores Eighty Lakhs) Equity Shares of ₹10/- each and 20,00,000 (Twenty Lakhs) Preference Shares of ₹10/- each with power to consolidate, convert, subdivide, increase and reduce the capital and to issue any new shares with any preferential or special rights and conditions attached thereto from time to time.

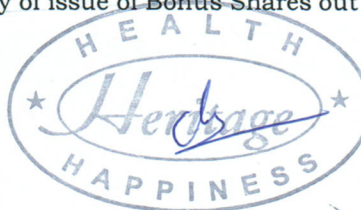
RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such deeds, acts, matters and things necessary to give effect to the above resolution, including signing and filing the necessary forms with the Registrar of Companies."

Ms. Praful Chada, a member proposed and Mr. Y S Saibabu, a member seconded the resolution.

The Chairman put the motion to vote. The resolution was unanimously passed on show of hands.

8. Alteration of Articles of Association of the Company

The Chairman informed the members that the Article 160 of the Articles of Association authorizes the members of the Company to capitalize, inter- alia by way of issue of Bonus Shares out of the amount





standing to the credit of the Capital Redemption Reserve/General Reserves/Securities Premium Account/the Reserve Fund or other funds of the Company.

He also informed that seeking the approval of the Members of the Company each time would take long time between the recommendation by the Board and the actual allotment of Bonus Shares. Therefore in order to enable the Board to complete the process of issue of Bonus Shares this amendment in the Articles of Association will enable the Company to give effect to the Board's proposal in an expeditious manner. The Board, therefore, recommended the resolution for the approval of the members by way of Special Resolution.

"RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s), or re- enactment(s) thereof for the time being in force) and other Rules and Regulations as may be applicable, the following change shall be made:

- the first line of Sub-Clause 1 of Article 160 of the Articles of Association be and is hereby amended by deleting the words "The Company in General Meeting, may on the recommendation of the Board, resolve : " and substitute it with the words "The Board may resolve :

"RESOLVED FURTHER THAT the remaining sub clauses of the Article 160 of the Articles of Association of the Company remain unchanged."

"RESOLVED FURTHER THAT the Board of Directors (including the committee thereof) be and is hereby authorised to perform all acts, deeds and things, execute documents, and make all filings, as may be necessary to give effect to the above resolution and to take all such steps for giving any such direction as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise for the purpose of giving effect to this resolution."

Ms. Bharath Shah, a member proposed and Mr. Srikanth, a member seconded the resolution.

The Chairman put the motion to vote. The resolution was unanimously passed on show of hands.

9. To Change the Name of the Company

The Chairman informed the members that the Company has started exporting its own products and various other products as part of exploring the global Market for marketing the products, so as to have the presence of the company in other countries. Therefore the Board of Directors proposed to change the name of the Company from "Heritage Foods (India) Limited to "Heritage Foods Limited" by deleting the word '(India)' in the existing name of the Company. Your Board of Directors recommended the resolution for the approval of the members by way of Special Resolution.

"RESOLVED THAT in accordance with the provisions of Section 21 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re- enactment thereof for the time being in force) and subject to the approval of the Central Government, the name of the Company be and is hereby changed from Heritage Foods (India) Limited to Heritage Foods Limited;

RESOLVED FURTHER THAT upon fresh Certificate of Incorporation consequent to change of name of the Company being issued by the Registrar of Companies, the name "Heritage Foods Limited" be inserted in place of the present name of the Company wherever appearing in the Memorandum and Articles of Association of the Company and that the Board of Directors (which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board of Directors to exercise its



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powers including the powers conferred by this resolution), be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.

Ms. Arun Kumar Boppana, a member proposed and Mr. Ramesh Shankar Golla, a member seconded the resolution.

The Chairman put the motion to vote. The resolution was unanimously passed on show of hands.

10. Re-appointment of Smt. N. Bhuvaneshwari, as Vice Chairperson and Managing Director

The Chairman informed that The members of the company approved the re-appointment of Smt. N. Bhuvaneshwari, as Vice Chairperson and Managing Director, at the Extra ordinary General Meeting conducted through Postal Ballot, result of which was declared on 09th May 2012 for a period of 3 years with effect from 1st April, 2012 with the remuneration approved by the Central Government as per the Section II part II of the Scheduled XIII of the Companies Act, 1956.

The Board of Directors of the Company recommending her appointment based on the recommendation of the Remuneration Committee as the Whole Time Director designated as Vice- Chairperson & Managing Director of the Company for a period of 5 years with effect from 1st July, 2013 at a remuneration, Perquisites, allowances and commission mentioned in the resolution by way of ordinary Resolution.

“RESOLVED THAT in supersession of the resolution passed on 09th May, 2012 and pursuant to the provisions of the Sections 198, 269, 309, 310 and read with Schedule XIII and other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such consent(s), approval(s) and permission(s) as may be required, consent of the members be and is hereby accorded for revision of terms of appointment of Smt. N. Bhuvaneshwari, Vice Chair person and Managing Director of the company for a period of 5 years with effect from 1st July, 2013 on the remuneration, perquisites and allowances as given below:

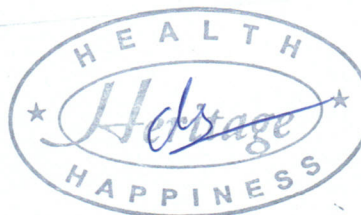
Smt. N. Bhuvaneshwari shall be paid remuneration partly by way of monthly Remuneration, Perquisites and Allowances and partly by way of commission on net profits calculated as per Sections 198, 309, 349 and 350 read with Schedule XIII of the Companies Act 1956 but subject to aggregate remuneration, perquisite, allowances and commission paid to her shall not exceed 5% of the net profit of the Company calculated as per applicable provisions of the Companies Act 1956.

Remuneration:

- i. Basic Salary : ₹.10.00 lakhs (Rupees Ten Lakhs only) per month

Perquisites & Allowances

- ii Books & Periodicals : Books & Periodicals and outfit requirements not exceeding of ₹35,000/- (Rupees thirty five thousand only) per month
- iii Leave Travel Allowance : For self and family, once a year subject to ceiling of one month's basic salary
- iv. Car & Telephone : The Company shall provide a car with driver, telephone, other communication devices at the residence and Mobile phone for the Companies business purpose
- v. Club Fees : Fee of Clubs subject to a maximum of two clubs. This will not include admission and Life Membership fees.





vi	Personal Accident Insurance	:	. For an amount, Premium of which shall not exceed ₹50,000 (rupees fifty thousand only) per Annum
vii	Medical Reimbursement	:	Payment/Reimbursement of Medical expenses incurred for self and family subject to a ceiling of one month's basic salary in a year or as is provided by the companies' group medical insurance policy.
viii	PF Contribution	:	Contribution to Provident Fund shall be as per rules of the Company.
ix.	Gratuity	:	Gratuity payable shall not exceed half a month's basic salary for each completed year of service.
x.	Encashment of un-availed	:	encashment of un-availed leaves as per the rules of the Leaves Company at the time of leaves retirement/cession of service

"RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the Board which term shall be deemed to include any committee including the Remuneration Committee which may exercise its powers including the powers conferred by this resolution) be and is hereby authorized to vary, alter, widen the scope of the remuneration as they deem fit in the interest of the Company"

"RESOLVED FURTHER THAT in case of losses or inadequacy of profits in any financial year during her tenure she will be eligible for a remuneration of ₹10 lakhs (Rupees Ten lakhs only) per month, perquisites, allowances as mentioned above as minimum remuneration and fully maintained Company car."

"RESOLVED FURTHER THAT Smt.N. Bhuvaneshwari shall not be subject to retirement by rotation during her tenure as a Vice Chairperson & Managing Director." and she is not eligible for sitting fee of any Board/Committee meeting.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient for the purpose of giving effect to this resolution."

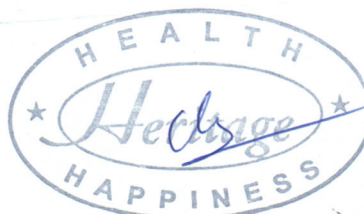
Ms. D.Radha Krishna Rao, a member proposed and Mr. Ramesh Shankar Golla, a member seconded the resolution.

The Chairman put the motion to vote. The resolution was unanimously passed on show of hands.

11. Regularization of Smt N.Brahmani as Additional Director

The Chairman informed that the Board of Director appointed of Smt.N.Brahmani as Additional Director of the Company. As per the terms of Section 260 of the Companies Act, 1956 the appointment expires at the 21st Annual General Meeting. The Company has received notice under Section 257 of the Companies Act, 1956 along with the requisite deposit from members proposing her candidature for the office of director. Your Directors are recommended the resolution for approval of the Members by way of Ordinary resolution.

"RESOLVED THAT Smt. Nara Brahmani, whose appointment notice under Section 257 of the Companies Act, 1956 has been received from member of the Company, be and is hereby appointed as a director of the Company, not liable to retire by rotation".



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HERITAGE FOODS (INDIA) LTD.

AN ISO: 22000 CERTIFIED COMPANY





Ms. Praful Chada, a member proposed and Mr. Bharath Shah, a member seconded the resolution.

The Chairman put the motion to vote. The resolution was unanimously passed on show of hands.

12. Appointment of Smt N. Brahmani, as Executive Director

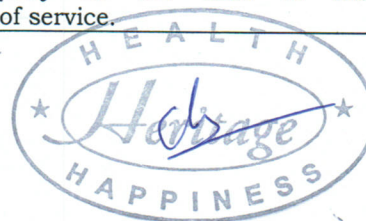
The Chairman informed that the Board of Directors of the Company at their meeting held on 30th May, 2013 (based on a recommendation of the Remuneration Committee) had appointed Smt. Nara Brahmani as the Whole Time Director designated as Executive Director of the Company for a period of 5 years with effect from 1st June, 2013 on the terms & conditions specified below. The following resolution was put before the members for approval by way of Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of the Sections 198,269,309,310 and read with Schedule XIII and other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such consent(s), approval(s) and permission(s) as may be required, consent of the members be and is hereby accorded to the appointment of Smt. N. Brahmani as a Whole-time Director (designated as Executive Director) of the Company, with effect from 1st June, 2013 for a period of 5 (Five) years, on the remuneration, perquisites and allowances as given below.

Smt.N.Brahmani shall be paid remuneration partly by way of monthly remuneration, perquisites and allowances and partly by way of commission on net profits calculated as per Sections 198, 309, 349 and 350 read with Schedule XIII of the Companies Act 1956 but subject to aggregate remuneration, perquisite, allowances and commission paid to her shall not exceed 4% of the net profit of the Company calculated as per the applicable provisions of the Companies Act 1956.

Remuneration:			
i.	Basic Salary	:	₹5.00 lakhs (Rupees Five Lakhs only) per month
Perquisites & Allowances			
ii.	Books & Periodicals	:	Books & Periodicals and outfit requirements not exceeding of ₹ 25,000/- (rupees twenty five thousand only) per month
iii.	Leave Travel Allowance	:	For self and family, once a year subject to ceiling of one month's basic salary
iv.	Car & Telephone	:	The Company shall provide a car with driver and telephone, other communication devices at the residence and Mobile phone for the Companies business
v.	Club Fees	:	Fee of Clubs subject to a maximum of two clubs. This will not include admission and Life Membership fees.
vi.	Personal Accident Insurance	:	For an amount, Premium of which shall not exceed ₹ 40,000 (Rupees Forty thousand only) per annum
vii.	Medical Reimbursement	:	Payment/Reimbursement of Medical expenses incurred for self and family subject to a ceiling of one month's basis salary in a year or as is provided by the companies' group medical insurance policy.
viii.	PF Contribution	:	Contribution to Provident Fund shall be as per rules of the Company.
ix.	Gratuity	:	Gratuity payable shall not exceed half a month's basic salary for each completed year of service.
x.	Encashment of un-availed	:	Encashment of un-availed leaves as per the rules of the Leaves Company at the time of leaves retirement/cession of service.

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"RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the Board which term shall be deemed to include any committee including the Remuneration Committee which may exercise its powers including the powers conferred by this resolution) be and is hereby authorized to vary, alter, widen the scope of the remuneration as they deem fit in the interest of the Company"

"RESOLVED FURTHER THAT in case of losses or inadequacy of profits in any financial year during her tenure she will be eligible for a remuneration of `5 lakhs (Rupees Five lakhs only) per month, perquisites, allowances as mentioned above as minimum remuneration and fully maintained company car."

"RESOLVED FURTHER THAT Smt. N. Brahmani shall not be subject to retirement by rotation during her tenure as an Executive Director." As she is not eligible for sitting fee of any Board/Committee meeting."

Mr. Krishna Gopal, a member proposed and Mr. Ramesh Shankar Golla, a member seconded the resolution.

The Chairman put the motion to vote. The resolution unanimously passed on show of hands.

There being no other business, the chairman declared that the meeting was concluded and thanked the shareholders for making the meeting a grand success.

Place: **Hyderabad**
Date: **23-07-2013**

sal -
D Seetharamaiah
Chairman

//CERTIFIED TRUE COPY//

ds
Umakanta Barik
Company Secretary

