

NOTICE

NOTICE is hereby given that the 84th Annual General Meeting of the Members of **Shree Hanuman Sugar & Industries Limited** will be held on Monday, the 31st August, 2015 at 03.00 p.m. at the Registered Office of the Company at 'Chandra Kunj', 3, Pretoria Street, Kolkata – 700071 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 30th June, 2014 and the reports of the Board of Directors (the Board) and Auditors thereon.
2. To declare a dividend on equity shares.
3. To appoint a Director in place of Shri R. K. Mbre (DIN: 00119618), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
4. To appoint a Director in place of Shri L. K. Tibrawalla (DIN: 00423521), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
5. To re-appoint auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the 89th AGM and to fix their remuneration and to pass the following resolution:
"Resolved that, pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, M/s. the Company, appointed M/s. Agarwal Gupta Nokari & Rustagi Associates, Chartered Accountants (F.R. No.310041E & Membership No. 017387), be and are hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) to the conclusion of the 89th Annual General Meeting (subject to ratification of the appointment by the members at every AGM held after this AGM) and that the Board of Directors be and are hereby authorized to fix such remuneration as may be recommended by the audit committee of the Board in consultation with the auditors."

SPECIAL BUSINESS:

6. Adoption of new set of Articles of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. Appointment of Shri L. K. Tibrawalla as Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment

and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement, Shri L. K. Tibrawalla (DIN: 00423521), an Independent Director of the Company since 20/06/2005 who retires by rotation at this meeting and has offered himself for reappointment, be and is hereby appointed as Independent Director of the Company to hold office for a term ending on the March 31, 2019.”

8. Appointment of Ms. Pratima Srivastava as Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement, Ms. Pratima Srivastava (DIN: 01192980), an Independent Director of the Company since 04/05/2009, be and is hereby appointed as Independent Director of the Company to hold office for a term ending on March 31, 2019.”

9. Appointment of Ms. Shabnam Agarwal as Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement, Ms. Shabnam Agarwal (DIN: 02428022), an Independent Director of the Company since 09/09/2013, be and is hereby appointed as Independent Director of the Company to hold office for a term ending on March 31, 2019.”

10. Re-appointment of Shri B. K. Nopany as Managing Director

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

“RESOLVED THAT pursuant to the provisions of Sections 196 and 197, Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval be and is hereby given to the re-appointment of Shri Bimal Kumar Nopany (DIN: 00694221) as the Managing Director of the Company for a period of three (3) years, with effect from 1st July, 2014, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said reappointment and / or remuneration as it may deem fit and as may be acceptable to Shri B. K. Nopany, subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

[including any statutory modification(s) or re-enactment thereof for the time being in force]

11. Approval of Related Party Transactions

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

“RESOLVED THAT pursuant to Clause 49 of the Listing Agreement, as amended from time to time, and Section 188 of the Companies Act, 2013, if applicable and other applicable provisions of the said

Act, if any, the following related party transactions be and are hereby approved and ratified and also consent of the Company be and is hereby accorded for continuation thereof during the financial year 2014-15 and 2015-16, as per the terms and conditions specified in the respective contracts:

Name of Related Party	Related Party Transactions	Max. value of Transactions during each Financial Year 2014-15 and 2015-16 (Rs. In lacs)
Nopany & Sons Pvt Ltd	Sale of Property or Property Rights	1000.00
	Borrowings	500.00
Eastern Sugar & Industries Limited	Purchase/Sale of Property or Property Rights	1000.00
	Lending	500.00
	Purchase of Plant & Machinery	2000.00
Nopany Investments Pvt Ltd	Sale of Property or Property Rights	1000.00
	Borrowings	500.00
Shruti Ltd	Sale of Property or Property Rights	1000.00
	Lending or Borrowings	500.00
Bimal Kumar Nopany	Borrowings	500.00

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things or take such steps or actions which they may deem necessary in this respect.”

12. Sub-division of Equity Shares

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

“RESOLVED THAT pursuant to the provisions of Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned Statutory Authority(ies), each Equity Share of the Company having a face value of Rs. 10/- each fully paid-up be sub-divided into 5 (Five) Equity Shares of the face value of Rs. 2/- (Two) each fully paid-up;

RESOLVED FURTHER THAT on sub-division, 5 (Five) Equity Shares of face value of Rs. 2/- each be allotted in lieu of existing 1 (one) Equity Share of Rs. 10/- each subject to the terms of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid Equity Shares of Rs. 10/- each of the Company and shall be entitled to participate in full in dividends to be declared after the subdivided Equity Shares are allotted;

RESOLVED FURTHER THAT on sub-division of Equity Shares as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of the face value of Rs. 10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may, without requiring the surrender of the existing share certificate(s), issue and dispatch the new share certificate(s) of the Company in lieu of such existing share certificate(s) subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in the case of Equity Shares held in the dematerialized form, the number of subdivided Equity Shares be credited to the respective beneficiary accounts of the Members with the depository participants, in lieu of the existing credits representing the Equity Shares of the Company before subdivision;

RESOLVED FURTHER THAT subject to approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned Statutory Authority(ies) and Indian Depositories the consent of the Company be and is hereby accorded for registering additional equity shares arising out of the stock split/sub-division as may be required to maintain the existing ratio of shares post sub-division;

RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matter arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

The Equity Shares of the Company are listed and actively traded on the BSE Limited. With a view to encourage the participation of small investors by making Equity Shares of the Company affordable, the Board has considered and approved the sub-division of one Equity Share of the Company having a face value of Rs. 10/- each into 5 (Five) Equity Shares of face value of Rs. 2/- (Two) each subject to approval of the Members and any other statutory and regulatory approvals, as applicable. The Record Date for the aforesaid sub-division of the Equity Shares will be fixed after approval of the Members is obtained.

Presently, the authorised share capital of the Company is Rs. 7,000 Lacs divided into 700 Lacs Equity Shares of Rs. 10/- each.

The sub-division as aforesaid would require consequential amendments to the existing Clause 5 of the Memorandum of Association as set out in Item No. 12 of the Notice respectively to reflect the change in face value of each Equity Share.

The Directors recommend passing of the Resolution at Item No. 12 of the Notice. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the Resolution at Item No. 12 of the Notice except to the extent of their shareholding in the Company.

13. Alteration in Memorandum of Association

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

“RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 (the Act) read with the Rules made thereunder, the sub-clause 5 shall be substituted by the following subclause:

5. The Authorised Share Capital of the Company at present is Rs. 7000 Lacs only divided into 3500

Lacs equity shares of Rs. 2/- (Two) each, with power to increase and reduce the capital and to divided the Shares in capital for the time being into several classes and to attach thereto respectively such preferential, deferred or Special rights, privileges or conditions as may be determined by or in accordance with the Regulation of the Company to vary, modify or abrogate such rights privileges or conditions in such manner as may for the time being be provided by the regulation of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include a committee thereof) be and is hereby severally authorized to make such applications and to do and perform all such acts, deeds, matters or things as may be necessary, appropriate, expedient or desirable to give effect to this Resolution.”

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

The existing Memorandum of Association required alteration to reflect the sub-division of equity shares as proposed hereinabove.

The Directors recommend the Resolution set out at Item No. 13 of this Notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the Resolution at Item No. 13 of the Notice except to the extent of their shareholding in the Company.

By Order of the Board
For **SHREE HANUMAN SUGAR & INDUSTRIES LTD**
B. K. Nopany
Managing Director

Registered Office:
Chandra Kunj, 4th Floor
3, Pretoria Street, Kolkata - 700071
14th July, 2015
CIN: U15432WB1932PLC007276
E-mail: info@hanumansugar.com

NOTES:

1. A member entitled to attend and vote at the Extra-ordinary General Meeting (the Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.

5. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.

6. The Company has notified closure of Register of Members and Share Transfer Books from 27th August, 2015 to 31st August, 2015 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.

The dividend, if declared, will be paid after 31st August, 2015 to those members whose names shall appear on the Register of Members of the Company on 31st August, 2015. In respect of dematerialized shares, the dividend will be payable on the basis of beneficial ownership as per the details to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.

7. Members holding shares in electronic form are requested to intimate immediately any change in their address to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address immediately to the Company/Registrar and Transfer Agent.

8. Members are requested to furnish/update details of their Bank Account to the Company/Registrar & Transfer Agents/Depository Participants to enable the Company to print the same on the dividend warrants/to avail of ECS facility, whatever applicable.

9. Pursuant to the provisions of section 205A (5) of the Companies Act, 1956, dividend not claimed within 7 years will be transferred to the Investor Education & Protection Fund (IEPF). Shareholders, who have not encashed their dividend warrants(s) so far for the financial year ended 30th June, 2008 or any subsequent financial years, are requested to make their claim to the R&T Agents of the Company.

According to the provisions of the Act, no claims shall lie against the said Fund or the Company for the amounts of dividend so transferred nor shall any payment be made in respect of such claims.

10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar.

12. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.

13. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar and Transfer Agent, for consolidation into a single folio.

14. Non-Resident Indian Members are requested to inform the Registrar, immediately change in their residential status on return to India for permanent settlement.

15. The Members attending the General Meeting are requested to bring enclosed attendance slip, duly filled in.

16. Members, who hold share in de-materialised form, are requested to bring their client ID and DP-ID number for the purpose of identification and attendance at the meeting.

17. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

18. Electronic copy of the Annual Report for the year 2013-14 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report for 2013-14 is being sent in the permitted mode.

19. Electronic copy of this Notice inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless a member has requested for a hard copy of the same. For members who have not registered their email address, physical copies thereof is being sent in the permitted mode.

20. Members may also note that this Notice and the Annual Report for the year 2013-14 will also be available on the Company's website www.hanumansugar.com for their download.

21. Voting through Electronic means:

a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies

(Management and Administration) Rules, 2014 as amended by the Company (Management and Administration) Rules, 2015 and Clause 35B of the Listing Agreement, the company is please to provide members the facility to exercise their vote through remote e-voting in respect of the resolutions proposed to be passed at the ensuing Annual General Meeting (AGM) by using the electronic voting facility provided by The Central Depository Services Limited (CDSL).

b) The remote e-voting period commences at 9:30 a.m. on Friday, 28th August, 2015 and ends at 5:00 p.m. on Sunday, 30th August, 2015. The remote e-voting module shall be disabled by CDSL for voting thereafter.

c) During the remote e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date i.e. 24th August, 2015 may cast their vote electronically.

d) Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

e) Voting rights of the member shall be in proportion to their respective shareholding as on the cut-off date i.e. 24th August, 2015.

f) The facility for voting through polling paper shall be made available at the AGM and members attending the meeting who have not cast their vote by remote e-voting shall be eligible to exercise their right to vote at the meeting through polling paper.

g) The members who have cast their vote by remote e-voting prior to AGM may also attend the AGM but shall not be entitled to cast their vote again.

h) Any person who acquires shares of the Company and becomes a member of the Company after the dispatch of this Notice and holds shares as on the cut-off date i.e. 24th August, 2015 should follow the instructions for e-voting as mentioned below for FIRST TIME USER. In case of any queries, the shareholder may also contact the Registrar & Transfer Agent.

i) The Board of Director has, at its meeting held on 10th July, 2015, appointed Mr. Birendra Kumar Sethia, Sethia & Co., Chartered Accountants, 12, Mangoe Lane, 1st Floor, Kolkata-700001, has been appointed as the scrutinizer to scrutinize the voting process (electronically or otherwise) in a fair and transparent manner.

j) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at AGM through ballot paper.

k) The Instructions for Shareholders Voting Electronically are as under:

i) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.

ii) Click on “Shareholders” tab.

iii) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

iv) Next enter the Image Verification as displayed and Click on Login.

v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

vi) If you are a FIRST TIME USER follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction
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vii) After entering these details appropriately, click on “SUBMIT” tab.

viii) Members holding shares in physical form will then directly reach the Company selection screen.

However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

x) Click on the EVSN for the relevant Shree Hanuman Sugar and Industries Limited on which you choose to vote.

xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvii) Note for Institutional Shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.

- The list of accounts should be mailed to helpdesk.evoting@cDSLindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cDSLindia.com.

22. The scrutinizer shall, after the conclusion of the AGM, first count the votes cast at the meeting and thereafter unlock the votes cast through remote e-voting in the presence of atleast 2(Two) witnesses not in the employment of the Company. The Scrutinizer shall, within a period not more than three days from the conclusion of the AGM, prepare a consolidated Scrutinizers’ Report of the votes cast in favour or against, if any, and submit to the Chairman or any person authorized by him in writing, who shall countersign the same and declare the results of voting.

23. The results so declared alongwith the Scrutinizer’s Report shall be placed on the Website of the Company and CDSL subject to the receipt of the requisite number of votes, the resolution set out in the Notice shall be deemed to be passed on the date of the Annual General Meeting. The results shall also be forwarded to the Stock Exchanges at which Company’s Shares are listed.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

The following Statement sets out all material facts relating to the Special business mentioned in the accompanying Notice:

Re.: Item No. 6 – Adoption of new set of Articles of Association of the Company

The existing Articles of Association (AoA) are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act.

The Companies Act, 2013 (the Act) is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs (“MCA”) had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal (“Tribunal”) such as variation of rights of holders of different classes of shares (Section 48), reduction of share capital (Section 66), compromises, arrangements and amalgamations (Chapter XV), prevention of oppression and mismanagement (Chapter XVI), revival and rehabilitation of sick companies (Chapter XIX), winding up (Chapter XX) and certain other provisions including, inter alia, relating to Investor Education and Protection Fund (Section 125) and valuation by registered valuers (Section 247). However, substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table ‘F’ of the Act which sets out the model articles of association for a company limited by shares.

The proposed new AoA will be available for inspection at the Company’s registered office during normal business hours on working days up to the date of the Annual General Meeting.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

Re.: Item No. 7 to 9- Appointment of Shri L. K. Tibrawalla, Ms. Pratima Srivastava and Ms. Shabnam Agarwal as Independent Directors

Shri L. K. Tibrawalla, Ms. Pratima Srivastava and Ms. Shabnam Agarwal hold office as Independent Directors since 20th June, 2005, 4th May, 2009 and 9th September, 2013, respectively. In terms of Section 149 of the Act, the above named Directors being eligible for appointment are proposed to be appointed as Independent Directors for a term upto 31st March, 2019. In the opinion of the Board, the aforesaid Directors fulfill the conditions specified in the Act and rules made thereunder for their respective appointment as Independent Directors of the Company.

Mr. Lakshmikant Tibrawalla aged 71 years B.Com from renowned university has expertise in Commerce & Industry. He has been associated with many renowned companies in senior position.

Ms. Pratima Shrivastav aged 57 years, Science Graduate and Post Graduate in Economics, Trained in Business Management in Mumbai and studied Finance from New York University. She has more than 33 years' experience in the field of Finance to her credit at national as well as international level. She has been associated with many renowned companies in senior position.

Ms. Shabnam Agarwal aged 45 years, M.Sc Orthopedic Physiotherapy from University of Wales College of Medicine, Cardiff and Ph.D from Curtin University, Perth, She has been associated with many renowned companies and Institution in senior position.

Brief resume of Shri L. K. Tibrawalla, Smt Pratima Srivastava and Smt Shabnam Agarwal and names of companies in which they hold directorships and memberships/chairmanships of Board Committees and shareholding as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges, are provided separately after this immediately after this Notice.

The Board considers that the above named Directors' continued association as Independent Directors would be of immense benefit to the Company.

Notices in writing under Section 160 of the Act have been received from members signifying intention proposing the candidature of the aforesaid Directors.

Copy of the draft letter for appointment of Shri L. K. Tibrawalla, Ms. Pratima Srivastava and Ms. Shabnam Agarwal as Independent Directors setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except Shri L. K. Tibrawalla, Ms. Pratima Srivastava and Ms. Shabnam Agarwal and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 7 to 9 of the Notice.

The Board recommends the resolutions at Items No. 7 to 9 for the approval by the shareholders of the Company.

Re.: Item No. 10 – Re-appointment of Shri B. K. Nopany as Managing Director

The Board of Directors of the Company (the 'Board'), at its meeting held on 30th June, 2014 had, subject to the approval of members, re-appointed Shri B. K. Nopany as Managing Director, for a period of 3 (Three) years w.e.f. 1st July, 2014, at the remuneration recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

It is proposed to seek approval of the the members for the re-appointment of and remuneration payable to Shri B. K. Nopany as Managirng Director, in terms of the applicable provisions of the Act. Broad particulars of the terms of re-appointment of and remuneration payable to Shri Nopany are as under:

A. SALARY

Rs. 3, 50,000/- per month.

B. COMMISSION

2% of net profit calculated in the manner specified in the Act.

C. HOUSE

The Company shall provide free furnished accommodation and also pay all rents, rates, taxes, electricity, fuel charges, water charges and all other expenses for the upkeep and maintenance thereof. In case he or his spouse own a house and he choses to reside there, the Company shall pay all rents, rates, taxes, electricity, fuel charges, water charges and all other expenses for the upkeep and maintenance thereof.

D. PERQUISITES

Perquisites will be classfied as follows:

i) Contribution to Provident Fund, Superannuation and Annuity Fund

The Company's contribution to Provident Fund and Superannuation or Annuity Fund as per rules of the Company.

ii) Gratuity

As per Rules of the Company.

iii) Medical Reimbursement

Reimbursement of actual medical expenses incurred in India and/or abroad and including hospitalization, nursing home and surgical charges for himself and family as per Company's Rules.

iv) Club Fees

Reimbursement of Membership fees for such clubs as may be considered appropriate.

v) Entertainment, Travelling and other Expenses

Reimbursement of entertainment, traveling and all other expenses incurred for the business of the Company.

vi) Leave

Leave with full pay including encashment of unavailed earned leave at the end of the tenure of the Managing Director as per Rules of the Company.

vii) Leave Travel Concession

For the Managing Director and his family once in a year in accordance with the Rules of the Company.

viii) EXPLANATION

Perquisites shall be evaluated as per the Income Tax Rules, 1962 wherever applicable and in the

absence of any such Rule, perquisites shall be evaluated at cost.

E. AMENITIES

i) Conveyance Facilities

He will be provided with a car for use on Companies business. Provision of car for use on Company's business will not be considered as perquisites.

ii) Mobile, Telephone, Telefax and other Communication facilities

The Company shall provide mobile, Telephone, Telefax and other communication facilities at the Managing Directors' residence for the purpose of official use.

F. OVERALL REMUNERATION

The aggregate of salary in any Financial Year shall not exceed the limits prescribed from time to time under section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the said Act as may be in force from time to time.

G. MINIMUM REMUNERATION

In the event of loss or inadequacy of profits in any Financial Year during the currency of tenure of service of the Managing Director, the above mentioned remuneration, excluding commission, shall be paid as minimum remuneration to Shri B. K. Nopany as Managing Director of the Company, subject, however, to the provisions contained and limits prescribed in Schedule V of Companies Act, 2013 including any Statutory modification or re-enactment hereof as may for the time being in force.

H. FUNCTIONS AND DUTIES

Shri Nopany will perform such duties and functions as would commensurate with his position as Managing Director of the Company and as delegated by the Board from time to time; Shri Nopany satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Disclosures pursuant to Section II of Part II of Schedule V of the Companies Act, 2013:

I. GENERAL INFORMATION

1. Nature of Industry

The Company's main business is manufacturing and selling of crystal white sugar, construction activities and also trading of stores items used by mainly Sugar Industry.

Sugar industry can be broadly classified in to two sub sectors, the organized sector i.e. sugar factories and the unorganized sector i.e. manufacturers of traditional sweeteners like gur and khandsari. The latter is considered to be a rural industry and enjoys much greater freedom than sugar mills.

The production of traditional sweeteners gur and khandsari is quite substantial. Though the trends indicate a progressive shift from traditional sweeteners to white sugar over the years, they still account for about 37% of total sweetener consumption in India.

Since the sugar industry in the country uses only sugarcane as an in input, sugar companies have been established in large cane growing states like Uttar Pradesh, Maharashtra, Tamil Nadu, Karnataka, Punjab and Gujarat.

India is the largest consumer and second largest producer of sugar in the world (Source: USDA Foreign Agricultural Service). The Indian sugar industry is the second largest agro-industry located in the rural India.

Further, the Indian construction industry is an integral part of the Indian economy and an important portion of investments into the development of the Indian Economy takes place through the construction industry. The construction industry is expected to grow with further economic development, industrialization, urbanization and improvements in the standard of living.

According to Indian Infrastructure, the Indian construction industry accounts for more than 5% of India's GDP and is the second largest employer after agriculture, employing nearly 32 million people. In the course of liberalization of the Indian economy, the Government has placed a priority on infrastructure development and emphasized the involvement of private capital and management in order to respond to the growing demand for new infrastructure projects.

2. Date or expected date of commencement of commercial production

After completion of a part of up-gradation programme, the Company recently, i.e., in the last season 2011-12, commenced production of sugar at its Sugar Mill at Motihari, Bihar. The Company expects to complete the up-gradation programme by forthcoming season 2016-17 and further expansion of the said Mill to 4000 TCD with setting of 25 MW captive power plant and commence production there against by the subsequent season, i.e., Season 2017-18.

The Company has not undertaken any major construction project. It has plans to expand its construction activities by undertaking large housing projects comprising economy as well as luxurious residential houses. Presently, it has very small construction activities which include purchase and sell of construction rights.

3. Financial performance based on given indicators during the financial year ended June 30, 2014

	Rs. in Lakhs
Profit before Interest, Depreciation and Tax	813.98
Profit before Tax	220.40
Profit after Tax	217.84
EPS (Rs.)	1.18
P/E Ratio	N. A.
Total Assets	17106.05
Dividend Proposed (%)	2%

4. Export performance and net foreign exchange collaborations

Not Applicable

5. Foreign Investments or collaborators, if any

Not Applicable

II. INFORMATION ABOUT SHRI B. K. NOPANY, THE MANAGING DIRECTOR

1. Background details

As given in the Explanatory Statement under Item No. 10 of the accompanying notice.

2. Past Remuneration

The details of the past remuneration package, as approved by the shareholders of the Company at

their meeting held on 10th June, 2011 for the period from 1.7.2011 to 30.6.2014, is same as proposed for his reappointment and as mentioned in the explanatory statement to the Item No. 10 of the accompanying notice.

3. Recognition or awards

Not Applicable

4. Job profile and his suitability

The Managing Director (MD) is responsible for overall operations and profitability of the Company. He is expected to help achieve the organization's short-term and long-term targets.

Shri B.K.Nopany, having been of 72, has more than 48 years' experience in diverse fields like sugar, real estate development, and investment apart from experience of handling matters of schools of repute. He has been steering the finances of the Company in such difficult times.

He will be responsible for ensuring profitable growth of the Company with adequate control on costs, investments in current and fixed assets and maintaining overall financial discipline throughout the organization.

The MD is also expected to ensure that stakeholder interests are met with leading to a balanced and sustainable growth for the Company.

Shri Nopany has the requisite experience and attributes to meet the above requirements.

5. Remuneration proposed

As detailed in the Special Resolution under Item No. 10 of the accompanying notice.

6. Comparative remuneration profile with respect to industry & size of the Company, profile of the Company, profile of the position and person

Information about remuneration of Managing Director of Sugar and Construction companies of comparable size and business profile is not available in public domain. The remuneration of the Managing Director is commensurate with his experience; growth plans of the Company and challenges confronting the sugar and construction sectors in general and the Company in particular.

Profile of the Position

As set out above.

Profile of the person

As detailed in the explanatory statement to Item No. 10 of the accompanying notice.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any

Apart from holding equity shares of the Company and also the offices of Director and Managing Director of the Company, Shri Nopany has no pecuniary relationship with the Company as well as other Managerial personnel.

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits

Presently, the company has no major activities other than trading in stores items required by sugar industry and construction rights apart from small construction activities. Although, the Company has

since commenced sugar manufacturing at its Sugar Mill at Motihari, Bihar, the Company is at the beginning stage of streamlining and expanding the manufacturing activities at its sugar mill at Motihari, Bihar.

2. Steps taken or proposed to be taken for improvement

The Company has already undertaken effective steps for streamlining and expanding the manufacturing activities at its sugar mill at Motihari, Bihar. Further, its has also plans to increase its construction activities by undertaking large residential projects. It also proposes to set-up 25MW captive power plant at the said Mill. It has also plans to set small steel plant.

Your Board of Directors is confident that the above mentioned steps will improve company's profitability in coming years.

3. Expected increase in productivity and profits in measurable terms

Looking into the uncertainty which prevails in the Sugar as well as Construction sectors, the increase in productivity and profits for the future years in measurable terms can not be estimated with a sufficient degree of assurance.

The above may be treated as a written memorandum setting out the terms of re-appointment of Shri B.K.Nopany under Section 190 of the Act.

Brief resume of Shri B. K. Nopany and names of companies in which he holds directorships and memberships/chairmanships of Board Committees and shareholding as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges, are provided separately after this immediately after this Notice.

The agreement entered into with Shri Nopany will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the Annual General Meeting.

Shri Nopany is interested in the resolution set out respectively at Item Nos. 10 of the Notice.

The relatives of Shri Nopany may be deemed to be interested in the resolutions set out respectively at Item No. 10 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at Item Nos. 10 of the Notice for approval by the shareholders.

Re.: Item No. 11 - Approval of Related Party Transactions

The Company makes arrangements or enters into transactions with Related Parties as defined under the provisions of the Companies Act, 2013 read with Clause 49 of the Listing Agreement, as amended from time to time, for sale or dispose of property rights, borrowings, lending and sale or dispose of property rights. Considering the aggregate value of transactions between the Company and the related parties approval of the Members of the Company is required by Special Resolution under the said provisions.

The particulars of such contract/arrangement are as under:

Name of Related Party	Name of director or key managerial personnel who is related and Nature of relationship	Nature, Material Terms and Particulars of the Contract or Arrangement	Maximum value of Transactions during each Financial Year 2014-15 and 2015-16 (Rs. In lacs)
Nopany & Sons Pvt Ltd	Shri B. K Nopany Director	Sale of Property or Property Rights	1000.00
		Borrowings at interest rate not exceeding 18% and repayable on demand.	500.00
Eastern Sugar & Industries Ltd	Shri B. K Nopany Managing Director and holding 1.76% Equity Shares	Purchase/Sale of Property or Property Rights	1000.00
		Borrowings at interest rate not exceeding 18% and repayable on demand	500.00
		Purchase of Plant & Machinery	2000.00
Nopany Investments Pvt Ltd	Shri B. K Nopany Director	Sale of Property or Property Rights	1000.00
		Borrowings at interest rate not exceeding 18% and repayable on demand	500.00
Shruti Ltd	Shri B. K. Nopany Director and holding 4.63% Equity Shares	Sale of Property or Property Rights	1000.00
		Lending or Borrowings at interest rate not exceeding 18% and repayable on demand	500.00
Bimal Kumar Nopany	Director	Borrowings at interest rate not exceeding 18% and repayable on demand	500.00

By Order of the Board
For **SHREE HANUMAN SUGAR & INDUSTRIES LTD**

Registered Office:
Chandra Kunj, 4th Floor
3, Pretoria Street, Kolkata - 700071
14th July, 2015
CIN: U15432WB1932PLC007276
E-mail: info@hanumansugar.com

B. K. Nopany
Managing Director

Details of Directors seeking appointment/re-appointment at the Annual General Meeting

Particulars	B. K. Nopany	Shri L K Tibrawalla	Shri R. K. More	Ms. Pratima Srivastava	Ms. Shabam Agarwal
Date of Birth	26/04/1943	03/08/1943	15/08/1944	02/10/1956	09/07/1969
Date of Appointment	01/07/2006	20/06/2005	18/05/1998	04/05/2009	09/09/2013
Qualifications	B.Com	B.Com	M.Com & LL.B.	Post Graduate in Economics, Business Management and Studied Finance at New York University	M.Sc.. Orthopedic Physinomics, othery, PHD from Curtin University, Perth
Expertise in specific functional areas	Shri B. K. Nopany has more than 44 years experience in Business, spreading over Sugar, Real Estate Development, Investment etc. He is Chairman of the board of a Leading Academic Institution in Kolkata and is on the Board of Governors of another leading institution (public school) of Ranchi.	Commerce & Industry	Commercial Finance & Legal	In the field of finance with publicity & sales	Administration
Directorships held in other companies (excluding foreign companies)	1. Hanuman Industries Food Ind. Ltd 2. Daulatram Rawatmull Pvt. Ltd. 3. Shruti Ltd.	1. Shree Milk & Food Ind Ltd 2. Gunpa Troy Industries Ltd. 3. Pure Coke Ltd. 4. Rock Fort	1. Shree Milk & Food Industries Limited 2. Shruti Spinners Ltd 3. Ginni Securities Ltd	1. Jiwani Finvest 2. OPS Solution Pvt Ltd 3. Vishvam Exports Ltd 4. Champaran Agri Park Pvt Ltd	Super Scans.& System Pvt. Ltd

	4. Indo Austro Corporation Pvt. Ltd. 5. Shruti Spinniner Ltd. 6. Nopany Investment Pvt. Ltd. 7. Nopany& Sons Pvt. Ltd 8. Super Scars& System Pvt. Ltd 9. Shree Milk & Food Industries Ltd 10. Eastern Sugar & Industries Ltd 11. Champaran Agri Park Pvt Ltd	Pvt. Ltd. 5. Chengmari Tea Co. Ltd. 6. Mica Pvt. Ltd. 7. Sanskriti Holding Pvt Ltd 8. Shree Shyam Coal Co. Ltd 9. International Belting Ltd. 10.International Conveyors Ltd. 11.Zenox Trdg & Mfg. Pvt. Ltd. 12.Goel Fin-trade Pvt. Ltd. 13. Kedco Processors Pvt. Ltd	4. Ginni Investments & Services Ltd 5. Ajanta Commercial & Trading Co Pvt Ltd 6. CFM Developers Ltd. 7. Reform Flour Mills Pvt Ltd. 8. Vishnu Sugar Mills Ltd 9. Mudit Investment & Trading Co Ltd 10.Mahalakshmi Knitfab Pvt Ltd 11. Shruti Ltd. 12. Multitech Electronics Ltd 13. Ginni Flour Food Ltd		
Memberships Chairmanships of committees of other companies (includes only Audit Committee and Shareholders/ Investors Grievance Committee)	NIL	NIL	NIL	NIL	NIL
Number of shares held in the Company	2036187	NIL	NIL	25,000 Eq.Shares	130,000 Eq.Shares

ANNEXURE TO NOTICE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item Nos. 6: Appointment of Ms. Shabnam Agarwal as Director

Ms. Shabnam Agarwal was co-opted as an Additional Director in the Board Meeting held on 09.09.2013 and holds office upto the date of Annual General Meeting. The Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member alongwith requisite deposit, signifying his intention to propose the name of Mr. Sinha as a candidate for the office of Director of the Company.

Mr. Sinha aged about 70 years has approx 41 years' experience to his credit. The Board considers it desirable that the Company should continue to avail services of Mr. Sinha as a Director of the Company and accordingly recommends this resolution for your approval.

None of the Director except Ms. Shabnam Agarwal is concerned or interested in the said resolution.

Place : Kolkata
Date : 14th July, 2015

By order of the Board
SHREE HANUMAN SUGAR & INDUSTRIES LIMITED

(B. K. NOPANY)
Managing Director

INVITATION TO PARTICIPATE IN GREEN INITIATIVE LAUNCHED BY THE MINISTRY OF CORPORATE AFFAIRS

The Ministry of Corporate Affairs (MCA) has permitted compliances by the Companies, vide its circulars No.17/2011 and No.18/2011 dated April 21, 2011 and April 29, 2011 respectively. MCA has clarified that services of documents on Members by e-mail will constitute sufficient compliances with Section 53 of the Companies Act, 1956, provided the Members are given an advance opportunity to register their e-mail address or changes, if any, therein with the company.

Pursuant thereto, we once again invite those members who have not registered their e-mail address to participate in the Green Initiative by registering their e-mail address for the purpose of service of documents viz., Annual Report, Notice of General Meetings, Notice of Postal Ballot, Intimation of ECS Credits etc.. by e-mails.

Shareholders holding shares in Demat form, who have not yet registered their e-mail address are requested to register the same with their respective Depository Participant at the earliest. Shareholders who hold shares in physical form are also requested to register their e-mail address with our registrar & Share Transfer Agent — M/s. Maheswari Datamatics Pvt. Ltd., E-mail ID: mdpl@cal.vsnl.net.in Such registration as per the address mentioned above or at the E-mail ID: info@hanumansugar.com any changes in the E-mail address may also be communicated from time to time.

SHREE HANUMAN SUGAR & INDUSTRIES LIMITED

Regd. Office : Chandra Kunj',
4th Floor, 3 Pretoria Street,
Kolkata – 700 071

ATTENDANCE SLIP

[To be signed and handed over at the entrance of the meeting hall]

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.

DP ID		Client ID	
Regd. Folio No.		No. of Shares	

Name(s) and address of the shareholder in full

I/we hereby record my/our presence at the Annual General Meeting of the Company being held on Monday, 31st August, 2015 at 3.00 P.M. at the Registered Office of the Company at "ChandraKunj" 4th Floor, 3 Pretoria Street, Kolkata – 700 071.

Please (√) in the box

MEMBER PROXY

Signature of Shareholder / Proxy

SHREE HANUMAN SUGAR & INDUSTRIES LIMITED

Regd. Office : Chandra Kunj',
4th Floor, 3 Pretoria Street,
Kolkata – 700 071

FORM OF PROXY

I/We _____ of _____ being
a member of the above-named Company, hereby appoint _____
_____ of _____
_____ or failing him,
_____ of _____ as my
/ our Proxy to attend and vote [on a poll]* for me / us and on my / our behalf at the Annual
General meeting of the Company, to be held on Monday, 31st August, 2015 at 3.00 P.M. at
the Registered Office of the Company at "ChandraKunj" 4th Floor, 3, Pretoria Street, Kolkata
– 700 071 or at any adjournment thereof.

Signed this _____ day of _____ 2015

Reference Folio No.
Number of Shares held
DP ID & Client ID

Affix Revenue Stamp

Notes:

The Proxy, to be effective should be deposited at the Registered Office of the Company not less than Forty-Eight Hours before the commencement of the Meeting.