



**Shree Hanuman**

SUGAR & INDUSTRIES LIMITED

## **ANNUAL REPORT 2016 - 2017**

### **MANAGING DIRECTOR**

Bimal Kumar Nopany

### **DIRECTORS**

Raj Kumar More - Whole Time Director

Lakshmikant Tibrawalla

Pratima Srivastava

Shabnam Agarwal

### **REGISTERED OFFICE :**

Chandra Kunj, 4th Floor

3 Pretoria Street, Kolkata 700 071

Phone : 033-2282 1169/1170

Fax : 033-2282 1187/1188

### **REGISTRAR & SHARE TRANSFER AGENT**

M/s Maheshwari Datamatics Pvt. Ltd.

23 R.N. Mukherjee Road

5th Floor, Kolkata 700 001

Phone : (033) 2248 2248 / 2243 5029

Fax : (033) 2248 4787

### **STATUTORY AUDITORS**

M/s. Agarwal Gupta Nokari & Rustagi Associates

Chartered Accountants

12, Waterloo Street, 3rd Floor

Kolkata 700 069

### **BANKERS**

Andhra Bank

Bank of Baroda

Axis Bank



**NOTICE**

**NOTICE** is hereby given that the 87<sup>th</sup> Annual General Meeting of the Members of **SHREE HANUMAN SUGAR & INDUSTRIES LIMITED** will be held on **FRIDAY, the 15<sup>TH</sup> SEPTEMBER, 2017 at 10.30 A.M.** at the **BHARATIYA BHASHA PARISHAD, 36A, SHAKESPEARE SARANI, 4<sup>TH</sup> FLOOR, KOLKATA-700017** 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 31<sup>st</sup> March, 2017 and the reports of the Board of Directors (the Board) and Auditors thereon.
2. To appoint a Director in place of Mr. R. K. More (DIN: 00119618), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. To ratify the appointment of Auditors and to fix their remuneration and for the purpose to consider and, if thought fit, to pass with or without modification, the following resolution:

**"RESOLVED THAT**, pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made there under, **M/S. AGARWAL GUPTA NOKARI & RUSTAGI ASSOCIATES, CHARTERED ACCOUNTANTS** (F.R. No.310041E & Membership No. 017387), were appointed as Auditors of the Company, at the 84<sup>th</sup> Annual General Meeting (AGM) for a period of five (5) years until the conclusion of the 89th Annual General Meeting, which was subject to ratification at every AGM and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the AGM for financial year ended 31.03.2018, on such remuneration as shall be fixed by the Board of Directors in consultation with the Auditors.

**SPECIAL BUSINESS:**

**1. Re-appointment of Mr. B. K. Nopany as Managing Director**

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 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 Mr. Bimal Kumar Nopany (DIN: 00694221) as the Managing Director of the Company for a period of Five (5) years, with effect from 1st July, 2017, 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 Mr. 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."

Registered Office:  
Chandra Kunj, 4th Floor  
3 Pretoria Street, Kolkata 700 071  
CIN L15432WB1932PLC007276  
E-mail: info@hanumansugar.com  
30th May 2017

By Order of the Board  
For **SHREE HANUMAN SUGAR & INDUSTRIES LIMITED**  
(**B. K. NOPANY**)  
Managing Director

**NOTES:**

1. A member entitled to attend and vote at the Annual 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. 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.

5. The Company has notified closure of Register of Members and Share Transfer Books from Saturday, 9<sup>th</sup> September, 2017 to Friday, 15<sup>th</sup> September, 2017 (both days inclusive)

6. 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.

**7. 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.**

8. 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.

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

10. 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.

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

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

13. 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.

14. Details under Regulation 27 (2) -of the SEBI Listing Regulations 2015 (LODR), 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.

15. Electronic copy of the Annual Report for the year 2016-17 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(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 2016-17 is being sent in the permitted mode.

16. 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.

17. Members may also note that this Notice and the Annual Report for the year 2016-17 will also be available on the Company's website [www.hanumansugar.com](http://www.hanumansugar.com) for their download.

## 18. Voting through Electronic means:

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 87<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

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

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

IV. **The remote e-voting period commences at 9:30 a.m. on Tuesday, 12<sup>th</sup> September, 2017 and ends at 5:00 p.m. on Thursday, 14<sup>th</sup> September, 2017.** During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 8<sup>th</sup> September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

## V. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

(i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf".

(ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>

(iii) Click on Shareholder - Login

(iv) Put your user ID and password. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select "EVEN" of Shree Hanuman Sugar & Industries Limited

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [scrutinizer@gmail.com](mailto:scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

EVEN (Remote e-voting Event Number)      USER ID      PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.



VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 8<sup>th</sup> September, 2017.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 8<sup>th</sup> September, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

XII. 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 the AGM through ballot paper.

XIII. Mr. B. K Sethia, Chartered Accountant (Membership No.063033) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIV. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.hanumansugar.com](http://www.hanumansugar.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange at which Company's Shares are listed.

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3 Pretoria Street, Kolkata 700 071

CIN L15432WB1932PLC007276

E-mail: [info@hanumansugar.com](mailto:info@hanumansugar.com)

30th May 2017

By Order of the Board

For **SHREE HANUMAN SUGAR & INDUSTRIES LIMITED**

**(B. K. NOPANY)**

**Managing Director**

**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. 1 Re-appointment of Mr. B. K. Nopany as Managing Director**

The Board of Directors of the Company (the 'Board'), at its meeting held on 30<sup>th</sup> May, 2017 had, subject to the approval of members, re-appointed Mr. B. K. Nopany as Managing Director, for a period of 5 (Five) years w.e.f. 1st July, 2017, 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 Mr. B. K. Nopany as Managing Director, in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. 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 classified 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 Mr. 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

Mr. 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; Mr. 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 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**

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 March 31, 2017**

	Rs. in Lakhs
Profit before Interest, Depreciation and Tax	(23.69)
Profit before Tax	(29.27)
Profit after Tax	(29.27)
EPS (Rs.)	(0.16)
P/E Ratio	N. A.
Total Assets	16456.30

**4. Export performance and net foreign exchange collaborations**

Not Applicable

**5. Foreign Investments or collaborators, if any**

Not Applicable

**II. INFORMATION ABOUT MR. B. K. NOPANY, THE MANAGING DIRECTOR****1. Background details**

As given in the Explanatory Statement under Item No. 1 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 30<sup>th</sup> June, 2014 for the period from 1.7.2014 to 30.6.2017, is same as proposed for his reappointment and as mentioned in the explanatory statement to the Item No. 1 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.

Mr. B.K.Nopany, having been of 74, has more than 50 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.

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

**5. Remuneration proposed**

As detailed in the Special Resolution under Item No. 1 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, Mr. 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 cannot 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 Mr. B.K. Nopany under Section 190 of the Act.

Brief resume of Mr. B. K. Nopany and names of companies in which he holds directorships and memberships/chairmanships of Board Committees and shareholding as stipulated under Regulation 27(2) of Listing Regulation 2015 with the Stock Exchanges, are provided separately after this immediately after this Notice.

The agreement entered into with Mr. 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.

Mr. Nopany is interested in the resolution set out respectively at Item Nos. 1 of the Notice. The relatives of Shri Nopany may be deemed to be interested in the resolutions set out respectively at Item No. 1 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. 1 of the Notice for approval by the shareholders.

#### **Registered Office:**

Chandra Kunj, 4th Floor  
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E-mail: info@hanumansugar.com  
30th May 2017

By Order of the Board  
For **SHREE HANUMAN SUGAR & INDUSTRIES LIMITED**  
(**B. K. NOPANY**)  
Managing Director



# SHREE HANUMAN SUGAR & INDUSTRIES LIMITED

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

Particulars	Mr. B. K. Nopany	Mr. R. K. More
Date of Birth	26/04/1943	15/08/1944
Date of Appointment	01/07/2017	18/05/1998
Qualifications	B.Com	M.Com & L.L.B.
Expertise in specific functional areas	Shri B. K. Nopany has more than 50 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.	Commercial Finance & Legal
Directorships held in other companies, LLP (excluding foreign companies)	1. Hanuman Industries Food Ind. Ltd 2. Shruti Ltd. 3. Indo Austro Corporation Pvt. Ltd. 4. Shruti Spinniner Ltd. 5. Nopany Investment Pvt. Ltd. 6. Nopany & Sons Pvt. Ltd 7. Super Scars & System Pvt. Ltd 8. Shree Milk & Food Industries Ltd 9. Eastern Sugar & Industries Ltd 10. Champaran Agri Park Pvt. Ltd 11. Bilaspur Spinning Mills & Industries Ltd. 12. ACME Papers Ltd. 13. NIPLASHA Construction and Renovation LLP	1. Shree Milk & Food Industries Limited 2. Shruti Spinners Ltd 3. Ginni Securities Ltd 4. Ginni Investments & Services Ltd 5. Ajanta Commercial & Trading Co Pvt Ltd 6. The Naihati Jute Mills Co. 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
Memberships Chairmanships of committees of other companies (includes only Audit Committee and Shareholders/Investors Grievance Committee)	1. Eastern Sugar & Industries Ltd	NIL
Number of shares held in the Company	734467	NIL

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30th May 2017

By Order of the Board  
For **SHREE HANUMAN SUGAR & INDUSTRIES LIMITED**  
(B. K. NOPANY)  
Managing Director



## DIRECTORS' REPORT TO THE MEMBERS

Dear Shareholders,

Your Directors have pleasure in presenting their 87th Annual Report along with the Audited Accounts of the Company for the financial year ended 31st March, 2017

FINANCIAL RESULTS	(Rs. in Lacs)	(Rs. in Lacs)
	2016-17	2015-16
Sales & Other Income	76.76	0.78
Profit/(Loss) before Interest, Depreciation and Tax	(23.69)	(96.01)
Less Interest	5.58	17.12
Profit/(Loss) before tax	(29.27)	(113.13)
Less: Provisions for Tax	-	-
Profit/(Loss) after tax	(29.27)	(113.13)
Add/Less: Balance brought forward from previous year	361.65	478.78
Profit available for appropriation	332.39	361.65
Balance carried to Balance Sheet	332.39	361.65

**PERFORMANCE:**

Total Income, during the year under review, stood at Rs. 76.76 lacs as against Rs. 0.78 lacs in the previous financial year 2015-16. Profit/(Loss) after Tax amounting to Rs. (29.27) lacs as against (113.13) lacs in the previous financial year.

During the year under review Company's Sugar Mill at Motihari, Bihar, remained inoperative due to technical problems. The management of your Company has been taking its best efforts for correcting technical problems to ensure resumption of the production activities.

**FUTURE PROGRAMMES:**

After resumption of production activities at the Company's Sugar Mill at Motihari, Bihar, your management looks forward for expansion in the existing capacity together with its up-gradation to ensure increased level of production with thrust on increase in productivity and also production of quality sugar. Looking into the infrastructure facilities available at the Motihari Mill, your directors are confident that by spending a nominal capital expenditure the benefits of expanded level of production may be availed.

Initially, the implementation of the expansion programme increasing the capacity of the said Sugar Mill to 4000 TCD together with setting-up of 25 MW captive power plant is proposed to be undertaken upon availability of the desired funds.

Therefore, continuous efforts are being put to raise funds for the said requirements.

Your directors are confident that these steps will improve performance of the Company significantly in the coming years.

**PRESENT CONSTRUCTION ACTIVITIES AND FUTURE PROGRAMMES:**

During the year, there is no sale of construction rights.

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

**DIVIDEND:**

Considering funds required for increasing business of the Company and also considering the requirement for strengthening its financial positions, your Directors do not recommend any dividend for the year.



## RESERVE FUND

The company has not transferred any amount in General Reserve Account.

## DIRECTOR'S RESPONSIBILITY STATEMENT

Your Directors confirm that:

- i. In the preparation of the Annual Accounts for the year ended 31<sup>st</sup> March, 2017, the applicable accounting standards had been followed, along with proper explanation relating to material departures;
- ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and the loss of the company for the year under review;
- iii. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing, and detecting fraud and other irregularities; and
- iv. The Directors have prepared the annual accounts on a going concern basis.

## DIRECTORS AND KMP

- Mr. R. K. More (DIN: 00119618) retire by rotation at the conclusion of ensuing Annual General Meeting and being eligible offer themselves for re-appointment.
- Mr. Bimal Kumar Nopany (DIN: 00694221) Re-appointment as Managing Director of the company for the Period of five years w.e.f 01.07.2017.
- Mrs. Madhu Tiwari (PAN-ADAPT1757G) due to some personal reason resigned from the post of Chief Financial Officer of the Company w.e.f 14.02.2017.

## AUDITORS:

M/s. Agarwal Gupta Nokari & Rustagi Associates, Chartered Accountants were appointed as Statutory Auditors to hold office from the conclusion of the 84<sup>th</sup> Annual General Meeting (AGM) to the conclusion of the 89<sup>th</sup> consecutive AGM, (subject to ratification of the appointment by the members at every AGM held after the 84<sup>th</sup> AGM). A proposal for ratification of the appointment of the Statutory Auditors for the Financial Year 2017-18 is placed before the Members at the ensuing AGM. The said Auditors have given their eligibility certificate in terms of Section 139 of the Companies Act, 2013.

Observations of the Auditors M/s. Agarwal Gupta Nokari & Rustagi Associates, Chartered Accountants, on financial statement of the Company have been dealt with in the Accounts annexed as note which are self explanatory and do not call for any further comments.

## SECRETARIAL AUDITORS & REPORT

Your Company appointed CS Meena Chowdhary, Practising Company Secretary, (Membership No. - ACS 41084 and Certificate of Practice No. 16829) as the Secretarial Auditor of your Company for F.Y.- 2016-17 to conduct the Secretarial Audit pursuant to Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Secretarial Audit Report for the financial year ended **March 31, 2017** is annexed as Annexure and forms part of the Report.

## DE-MATERIALISATION OF SHARES:

The Company's equity shares are available for de-materialization on both the depositories, viz., NSDL & CDSL. Shareholders may be aware that SEBI has made trading in your Company's shares mandatory, in de-materialized form. As on 31<sup>st</sup> March, 2017, 16278809 equity shares representing 87.99% of your Company's Equity Share Capital have been de-materialised

## LISTING AT STOCK EXCHANGE:

Presently, the Shares of the Company are listed on The Calcutta Stock Exchange Ltd, Kolkata and The Bombay Stock Exchange Ltd., Mumbai. However, trading of shares of the Company is suspended and efforts are being made for resumption of the same

## CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS:

Pursuant to Regulation 27 (2) -of the SEBI Listing Regulations 2015 (LODR), with the Stock Exchanges, report on Corporate Governance along with the Auditors' statement on its compliance and Management discussion and Analysis have been included in this Annual Report as a separate annexure.

The company shall obtain a Certificate from the auditors regarding compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and annex the Certificate on Corporate Governance with the Board's Report.

Declaration by Managing Director that the Board Members and Senior Management Persons have complied with the Code of Conduct.

#### **NUMBER OF MEETINGS OF BOARD OF DIRECTORS:**

The following number of meetings of the Board of Directors held during the financial year 2016-17 on 30.05.16, 27.07.16, 13.08.2016, 14.11.2016, & 14.02.2017.

#### **STATEMENT ON DECLARATION BY THE INDEPENDENT DIRECTORS:**

All independent Director(s) have given declarations that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013.

#### **SUBSIDIARIES, JOINT VENTURE COMPANIES**

There are no companies which have become or ceased to be its Subsidiaries, Joint Ventures or companies during the year.

#### **EXTRACT OF ANNUAL RETURN:**

An extract of Annual return as on the financial year ended on March 31, 2017 in Form MGT-9 as required under Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, is set out as an Annexure to the Directors' Report and form part of this Annual Report.

#### **CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

#### **VIGIL MECHANISM**

Pursuant to the provisions of section 177(9) of the Companies Act, 2013, the company had established a vigil mechanism for directors and employees to report concerns of unethical behavior, actual or suspected fraud or violation of the company's code of conduct.

#### **REMUNERATION POLICY**

The Board has, on the recommendation of the nomination & remuneration Committee framed a policy for selection and appointment of Directors, senior management and their remuneration.

#### **BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its audit, nomination & remuneration Committees.

#### **INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY**

The Company has an internal Control system commensurate with the size and scale of its operations.

#### **COMMITTEES**

The company has 3(Three) board committees constituted as per the requirement of the Act during the financial year viz., Audit Committee, Nomination and Remuneration Committee and Shareholders Grievance Committee.

#### **BUSINESS RISK MANAGEMENT**

The main identified risks at the company are commercial risks, financial risks, operational risks and legal & regulatory risks. Your company has established a comprehensive risk management system to ensure that risk to the company's continued existence as a going concern and to its development are identified and addressed on timely basis. Risk management strategy as approved by the board of directors is implemented by the company management.

#### **CONTRACT AND ARRANGEMENT WITH RELATED PARTIES:**

All contracts or arrangements with related parties entered into or modified during the financial year, in the ordinary course of business. All such contracts or arrangements have been approved by the Audit Committee. No material contracts or arrangements with related parties were entered into during the year under review. Accordingly, no transactions are being reported in Form No. AOC-2 in terms of Section 134 of the Act read with Rule 8 of the Companies

Your Directors drew attention of the members to Note 4 to the financial statement which sets out related party disclosures.


**PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the Note 11 to the Financial Statement.

**PARTICULARS OF EMPLOYEES**

As required under provisions of the Companies Act, 2013 and Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, there are no employees falling under above category, thus no information is required to be given in the report.

**DETAILS RELATING TO REMUNERATION OF DIRECTORS AND EMPLOYEES:**

Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable as during the F.Y. 16-17 the company has not paid any amount, to any of its directors.

**DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN**

Your Company is committed to provide and promote a safe, healthy and congenial atmosphere irrespective of gender, caste, creed or social class of the employees. During the year under review, there was no case file pursuant to the Sexual Harassment of Women at workplace (Prevention, Prohibition And Redressal) Act, 2013.

**MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

No material changes and commitments have occurred between the end of financial year of the company and the date of this report affecting the financial position of the Company as at March 31, 2017.

**ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGOING**

As the manufacturing operation of the Company has been discontinued long ago, and since the company doesn't have any manufacturing facilities and is not engaged in the manufacturing activity, the prescribed information regarding compliance of rules relating to conservation of Energy and Technology absorption pursuant to Section 134 (3) (m) of the Companies Act, 2013, read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 is not provided.

The Company does not have any Foreign Exchange Earnings and outgo in the year under review.

**DISCLOUSER ON SPECIFIED BANK NOTES**

During the year, the Company had specified Ban Notes (SBNs) or other denomination notes as defined in the MCA notification G.S.R. 308(E) dated March, 31, 2017. The details of SBNs held and transacted during the period from November 8, 2016 to December 30, 2016 the denomination-wise SBNs and other notes as per the notification are as follows:

(Amount in Rs.)

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	6,35,000	3,274.00	6,38,274
(+) Permitted receipts	--	4,34,000	4,34,000
(-) Permitted payments	--	1,23,715	1,23,715
(-) Amount deposited in Banks	6,35,000	--	6,35,000
Closing cash in hand as on 30.12.2016	-	3,13,559	3,13,559

For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 8th November, 2016."

**EMPLOYEE RELATIONS:**

During the year under review, the relations between the Management and the workmen were cordial, except witness of recent agitation. The management of the Company in confident to solve the problem soon.

**INVESTOR RELATIONS:**

Your Company always endeavors to keep the time of response to Shareholders' requests/grievance at the minimum. Priority is accorded to address all the issues raised by the Shareholders and provide them a satisfactory reply at the earliest possible time. The Shareholders' Grievance Committee of the Board meets periodically and reviews the status of the redressal of



arrangement exists with both the depositories, viz., National Securities Depository Limited and Central Depository Services (India) Limited.

**ACKNOWLEDGEMENT:**

Your Directors wish to place on record the sincere and dedicated efforts of all the members of the Company's team which has throughout the year remained active. Your Directors also take this opportunity to offer their sincere thanks to Financial Institutions, Banks, other Government Agencies, our valued customers and the investors for their continued support and assistance. The employees of your Company continued to display their unstinted devotion, co-operation. Your Directors take this opportunity to record their appreciation for the same. Your Directors also express their profound thanks to the Shareholders for their faith and continued support to the endeavors of the Company.

Place : Kolkata

Date : 30th May 2017

For & on behalf of the Board

For **SHREE HANUMAN SUGAR & INDUSTRIES LIMITED**

**(B. K. NOPANY)**

**Managing Director**



## ANNEXURE TO THE DIRECTORS REPORT CORPORATE GOVERNANCE REPORT

### I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company considers Corporate Governance as an important tool for achieving all round excellence with ultimate objective of enhancing shareholders' value. The Company took initiative in practicing good Corporate Governance procedures, even before they were made mandatory.

It is firmly believed that Corporate Governance begins with Company's continuous review of its internal procedures and practices encompassing all its business areas in the most appropriate manner, which would spell fairness, transparency and accountability.

### II. BOARD OF DIRECTORS

The Business of the Company is managed by the Board of Directors. The functions of the Board include formulation of strategic business plans, budgets, setting up goals and evaluation of performance, approving corporate philosophy and mission, monitoring corporate performance against strategic business plans, overseeing operations, recruitment of senior management personnel, review of material investment and fixed assets transactions, ensuring compliance with laws and regulations, keeping shareholders informed regarding plans, strategies and performance of the Company and other important matters.

The Board formulates the strategy, regularly reviews the performance of the Company and ensures that the previously agreed objectives are met on a consistent basis. A director along with a team of professionals manages the day-to-day operations of the Company. The Non-Executive Directors are drawn from amongst persons with experience in business, industry and finance. The Board of Directors has the ideal composition with more than half the Directors being non-executive Directors. Since the Company has a Non-Executive Promoter Chairman, the Board's composition meets the stipulated requirement of at least one-half of the Board comprising independent Directors who have no professional and/or business relationship with the Company.

#### A. Composition of Directorships

The constitution of the Board as on March 31, 2017:

**Executive Chairman :-**

**Mr. B. K. Nopany, Managing Director**

Promoter Director	Executive Director	Non-Executive Director and Independent Director
Mr. B.K. Nopany [DIN: 00694221]	Mr. R. K. More [DIN: 00119618]	Mr. L. K. Tibrawalla [DIN: 00423521] Ms. Pratima Srivastava [DIN: 01192980] Ms. Shabnam Agarwal [DIN: 02428022]

#### B. Pecuniary Relationship

There is no pecuniary relationship or transaction of the non-executive Directors vis-à-vis the Company.

#### C. Attendance records of Board Meetings

During the year under review, Five (5) Board meetings were held on 30.05.16, 27.07.16, 13.08.16, 14.11.16, & 14.02.17. The Board members are given appropriate documents and information in advance of each Board meeting.

The attendance record of all the Directors on the Board was as under:-

Director	No. of Board meetings attended	Attendance at last AGM
Mr. B. K. Nopany	5	Yes
Mr. R. K. More	5	No
Mr. L. K. Tibrawalla	5	Yes
Ms. Pratima Srivastava	5	No
Ms. Shabnam Agarwal	5	Yes



D. Directors of the Company having directorship in other Companies, Membership/Chairmanship in Committees (as prescribed under Corporate Governance) across all Companies in which there are directors.

Name of Director	Category of Directorship	No. of other Directorships held in Other Public Companies*	No. of membership in other Companies Committees**	
			Member	Chairman
Mr. B. K. Nopany	Promoter & Managing Director	7	2	Nil
Mr. R. K. More	Executive Director	9	Nil	Nil
Mr. L. K. Tibrawalla	Independent & Non-executive	6	Nil	Nil
Ms. Pratima Srivastava	Independent & Non-executive	1	Nil	Nil
Ms. Shabnam Agarwal	Independent & Non-executive	NA	Nil	Nil

\*\* Memberships of Board Committees include Audit and Shareholders/Investors Grievance Committees only.

### III. BOARD PROCEDURES

The members of the Board have been provided with the requisite information as per the listing agreement well before the Board Meeting and the same was dealt with appropriately.

All the Directors who are in various committees are within the permissible limit of the listing agreement and none of the Directors are disqualified for appointment as director under any of the provisions of the Companies Act, 2013.

### IV. AUDIT COMMITTEE

The Audit Committee comprised Mr. L.K. Tibrawalla as Chairman and Mr. B.K. Nopany and Ms. Shabnam Agarwal as its members. The Audit Committee at its meetings exercised the role and duties, which had been defined by the Board of Directors pursuant to provisions of the Companies Act, read with Regulation 27(2) of the SEBI Listing Regulations 2015 (LODR).

Terms of Reference of Audit Committee are broadly as follows:

- The Audit Committee is responsible for:
- Overseeing the Company's financial reporting process and disclosure of its financial information;
- Recommending the appointment of the Statutory Auditors and fixation of their remuneration;
- Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
- Reviewing and discussing with the Statutory Auditors and the Internal Auditor about internal control systems;
- Reviewing the adequacy and independence of the Internal Audit Function and observations of the Internal Auditor;
- Reviewing major accounting policies and practices and adoption of applicable Accounting Standards;
- Reviewing major accounting entries involving exercise of judgment by the Management;
- Disclosure of Contingent Liabilities;
- Reviewing, if necessary, the findings of any internal investigations by the Internal Auditors and reporting the matter to the Board;



- Reviewing the risk management mechanisms of the Company;
- Reviewing compliance with Listing Agreement and various other legal requirements concerning financial statements and related party disclosure;
- Reviewing the Quarterly and Half-yearly financial results and the Annual financial statements before they are submitted to the Board with particular reference to:
- Matters required to be included in the Directors Responsibility Statement to be included in the Board of Directors report in terms of Section 134 of the Companies Act, 2013;
- Changes, if any, in accounting policies and practices and reasons for the same;
- Major accounting entries involving estimates based on the exercise of judgment of management;
- Significant adjustments made in the financial statements arising out of audit findings;
- Disclosure of any related party transactions;
- Qualifications in the draft audit report;
- Reviewing the operations, new initiatives, and performance of the business divisions;
- Looking into the reasons for substantial defaults in payments to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors, if any;
- Carrying out such other functions as may be specifically referred to the Committee by the Company's Board of Directors

During the year under review, the Committee met 4 times on 30.05.2016, 12.08.2016, 13.11.2016, and 13.02.2017, Attendances of members at the meetings were as follows:

Name of Member	Designation	No. of meetings attended
Mr. L.K. Tibrawalla	Chairman	4
Ms. Shabnam Agarwal	Member	4
Mr. B. K. Nopany	Member	4

## V. NOMINATION & REMUNERATION COMMITTEE

The Nomination & Remuneration Committee comprises of three members, viz., Mr. L. K. Tibrawalla as Chairman and Ms. Shabnam Agarwal and Ms. Pratima Srivastava as member.

The Nomination Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.

The Committee had been constituted to review and approve the annual salaries, commission, service agreement and other employment conditions for the executive directors.

The remuneration policy is directed towards rewarding performance, based on review of achievements on a periodical basis. The remuneration policy is in consonance with the existing industry practice. During the year under review, the Committee had no meeting.

### A. Details of the remuneration to the Executive Director provided as per accounts for the year ended 31st March 2017 are given below:

Executive Director	Salary(Rs.)	Commission (Rs.)
Mr. B. K. Nopany	Nil	Nil
Mr. R. K. More	Nil	Nil

B. Details of the remuneration to the Non-executive Directors provided as per accounts for the year ended 31st March 2017 are given below:

Non-executive Director	Sitting Fee(Rs.)	Commission(Rs.)	Total(Rs.)
Mr. L. K. Tibrawalla	Nil	Nil	Nil
Ms. Pratima Srivastava	Nil	Nil	Nil
Ms. Shabnam Agarwal	Nil	Nil	Nil

#### VI. SHAREHOLDERS' GRIEVANCE COMMITTEE

The Shareholders' Grievance Committee comprises of four directors under the chairmanship of Ms. Shabnam Agarwal. The other members in the committee being, Mr. L. K. Tibrawalla, Mr. B. K. Nopany and Ms. Pratima Srivastava.

The committee has been constituted to specifically look into redressal of shareholders' grievances such as transfer, dividend, de-materialization related matters. The Committee has also been delegated the power to approve transfer/transmission of shares, issue of new or duplicate certificates, sub-division of shares, split of share, review of dematerialization of shares and all matters related to shares.

Total number of letters and complaints received and replied to the satisfaction of shareholders during the year under review was Nil As on 31<sup>st</sup> March 2017, there are Nil complaints pending with the Company.

The Company has also adopted code of internal procedures and conduct for prevention of insider trading in the shares of the Company, pursuant to Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended.

#### VII. GENERAL BODY MEETINGS

The last three Annual General Meetings were held as under:-

Year	Location	Date	Time
2015-16	Bhartiya Bhasha Parishad, 36A Shakespeare Sarani 4th Floor, Kolkata 700 017	15.09.2016	10.30 A.M.
2014-15	Bhartiya Bhasha Parishad, 36A Shakespeare Sarani 4th Floor, Kolkata 700 017	29.03.2016	11.00 A.M.
2013-14	Regd. Office: 3, Pretoria Street Kolkata-700071	31.08.2015	3.00 P.M.

#### VIII. DISCLOSURES

##### A. Basis of related party transaction

Related parties transactions with them as required under Accounting Standard 18 (AS-18) are furnished under Note No.19 of the Notes to Accounts attached with the financial statement for the year ended 31<sup>st</sup> March, 2017. There are no pecuniary relationships or transactions with the non-executive independent Directors.

None of the transactions with any related parties were in conflict with the interest of the Company

##### B. Whistle Blower Policy

The company encourages an open door policy where employees have access to the Head of the business/Function. In terms of Company's Code of Conduct, any instance of non adherence to the code/ any other observed unethical behavior are to be brought to the attention of the immediate reporting authority, who is required to report the same to the Head of Corporate Human Resources. We hereby affirm that no personnel have been denied access to the audit committee.

The Company has complied with all mandatory requirements of the Regulation 27(2) of the SEBI Listing Regulations 2015 (LODR). Further, the Company has also complied with the mandatory requirement relating to constitution of Remuneration Committee, Shareholder Rights and establishing the Whistleblower Policy.

##### C. Code of Business Conduct and Ethics for Directors and management personnel

The Board has prescribed a Code of Conduct ("Code") for all Board members and senior management of the Company.



The Code is provided on the Website of the Company. All Board members and senior management personnel have confirmed compliance with the Code for the year 2016-17. A declaration to this effect signed by the Executive Director of the Company is provided elsewhere in the Annual Report.

## D. Disclosure of Accounting Treatment

In the preparation of financial statements for the year ended on 31<sup>st</sup> March, 2017; there was no treatment different from that prescribed in an accounting standard that had been followed.

## E. Board Disclosures Risk Management

The Company has laid down procedures to inform Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls risk through means of properly defined framework.

## F. Proceeds from Public Issues, Right Issues, Preferential Issues, etc.

During the year, the Company has not raised any amount through Public Issue, Right Issue, Preferential Issue, etc.

## IX. SUBSIDIARY MOTORING FRAMEWORK

The Company has no subsidiary.

## X. MEANS OF COMMUNICATION

Immediately after the Board of Directors of the Company took note of Results for quarter ended 30<sup>th</sup> June, 2016, 30<sup>th</sup> September 2016, 31<sup>st</sup> December 2016, 31<sup>st</sup> March 2017 and Audited Annual Accounts, the same were informed to the Calcutta Stock Exchange and Bombay Stock Exchange Ltd., A management Discussion and Analysis report which forms part of the Annual Report is given by means of a separate annexure and is attached to the Directors' Report.

## XI. GENERAL SHAREHOLDERS INFORMATION

### 1. Annual General Meeting

Date : 15th September, 2017  
Day : Friday  
Time : 10.30 A.M.  
Venue : **Bhartiya Bhasha Parishad,**  
36 Shakespeare Sarani,  
4th Floor, Kolkata 700 017

### 2. Financial Calendar

[Tentative and subject to change]

Financial Year	April 1, 2017 to March 31, 2018
First Quarter Results	By 30th May 2017
Second Quarter Results	By 14th August 2017
Third Quarter Results	By 14th November 2017
Fourth Quarter Results	By 14th February 2018

### 3. Date of Book closure

Saturday, 9<sup>th</sup> September, 2017 to Friday, 15<sup>th</sup> September, 2017 (both days inclusive)

### 4. Listing on Stock Exchanges

The Shares of the Company are listed on The Calcutta Stock Ltd, Kolkata and Bombay Stock Exchange Ltd, Mumbai. However, trading of shares of the Company is suspended and efforts are being made for resumption of the same.

### 5. Stock Codes

Bombay Stock Exchange : Scrip Code 537709  
Scrip Id - HANSUGAR



Calcutta Stock Exchange : Scrip Code 29132  
ISIN Number for Dematerialized Shares : INE 101H01013

## 6. Stock Market Data

Monthly high and low quotations (In Rs. Per share) of equity shares traded at Bombay Stock Exchange Limited during the period from 1.4.2016 to 31.03.2017 are as follows:

Month	Bombay Stock Exchange	
	High	Low
April, 2016	1.27	1.21
May, 2016	1.37	1.29
June, 2016	1.38	1.33
July, 2016	1.38	1.33
August, 2016	1.38	1.33
September, 2016	1.38	1.33
October, 2016	1.38	1.33
November, 2016	1.38	1.33
December, 2016	1.38	1.33
January, 2017	1.38	1.33
February, 2017	1.38	1.33
March, 2017	1.38	1.33

## 7. Registrar & Share Transfer Agent

M/s Maheshwari Datamatics Pvt. Ltd  
23 R.N. Mukherjee Road, 5th Floor  
Kolkata – 700001  
Phone: 033-2248 2248  
033-2243 5809  
Fax : 033-2248 8787  
E-mail: mdpldc@yahoo.com

## 8. Share Transfer system

Presently, the share certificates which are received for transfer in physical form are processed and are returned within a period of 10 to 15 days from the date of receipt, subject to the documents being valid and complete in all respects.

## 9. Distribution of Shareholding as on 31st March 2017

Nominal Value of Shareholding	No. of Shareholders		Number of Equity Shares	
	Total	% tage of total	Total	% of Share Capital
Upto Rs.500	1898	57.01	374038	2.02
Rs. 501 to Rs. 1000	494	14.84	445210	2.41
Rs.1001 to Rs. 2000	277	8.32	463582	2.51
Rs.2001 to Rs. 3000	133	4.00	353203	1.91
Rs.3001 to Rs. 4000	53	1.59	196554	1.06
Rs.4001 to Rs. 5000	123	3.69	604356	3.27
Rs.5001 to Rs. 10000	146	4.39	1204013	6.50
Rs.10001 and above	205	6.16	14859036	80.32
<b>Total</b>	<b>3329</b>	<b>100</b>	<b>18500000</b>	<b>100</b>

**10. Shareholding Pattern 31st march 2017**

Category	No. of Shares held	% of Total Shares
Promoter & Promoter Group	3385662	18.30
Mutual Funds/UTI	3400	0.02
Bodies Corporate	3218850	17.40
Indian Public	11561485	62.49
NBFCs registered with RBI	29010	0.16
NRIs	339675	1.84
Clearing Members	534844	2.89
<b>TOTAL</b>	<b>18500000</b>	<b>100.00</b>

**11. Dematerialization of Shares and liquidity**

The dematting facility exists with both the NSDL and CDSL for the convenience of shareholders. As on 31st March, 2017, 16278809 equity shares representing 87.99% of your Company's Equity shares capital have been de-materialised.

**12. Plant location**

P.O. Hanuman Sugar Mills,  
Motihari - 845401,  
Distt. East Champaran, Bihar

**13. Investors correspondence may be addressed to –**

**SHREE HANUMAN SUGAR AND INDUSTRIES LIMITED**

'Chandra Kunj',  
3, Pretoria Street, Kolkata – 700071

Place : Kolkata

Date : 30th May 2017

For & on behalf of the Board  
For **SHREE HANUMAN SUGAR & INDUSTRIES LIMITED**  
(B. K. NOPANY)  
Managing Director

## AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of

**Shree Hanuman Sugar & Industries Ltd.**

We have examined the compliance of the conditions of Corporate Governance by SHREE HANUMAN SUGAR & INDUSTRIES LIMITED for the year ended on 31st March, 2017, as stipulated in Regulation 27(2) of the SEBI Listing Regulations 2015 (LODR) of the said Company with the stock exchanges.

The compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 27(2) of the SEBI Listing Regulations 2015 (LODR)

We further state that such compliance is neither an assurance as to the future viability of the Company nor that efficiency or effectiveness with which the Management has conducted the affairs of the Company

For Agarwal Gupta Nokari & Rustagi Associates  
Chartered Accountants  
F.R. No. 310041E

Place: Kolkata  
Date: 30th May, 2017

CA Bhal Chandra Khaitan  
(Partner)  
Membership No. 017387



**DECLARATION BY M.D. UNDER REGULATION 27(2)  
OF THE SEBI LISTING REGULATION 2015(LODR)**

As required under Regulation 27(2) of the SEBI Listing Regulations 2015 (LODR) with Stock Exchanges, it is hereby confirmed that for the year ended 31st March 2017, the Director's of Shree Hanuman Sugar & Industries Ltd have affirmed compliance with the Code of Conduct for Board Members as applicable to them and members of the senior management have affirmed compliance with Employee Code of Conduct, as applicable to them.

Place : Kolkata

Date: 30th May, 2017

**(B. K. Nopany)**

**Managing Director**

**M.D. CERTIFICATION**

We, B. K. Nopany, Managing Director responsible for the finance function certify that:

- a. We have reviewed the financial statements and cash flow statement for the year ended 31st March, 2017 and to the best of our knowledge and belief:
- I. These statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading ;
- II. These statements together, present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b. To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2017 are fraudulent, illegal of the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to the financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d. There has not been any significant change in internal control over financial reporting during the year under reference;
- e. There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and
- f. We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Place : Kolkata

Date : 30th May, 2017

**(B. K. Nopany)**

**Managing Director**





## **ANNEXURE TO THE DIRECTORS' REPORT**

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Company is currently engaged in Manufacturing and Selling of crystal white sugar, trading in Stores items used by Sugar Industry and Construction. Construction mainly includes trading of construction rights.

#### **SUGAR INDUSTRY**

Sugar crops in many parts of the world are projected to expand in response to rising demand for sugar and other uses and relatively high market prices. World sugar production is expected to increase by 50 Mt to reach over 209 Mt in 2020-21. The bulk of the additional sugar production will come from the developing countries. India, the second largest global producer and the world's leading consumer, is expected to boost production substantially to 32 Mt of sugar per year, on average, in the coming decade, or some 50% higher than in 2008-10, when production fell sharply. Annual sugar output will continue to be subject to periodic large swings in response to the longstanding production cycle. Some other countries of Asia, such as China and Pakistan, are also expected to continue to experience milder forms of production cycles, which contribute to fluctuations in production and their import volumes. Outside this group, an expansion drive underway in Thailand is expected to continue as investment projects currently in the pipeline come on stream, lifting production to around 8.7 Mt by 2020-21, and maintaining its position as the world's third largest producer.

Global sugar consumption has continued to increase despite the continuing economic difficulties in many developed countries, compounded by the period of high sugar prices and increased volatility. This has slowed sugar use at the start of the Outlook period and slower consumption growth is expected to continue over the longer term as world sugar prices average higher in real terms. Global consumption is projected to grow at 2.2% p.a. to 2020-21, and down from 2.6% p.a. in the previous ten years. The developing countries will continue to experience the strongest growth in sugar consumption, fuelled by rising incomes and populations, although with considerable variation between countries. The sugar deficit regions of Asia and the Far East as well as Africa, will be responsible for most of the expansion in use. In contrast, sugar consumption in many developed countries, with their mature sugar markets, are expected to show little or no growth. Total consumption in these countries is expected to increase from 48Mt to nearly 52 Mt over the projection period. This reflects, among other things, slowing population growth and dietary shifts that are underway as a result of increasing health awareness and concerns with obesity and related health issues.

Sugar is one of the essential items not only in the household sector but also in various industrial formulations in pharmaceutical sector, confectionery, soft drinks, sweets etc. The consumption of sugar in the country is on the increase due to population growth as also due to various development plans of the Government. Still the per capita sugar consumption in India is much lower than the world standard and even from the developing countries. However, the per capita consumption of sugar is on the increase on account of improved standard of living and the changing life style of rural masses which now prefers sugar than any other alternate sweetening material.

The Sugar industry has production cycles related to Cane production. This leads to sharp swings in prices. The crushing period varies from region to region. The crushing begins in October/November and goes on till April/May in all states except in Southern states like Tamil Nadu, Andhra Pradesh etc where it continues till July- August. Indian Sugar industry is highly fragmented with private sector, Co-operatives etc along with the unorganized players. The unorganized players mainly produce Gur and Khandsari which are less refined forms of Sugar.

#### **Our Strategy**

We would intensify efforts in improving quantity and quality of Cane availability. We are taking all the steps to improve Cane quantity and quality in Sugar season 2016-17.

**CONSTRUCTION**

The Company is also engaged in the business of construction and selling of residential houses and trading of construction rights.

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

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, industrialisation, urbanisation 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 emphasised the involvement of private capital and management in order to respond to the growing demand for new infrastructure projects.

**SEGMENTWISE PERFORMANCE**

Presently, the Company mainly deals in two segments:

I. Sugar

II. Construction

Segment Reporting as per point no.8 to note 18 of the Audited Statements of Account.

**RISKS & MITIGATIONS****Industry risk**

The Company's growth is largely dependent on the growth of the sugar industry.

However, India's low per capita sugar consumption compared with a global trend provides enough room for growth in the sector. Further, since sugar is an essential and preferred sweetener, it seldom faces any slackening demand in the country.

**Raw material risk**

Rising sugarcane prices and non-availability could adversely affect the Company.

However, Company's Sugar Mill is located in the cane-rich areas of Bihar and its focused cane development team encourages farmers to enhance yield and plantation acreage. The proposed sector de-control in terms of introducing the Fair price mechanism for purchase of raw material will adequately help the ailing industry to recover. Moreover, the proposed revenue-sharing formula by the Rangarajan Committee will ensure cane prices are fixed at 75 percent of the sugar price realisation, strengthening the Industry's global competitiveness.

**Cyclical risk**

Operating in a cyclical business, weak operational efficiency could affect profitability.

The Company's immediate future plans to invest in its ancillary business, co-generated power by using by-product baggage and distillery plant, will impart a robust competitive edge to protect fortunes from cyclical risk. Moreover, its infrastructure, which is suitable for 15000 TCD capacity, will enable the Company to run its assets beyond the sugar season.

**Regulatory risks**

Unfavorable government policies could derail business plans.

The government constituted the Rangarajan Committee to progressively de-control the sugar sector.

**INTERNAL CONTROL SYSTEMS THEIR ADEQUACY**

Our Company has a proper and adequate system of internal control to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that the transactions are authorized recorded and reported correctly. The Internal control system is designed to ensure that financial and other records are reliable for preparing financial information and other data and for maintaining accountability of assets. There is an elaborate internal audit system which is done by Independent firm of Internal Auditors. Their reports on the internal controls and their adequacy are regularly discussed with the Management and corrective measures wherever required, are taken and continuously monitored.

The Audit Committee of the Board meets regularly to review the adequacy of internal controls; internal audit finding sand the corrective actions are taken, if necessary. The Management is reasonably satisfied about the adequacy of these internal control systems.

**DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE****Revenue**

The Total Income during the year under review, stood at Rs. 76.76 lacs as against Rs. 0.78 lacs in the previous Financial Year.

**Profits**

Profit/(Loss) before Interest, Depreciation and Tax stood at (23.70) lacs, showing a marginal increase from previous financial year which stood at (96.01) lacs. Profit/(Loss) after Tax amounting to Rs. (29.27) lacs, compared to (113.13) in the previous financial year.

**Earnings per Shares (EPS)**

The Company recorded an EPS of Rs. (0.16) per equity shares of Rs. 10/- each during 2016-17.

**MATERIAL DEVELOPMENT IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT**

A cordial industrial relations environment prevailed in the Company during the year, barring witness of recent agitation by workers to enforce their own demands. There was constant focus on all rounds organizational development. Regular promotions are granted and succession plans are effectively implemented. Our system of compensation is as per the market trends and job requirements. Other benefits to employees are provided for motivation.

**CAUTION STATEMENT**

The above mentioned statements are only "forward looking statements" based on certain assumptions/expectations. The Company's actual performance could differ materially from those expressed/projected depending upon changes in various factors. The Company does not assume any responsibility to any change(s) in "forward looking statements", on the basis of subsequent development, information or events etc.

Place : Kolkata

Date : 30th May 2017

**B. K. Nopany**  
Managing Director



# SHREE HANUMAN SUGAR & INDUSTRIES LIMITED

FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN  
As on financial year ended on 31.03.2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:		
1	CIN	L15432WB1932PLC007276
2	Registration Date	19/01/1932
3	Name of the Company	Shree Hanuman Sugar & Industries Limited
4	Category/ Sub-category of the Company	Company Limited by shares/ Indian Non Government Company
5	Address of the Registered office & contact details	Chandra Kunj, 4th Floor, 3, Pretoria Street, Kolkata- 700071
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s Maheshwari Datamatics Pvt. Ltd 23 R.N. Mukherjee Road, 5th Floor, Kolkata 700001. Phone: 033-2248 2248 / 2243 5809 Fax : 033-2248 8787 E-mail: mdpl@yahoo.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY			
(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)			
S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Manufacture of Molasses, Sugar	10728	100.00%

III. PARTICULARS OF HOLDING AND SUBSIDIARY COMPANIES					
SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	NIL				

## IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

### (i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF	19,94,467	-	19,94,467	10.78%	19,94,467	-	19,94,467	10.78%	
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	13,06,977	84,218	13,91,195	7.52%	13,06,977	84,218	13,91,195	7.52%	
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A) (1)</b>	<b>33,01,444</b>	<b>84,218</b>	<b>33,85,662</b>	<b>18.30%</b>	<b>33,01,444</b>	<b>84,218</b>	<b>33,85,662</b>	<b>18.30%</b>	
(2) Foreign									
a) NRI Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
c) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>TOTAL (A)</b>	<b>33,01,444</b>	<b>84,218</b>	<b>33,85,662</b>	<b>18.30%</b>	<b>33,01,444</b>	<b>84,218</b>	<b>33,85,662</b>	<b>18.30%</b>	



<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	3,400	3,400	0.02%	-	3,400	3,400	0.02%	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FfIs	-	-	-	-	-	-	-	-	-
Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	-	3,400	3,400	0.02%	-	3,400	3,400	0.02%	-
<b>2 Non-Institutions</b>									
a) Bodies Corp.	972304	18,40,800	2813104	15.21%	1378050	18,40,800	3218850	17.40%	2.19%
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	4082389	1,70,373	4252762	22.99%	4125720	1,72,073	4297793	23.23%	0.24%
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	7098403	1,20,700	7219103	39.02%	7142992	1,20,700	7263692	39.26%	0.24%
c) Others (specify)	-	-	-	-	-	-	-	-	-
NBFCs registered with RBI	-	-	-	-	29010	-	29,010	0.16%	-
Non Resident Indians	291125	-	291125	1.57%	291125	-	291125	1.57%	-
Clearing Members	534844	-	534844	2.89%	10468	-	10468	0.06%	2.83%
<b>Sub-total (B)(2):-</b>	1,29,79,065	21,31,873	1,51,10,938	81.68%	1,29,77,365	21,33,573	1,51,10,938	81.68%	-
<b>Total Public (B)</b>	1,29,79,065	21,35,273	1,51,14,338	81.70%	1,29,77,365	21,36,973	1,51,14,338	81.70%	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	1,62,80,509	22,19,491	1,85,00,000	100.00%	1,62,78,809	22,21,191	1,85,00,000	100.00%	-

## (ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
1	Bimal Kumar Nopany	7,34,467	3.97%	-	7,34,467	3.97%	-	-
2	Shruti Vora	3,95,000	2.14%	-	3,95,000	2.14%	-	-
3	Shalini Nopany	1,25,000	0.68%	-	1,25,000	0.68%	-	-
4	Urvi Nopany	1,00,000	0.54%	-	1,00,000	0.54%	-	-
5	Nandini Nopany	6,40,000	3.46%	-	6,40,000	3.46%	-	-
8	Shruti Limited	12,162	0.07%	-	12,162	0.07%	-	-
9	Hanuman Industries (IND) Pvt Ltd	84,218	0.46%	-	84,218	0.46%	-	-
10	Nopany Investments Private Limited	12,94,815	7.00%	-	12,94,815	7.00%	-	-
	<b>TOTAL</b>	33,85,662	18.30%	-	33,85,662	18.30%	-	-



## (iii) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year	33,85,662	18.30%		
	Changes during the year (Sale)	-	0.00%		
	At the end of the year			35,65,662	18.30%

## iv) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Oriental Graphites Limited	6,00,000	3.24%	6,00,000	3.24%
2	Arogya Inv. Pvt. Ltd.	4,20,000	2.27%	4,20,000	2.27%
3	Hitesh Ramji Javeri	4,00,000	2.16%	4,00,000	2.16%
4	Sonia Agarwal	3,62,000	1.96%	3,62,000	1.96%
5	Harsha Hitesh Javeri	3,50,000	1.89%	3,50,000	1.89%
6	Snehal Vishal Naik	3,24,110	1.75%	3,24,110	1.75%
7	Amrapali Aadya Trading & Investment. Pvt. Ltd.	2,90,819	1.57%	2,89,868	1.57%
8	Shubham Holdings Pvt Ltd	278900	1.51%	278900	1.51%
9	Madhu Tiwari	250000	1.35%	250000	1.35%
10	Indian Die Casting Co Ltd	2,26,030	1.22%	2,26,030	1.22%

## v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of Directors and KMP	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total shares of the	No. of Shares	% of total shares of the
1	Bimal Kumar Nopany	7,34,467	3.97%	7,34,467	3.97%
2	Madhu Tiwari	2,50,000	1.35%	2,50,000	1.35%

## V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

				Amount (Rs. In Lacs)
Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
* Addition	-	-	-	-
* Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-


**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**
**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN.	Particulars of Remuneration	Name of MD/WT/ Manager	Total Amount
	Name	Bimal Kumar Nopany	(Rs/Lac)
	Designation	Managing Director	
1	Gross salary	There was no remuneration paid to the Managing Director for this year	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission		
	- as % of profit		
	- others, specify		
5	Others, please specify		
	Total (A)		
	Ceiling as per the Act		

**B. Remuneration to other Directors**

SN.	Particulars of Remuneration	Name of Directors	Total Amount
			(Rs/Lac)
1	Independent Directors	There was no remuneration paid to the other Directors i.e Independent Directors and other Non-Executive Directors of the Company for this year	
	Fee for attending board committee meetings		
	Commission		
	Others, please specify		
	Total (1)		
2	Other Non-Executive Directors		
	Fee for attending board committee meetings		
	Commission		
	Others, please specify		
	Total (2)		
	Total (B) (1+2)		
	Total Managerial Remuneration		
	Overall Ceiling as per the Act		

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WT/**

SN.	Particulars of Remuneration	Name of Key Managerial Personnel	Total Amount
	Name	Madhu Tiwari ( Resigned on 14.02.2017 )	(Rs/Lac)
	Designation	Chief Financial Officer	8,40,000
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission		
	- as % of profit		
	- others, specify		
5	Others, please specify		
	Total		8,40,000

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty					
Prosecution					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Prosecution					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

Bimal Kumar Nopany  
Managing Director



Form No. MR-3  
SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31st March 2017

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
SHREE HANUMAN SUGAR & INDUSTRIES LIMITED  
CHANDRA KUNJ, 4TH FLOOR  
3, PRETORIA STREET, KOLKATA - 700071

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SHREE HANUMAN SUGAR & INDUSTRIES LIMITED (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by Shree Hanuman Sugar & Industries Limited ("the Company") for the financial year ended on 31<sup>st</sup> March, 2017 according to the provisions of:
  - (i) The Companies Act, 2013 ("the Act") and the rules made there under as applicable;
  - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
  - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not Applicable to the Company during the Audit Period);
  - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company;
    - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
    - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not Applicable to the Company during the Audit Period);
    - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 w.e.f. October 28, 2014 (Not Applicable to the Company during the Audit Period);
    - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not



Applicable to the Company during the Audit Period);

f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients;

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to the Company during the Audit Period);

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable to the Company during the Audit Period).

(vi) The Company has identified the following other laws as applicable to the Company:-

a) Sugar Cess Act, 1982\*

b) Levy Sugar Price Equalisation Fund Act, 1976\*

c) Essential Commodities Act, 1955\*

d) Sugar Development Fund Act, 1982\*

e) The Income Tax Act, 1961

f) The Finance Act, 1994.

g) The Employees Provident Fund and Miscellaneous Provisions Act, 1952

I have also examined compliance with the applicable clauses of the following:

(i) the Secretarial Standards issued by the Institute of Company Secretaries of India

(ii) The Listing Regulation entered into by the Company with the Bombay Stock Exchange Ltd. and Calcutta Stock Exchange Ltd.

During the Audit period under review and as per representations and clarifications provided by the management, I confirm that the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Regulation etc. as mentioned hereinabove except to the extent as mentioned below:

i. The company has not appointed any Chief Financial Officer and Company Secretary as Key Managerial Personnel as required in terms of Section 203 of the Companies Act, 2013 during the financial year.

I further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

I further report that,

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting as explained to me and notices were sent through electronic means.
3. All decisions at the Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that as per the explanations given to us and the representations made by the Management and relied upon by us there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the year under report, the Company has not undertaken any event/action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Place: Kolkata  
Date: 30<sup>th</sup> May, 2017

Meena Chowdhary  
Practising Company Secretary  
C.P No. 16829, ACS No. 41084

Note:

- 1) \*Sugar Cess Act, 1982, Levy Sugar Price Equalisation Fund Act, 1976, Essential Commodities Act, 1955, Sugar Development Fund Act, 1982 though applicable for the Sugar Industry but since Company is not carrying the related activity during the Audit period, the Acts are not applicable for the period ended on 31<sup>st</sup> March, 2017.
- 2) The Company is not carrying any activity related to manufacturing of sugar or any other during the period ended on 31<sup>st</sup> March, 2017, therefore the Factories Act, 1948, The Payment of Wages Act, 1936, The Payment of Bonus Act, 1965 etc. is not applicable for the Company for the period.

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.



'Annexure A'

To,  
The Members,  
SHREE HANUMAN SUGAR & INDUSTRIES LIMITED  
CHANDRA KUNJ, 4TH FLOOR  
3, PRETORIA STREET, KOLKATA - 700071

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practice, I followed provide reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Kolkata  
Date: 30<sup>th</sup> May, 2017

Meena Chowdhary  
Practising Company Secretary  
C.P No. 16829, ACS No. 41084

## INDEPENDENT AUDITORS' REPORT

To The Members of

Shree Hanuman Sugar & Industries Limited

### Report on Financial Statements

1. We have audited the accompanying financial statements of SHREE HANUMAN SUGAR & INDUSTRIES LIMITED ("the Company"), which comprises of the Balance Sheet as at 31st March 2017, the Statement of Profit & Loss and the Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

2. The Company's Management is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibilities also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of assets of the Company and for preventing and detecting frauds and other irregularities; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and rules made thereunder.
4. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
5. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls.
6. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**8. Basis for qualified opinion****TDS Compliances:**

Non compliance of sections 194-A, 192, 194-I & 194-J, of Income Tax Act, 1961 with respect to (i) TDS on Interest other than interest on securities (ii) Salary (iii) Rent and (iv) Fee for professional & Technical services respectively. The Company has not deducted TDS in respect of the above and has not deposited to the credit of Central Government.

**Generally Accepted Accounting Principles :**

The Company has not complied with Generally Accepted Accounting Principles and has not followed Accounting Standards-15 for accounting of Gratuity, Leave liabilities and other retirement benefits towards employees, bonus in the preparation of Financial Statement. The estimated liability on account of retirement gratuity has not been ascertained and not provided for in the accounts.

**Amounts receivable and payable :**

The balance of Sundry Debtors, Sundry Creditors, Advances lying in Loans & Advances account, Advances Taken from parties are taken as appearing in books of account and these are subject to confirmation by respective parties. In view of non-reconciliation / confirmation and also in view of pending dispute with some of the parties (as informed by the management), we are not in a position to comment on the correctness of the outstanding balances and resultant impact thereof on the financial statements for the period under audit.

**Provision of Depreciation on its Fixed Assets:**

The Company has not provided depreciation on its Fixed Assets for the period covered under this audit. The company has also not provided depreciation on transition to Schedule – II of The Companies Act, 2013.

**Non compliance of provisions of Companies Act 2013 :**

Non compliance of section 73 to 76 of Companies Act 2013 with respect to not-providing interest on borrowed fund & refund of advances received from customers for supply of goods & services. The interest on the borrowed funds have not been charged, also advance money received from customers for supply of goods & services and remaining outstanding for a period exceeding 365 days have not been refunded to the respective customers. Moreover, there is a non-compliance of Section 123 of the Companies Act 2013 by the Company.

\* The resultant impact , if any, arising out of above observations which may have consequential effect on the year's Profit & Loss and Net Current Asset position of the Company at the year end, has neither been ascertained nor provided for in these accounts and operating results for the year are over-stated and/or under-stated to the extent thereof.

**Qualified Opinion**

Subject to our observation given above:

9. In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matters described in the Basis for Qualified Opinion paragraph above, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
  - a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2017;
  - b) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and

- c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

#### Report on Other Legal and Regulatory Requirements

10. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government in terms of sub-section (11) of section 143 of the Act and based on our comments in the auditor's report of the Company, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
11. As required by Section 143(3) of the Act, we report that:
- a) Except for what have been stated in paragraph 6 viz. basis for qualified opinion, we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, Except for what have been stated in paragraph 6 viz. basis for qualified opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on 31st March 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2017 from being appointed as a director in terms of Section 164(2) of the Companies Act, 2013.
  - f) With respect to the adequacy of internal control over financial reporting of the Company and the operating effectiveness of such control, refer to our separate report in Annexure - B, and
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - (i) The Company has disclosed the impact, if any, of pending litigations as at 31st March, 2016, on its financial position in its financial statements.
    - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**Annexure -A to the Independent Auditors' Report**

(Referred to in paragraph 10 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

1. In respect of its fixed assets
  - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of its major items of fixed assets and summarized records of items of small value, on the basis of available information. However such records could not be produced for our verification due to lock out in the factory.
  - b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
  - c) The title deeds of immovable properties are held in the name of the company.
2. In respect of its inventories
  - a) The company did not carry any trade or manufacturing activity during the current reporting period and its Plant were not in operation as informed by the management. As informed to us, the inventories were physically verified during the year by the Management at reasonable intervals and no discrepancies were noticed on such verification, however, we are not in a position to substantiate the same since relevant inventory records could not be produced for our verification.
  - b) In view of the limited information made available to us, we are not in a position to state whether the procedure for physical verification of inventory followed by the Management were reasonable and adequate.
  - c) It is stated by the management that there were no changes in the opening & closing inventory of the Company and the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
3. In our opinion and according to the information and explanations given to us, the Company has granted unsecured loans, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013 and there is no amount outstanding at the end of the year.
4. In our opinion and according to the information and explanations given to us, the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security are applicable on the company and the company has not complied with the provisions of the said sections.
5. According to the information and explanations given to us, the Company has accepted advances for supply of goods and services which were outstanding for more than 365 days as at the balance sheet date and also has not complied with provisions of section 73 to 76 of The Companies Act, 2013 in respect of such advances. Except of the above the Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of The Companies Act, 2013 and the rules framed thereunder and do not have any unclaimed deposits. To the best of our knowledge and according to the information and explanations given to us, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal in regard to the above matter.
6. As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company
7. The Company is not regular in depositing undisputed statutory dues, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other statutory dues with appropriate authority and no undisputed amount payable in respect of aforesaid dues were in arrears, as at 31st March, 2017 for a period of more than six months from the date they became payable except as mentioned hereunder:

Particulars	Rs. in Lacs
Gratuity	92.85
Provident Fund	112.24
Purchase Tax	5.67
Zonal Development Council	1.91
TDS on Salary	16.81
TDS on Legal Fee	0.09
TDS on Directors Sitting Fee	0.06
TDS on Service Charges	3.03
Dividend Distribution Tax	9.44



In respect of TDS, the amounts mentioned above does not include cases where the Tax has not been deducted at Source. According to the records of the Company, dues outstanding in respect of Sales Tax, Income Tax, Custom Duty, Wealth Tax, Excise Duty and Cess on account of any dispute are as follows:

ASSESSMENT YEAR	NATURE OF DUES	AMOUNT (Rs)	NATURE OF DISPUTES PENDING BEFORE THE INCOME TAX AUTHORITIES
2004-05	143(1)	3,941	Interest of Rs. 3941/- charged u/s 234 A,B, & C but subsequently assessment made on a Total Income of Rs. NIL- No demand
2005-06	143(1)	26,353	As per order u/s 143(3)/251 dated 16.05.2008 - Demand- NIL
2006-07	143(1)	12,736	As per order u/s 143(3) dtd 19.12.2008 - Demand - NIL
2009-10	143(1)(a)	2,48,090	Rs. 248090/- ( FBT ) - To be adjusted against refund for Assessment Year 1998-99 of Rs. 10 lacs
2009-10	143(1)(a)	9,46,970	Rs. 946970/- ( IT ) - To be adjusted against refund for Assessment Year 1998-99 of Rs. 10 lacs
2010-11	143(1)(a)	153,81,100	Rectification pending u/s 154
2012-13	144	227,18,500	No demand as the assessment made has been set aside by the CIT vide his order u/s 264 dated 27.03.2017
2012-13	271(1)(c)	215,49,297	Appeal Pending before the CIT(A)
2012-13	271(1)(b)	10,000	Appeal Pending before the CIT(A)
2013-14	143(3)	1265,88,560	Appeal Pending before the CIT(A)
2013-14	271(1)(c)	10,000	Appeal Pending before the CIT(A)

The information contained herein are based on and are limited to the extent of details made available to us.

8. According to the information and explanations given to us, the Company has defaulted in repayment of dues to any financial institution or bank during the year covered by this audit. The Company has not issued any debentures.
9. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
10. Based upon the audit procedures performed by us for expressing our opinion on these financial statements and information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during course of our audit.
11. Based upon the audit procedures performed and the information and explanations given by the management, the company has not paid any managerial remuneration during the year. Accordingly, the provisions of clause 3 (xi) of the Order are not applicable to the Company and hence not commented upon.
12. The Paragraph 3(xii) of the order is not applicable since the Company is not the Nidhi Company.
13. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. Based on the information and explanations given to us by the management, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
15. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
16. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

#### Annexure – B to the Independent Auditors' Report on the Financial Statement of the Company

(Referred to in paragraph 11 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**



We have audited the internal financial controls over financial reporting of Shree Hanuman Sugar & Industries Limited ("the Company") as of 31st March, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial control system over financial reporting were operating effectively as at 31st March 2017, based on the internal financial control system over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India.

For Agarwal Gupta Nokari & Rustagi Associates  
Chartered Accountants  
F.R. No. 310041E  
Bhal Chandra Khaitan  
(Partner)  
Membership No. 017387

Place: Kolkata

Date: 30th May 2017



## BALANCE SHEET AS ON 31ST MARCH 2017

PARTICULARS	Note No.	As at 31.03.2017 Amount (Rs. In Lacs)		As at 31.03.2016 Amount (Rs. In Lacs)	
<b>I. EQUITY AND LIABILITIES</b>					
<b>1.Shareholder's funds</b>					
(a) Share Capital	1	1,850.00		1,850.00	
(b) Reserves and Surplus	2	6,868.20	8,718.20	6,897.46	8,747.46
<b>2.Non-Current Liabilities</b>	3				
(a) Long Term Borrowings			-		-
<b>3. Current Liabilities</b>	4				
(a) Short Term Borrowings		1,527.55		1,785.00	
(b) Trade Payables		923.20		343.25	
(c) Other Current Liabilities		4,862.43		6,134.08	
(d) Short Term Provision		424.92	7,738.10	424.92	8,687.25
<b>TOTAL</b>			<b>16,456.30</b>		<b>17,434.71</b>
<b>II ASSETS</b>					
<b>1. Non-current assets</b>					
(a) Fixed Assets	5				
(i) Tangible Asset					
Gross Block		13,032.18		13,033.26	
Less: Depreciation		3,316.71		3,316.71	
Net Block		9,715.47		9,716.55	
(ii) Capital Work in Progress		2,354.53	12,070.00	2,354.53	12,071.08
(b) Non-Current Investments	6		756.73		976.73
(c) Long Term Advances	7		10.11		10.11
<b>2. Current assets</b>					
(a) Inventories	8	1,545.17		1,545.17	
(b) Trade Receivables	9	1.46		523.45	
(c) Cash and Cash equivalents	10	18.59		(12.13)	
(d) Short-term loans and advances	11	1,954.91		2,220.98	
(e) Other Current Assets	12	99.32	3,619.45	99.32	4,376.79
<b>TOTAL</b>			<b>16,456.30</b>		<b>17,434.71</b>
Significant accounting policies	17				
Notes are Integral parts of accounts					

The accompanying notes are an Integral parts of financial statements

For & on behalf of Board  
of Directors

As per our report of even date

For Agarwal Gupta Nokari & Rustagi Associates.

Chartered Accountants

F.R. No. 310041E

Bhal Chandra Khaitan (Partner)

Membership No. 017387

Bimal Kumar  
Nopany  
(Managing Director)  
DIN-00694221

Shabnam  
Agarwal  
(Director)  
DIN-02428022

Lakshmikant  
Tibrawalla  
(Director)  
DIN-00423521

Place : Kolkata

Date : 30.05.2017


**STATEMENT OF PROFIT AND LOSS FOR THE PERIOD 1ST JULY 2015 TO 31ST MARCH 2017**

PARTICULARS	Note No.	31.03.2017 Amount (Rs. In Lacs)		As at 31.03.2016 Amount (Rs. In Lacs)	
I Other Income	13	76.76	76.76	0.78	
II Total Revenue (I+II)			76.76		0.78
III Expenses:					
Change in inventories of Finished Goods, Stock in Trade & By Products	14	-		-	
Employee Benefit Expenses	15	43.26		38.51	
Finance Cost		5.58		17.12	
Other Expenses	16	57.20	106.03	58.28	113.91
Total Expense					
IV Profit before tax (III-IV)			(29.27)		(113.13)
V Tax Expense:					
Current tax			-		-
VI Profit for the period (V-VI)			(29.27)		(113.13)
VII Earnings per equity share:					
(1) Basic			(0.16)		(0.61)
(2) Diluted			(0.16)		(0.61)
VIII No. of Shares Used in Computing Earning Per Share			185.00		185.00
(1) Basic			(0.16)		(0.61)
(2) Diluted			(0.16)		(0.61)
Significant Accounting Policy	17				
Notes are Integral parts of Accounts					

The accompanying notes are an Integral parts of financial statements

As per our report of even date

**For Agarwal Gupta Nokari & Rustagi Associates.**

Chartered Accountants

F.R. No. 310041E

**Bhal Chandra Khaitan (Partner)**

Membership No. 017387

Place : Kolkata

Date : 30.05.2017

**For & on behalf of Board  
of Directors**

**Bimal Kumar  
Nopany  
(Managing Director)  
DIN-00694221**

**Shabnam  
Agarwal  
(Director)  
DIN-02428022**

**Lakshmikant  
Tibrawalla  
(Director)  
DIN-00423521**

## NOTES TO ACCOUNTS FORMING PART OF BALANCE SHEET

	As at 31.03.2017 Amount (Rs. In Lacs)		As at 31.03.2016 Amount (Rs. In Lacs)	
<b>NOTE 1 : SHARE CAPITAL</b>				
(a) Authorised Capital (7,00,00,000 shares of Rs.10 each)	7 crores	7,000.00	7 crores	7,000.00
(b) Issued, Subscribed & Paid up (1,85,00,000 shares of Rs.10 each)	1.85 crores	1,850.00	1.85 crores	1,850.00
		1,850.00		1,850.00
<b>NOTE 2 : RESERVES &amp; SURPLUS</b>				
<b>Revaluation Reserve</b>				
As per last balance sheet		443.55		443.55
<b>Capital Redemption Reserve</b>				
As per last balance sheet		22.50		22.50
<b>Share Premium</b>				
As per last balance sheet		842.50		842.50
<b>Special Reserve</b>				
As per last balance sheet		2,027.26		2,027.26
<b>General Reserve</b>				
As per last balance sheet		3,200.00		3,200.00
<b>Profit &amp; loss A/c</b>				
As per last balance sheet	361.66		474.78	
Add: Profit After Tax for the Current Year	(29.27)		(113.13)	
Balance brought forward		332.39		361.65
<b>TOTAL</b>		<b>6,868.20</b>		<b>6,897.46</b>
<b>NOTE : 3 NON-CURRENT LIABILITIES</b>				
Long Term Borrowings (Secured Loan)				
Churchgate Investments Trading Co Pvt. Ltd.		-	-	-


**NOTES TO ACCOUNTS FORMING PART OF BALANCE SHEET**

	As at 31.03.2017 Amount (Rs. In Lacs)		As at 31.03.2016 Amount (Rs. In Lacs)	
<b>NOTE : 4 CURRENT LIABILITIES</b>				
(a) Short Term Borrowings				
From Body Corporates	18.22		91.62	
From Related Parties	1,509.33		1,693.38	
<b>From Others</b>		<b>1,527.55</b>		<b>1,785.00</b>
(b) Trade Payables		923.20		343.25
(c) Other Current Liabilities				
Current Maturities of Long Term Debt			81.19	
Interest Accrued but not Paid	77.23		71.66	
Instalments due but not Paid	243.18		161.99	
Advance from Customers	4,315.03		5381.26	
Statutory Dues Payable	226.99		242.77	
Others Payable	-	4,862.43	195.21	6134.08
(d) Short Term Provisions				
Provision for Taxation	415.48		415.48	
Provision for Dividend Tax	9.44	424.92	9.44	424.92
<b>TOTAL</b>		<b>7,738.10</b>		<b>8,687.25</b>



## DEPRECIATION FROM THE YEAR ENDED 31.03.2017

## NOTE 5 : FIXED ASSET

DESCRIPTION	GROSS BLOCK				DEPRECIATION			NET BLOCK	
	As at 01.04.16	Addition / Sales	Sales / Adjustment	As at 31.03.2017	Upto 01.04.16	For The Year	Upto 31.03.2017	As at 31.03.2017	As at 31.03.16
<b>A. FIXED ASSET - OWN</b>									
Land	970.01	-	-	970.01	-	-	-	970.01	970.01
Building	59.04	-	-	59.04	18.42	-	18.42	40.62	40.62
Plant & Machinery	11,343.42	-	1.08	11,342.34	2,806.93	-	2,806.93	8,535.41	8,536.49
Plant & Machinery (Leasehold)	521.32	-	-	521.32	362.08	-	362.08	159.24	159.24
Furniture & Fixture	32.21	-	-	32.21	27.01	-	27.01	5.20	5.20
Vehicle	107.26	-	-	107.26	102.27	-	102.27	4.99	4.99
<b>TOTAL OF 'A'</b>	<b>13,033.26</b>	<b>-</b>	<b>1.08</b>	<b>13,032.18</b>	<b>3,316.71</b>	<b>-</b>	<b>3,316.71</b>	<b>9,715.47</b>	<b>9,716.55</b>
<b>B. CAPITAL WORK IN PROGRESS</b>									
Machinery under installation	2,013.62	-	-	2,013.62	-	-	-	2,013.62	2,013.62
Expenses Pending Allocation	201.31	-	-	201.31	-	-	-	201.31	201.31
Preoperative Expenses	139.60	-	-	139.60	-	-	-	139.60	139.60
<b>TOTAL OF 'B'</b>	<b>2,354.53</b>	<b>-</b>	<b>-</b>	<b>2,354.53</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,354.53</b>	<b>2,354.53</b>
<b>GRAND TOTAL (A+B)</b>	<b>15,387.79</b>	<b>-</b>	<b>1.08</b>	<b>15,386.71</b>	<b>3,316.71</b>	<b>-</b>	<b>3,316.71</b>	<b>12,070.00</b>	<b>12,071.08</b>
<b>PREVIOUS YEAR</b>	<b>15,386.70</b>	<b>1.08</b>	<b>-</b>	<b>15,387.79</b>	<b>3,316.71</b>	<b>-</b>	<b>3,316.71</b>	<b>12,071.08</b>	


**NOTES TO ACCOUNTS FORMING PART OF BALANCE SHEET**

	Nominal Value	As at 31.03.2017 (Rs. In Lacs)	As at 31.03.2016 (Rs. In Lacs)
<b>NOTE : 6 NON CURRENT INVESTMENTS</b>			
Non Trade Investments			
<u>Unquoted</u>			
N.S.C			
(Deposit With Central Excise Authority)		0.12	0.12
100 3.5% Unclassified Shares (of Bihar State Financial Corporation Ltd.)	100.00	0.10	0.10
11 Equity Shares (of Shubham Holdings Private Ltd.)	100.00	0.01	0.01
3400 Equity Shares (Previous Year 5400 shares) (of Kolhapur Forge Private Ltd.)		374.00	594.00
425000 Equity Shares (of Bilaspur Spinning Mills Ltd.)		382.50	382.50
<b>TOTAL</b>		<b>756.73</b>	<b>976.73</b>

	As at 31.03.2017 Amount (Rs. In Lacs)	As at 31.03.2016 Amount (Rs. In Lacs)
<b>NOTE : 7 LONG-TERM LOANS &amp; ADVANCES</b>		
Security Deposits	10.11	10.11
	<b>10.11</b>	<b>10.11</b>
<b>NOTE : 8 INVENTORIES</b>		
<b>Manufactured Goods</b>		
Sugar	4.56	4.56
By Product-Molasses	3.11	7.67
Stores & Parts		62.93
Construction Rights		1,237.87
Work in Progress(Construction)		236.70
<b>TOTAL</b>	<b>1,545.17</b>	<b>1,545.17</b>
<b>NOTE : 9 TRADE RECEIVABLES</b>		
Sundry Debtors (Unsecured, Considered good)		
Outstanding for the Period		
Other Trade Receivables	1.46	523.45
<b>TOTAL</b>	<b>1.46</b>	<b>523.45</b>
<b>NOTE : 10 CASH &amp; CASH EQUIVALENTS</b>		
Cash in Hand	6.44	2.31
Balance With Schedule Banks (In Current Account)	12.15	(14.44)
<b>TOTAL</b>	<b>18.59</b>	<b>(12.13)</b>



## NOTES TO ACCOUNTS FORMING PART OF BALANCE SHEET

	As at 31.03.2017 Amount (Rs. In Lacs)		As at 31.03.2016 Amount (Rs. In Lacs)	
<b>NOTE : 11 SHORT TERM LOANS &amp; ADVANCES</b> (Unsecured , Considered Good)				
Advances to Other than Related Parties		1926.78		2,192.85
Advances Related Parties		28.13		28.13
<b>TOTAL</b>		<b>1594.91</b>		<b>2,220.98</b>
<b>NOTE : 12 OTHER CURRENT ASSETS</b> (Considered Good)				
Advances to Employees		81.95		81.95
With Statutory Authority		17.37		17.36
<b>TOTAL</b>		<b>99.32</b>		<b>99.31</b>

	As at 31.03.2017 (Rs. In Lacs)	As at 31.03.2016 (Rs. In Lacs)
<b>NOTE : 13 OTHER INCOME</b>		
Profit from Sale of Investments	40.00	-
Profit from Sale of Property	-	-
Earlier Liabilities No Longer Require W/B	35.31	0.78
Misc Income	1.45	-
<b>TOTAL</b>	<b>76.76</b>	<b>0.78</b>
<b>NOTE : 14 CHANGE IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE &amp; BY PRODUCTS</b>		
Closing Stock:		
Sugar	4.56	4.56
Molasses	3.11	3.11
Construction Rights	1,237.87	1,237.87
Work in Progress(Construction)	236.70	236.70
	<b>1,482.24</b>	<b>1,482.24</b>
Less: Opening Stock		
Sugar	4.56	4.56
Molasses	3.11	3.11
Construction Rights	1,237.87	1,237.87
Work in Progress(Construction)	236.70	236.70
	<b>1,482.24</b>	<b>1,482.24</b>
<b>NOTE : 15 EMPLOYEE BENEFIT EXPENSES</b>		
Salary & Wages	38.61	36.64
Provident Fund	0.36	-
Employee Welfare Expenses	4.18	1.77
Bonus	0.11	0.10
<b>TOTAL</b>	<b>43.26</b>	<b>38.51</b>

**NOTES TO ACCOUNTS FORMING PART OF BALANCE SHEET**

	As at 31.03.2017	As at 31.03.2016
	(Rs. in Lacs)	(Rs. in Lacs)
<b>NOTE : 16 OTHER EXPENSES</b>		
Advertisement	0.27	0.09
Audit Fees	0.34	0.34
Bank Charges	0.87	0.38
Books & Periodicals	0.36	0.21
Certification charges	0.05	0.00
Computer Maintenance	0.18	0.73
Consultancy Fees	0.00	2.25
Conveyance Charges	0.86	0.86
Custody Charges	1.02	0.57
Electricity Charges	6.71	4.20
Filing Fees	0.50	0.93
General Expenses	4.46	2.86
Insurance Premium	0.47	0.01
Legal expenses	4.19	10.22
Listing Fees	1.00	0.00
Membership Fees	0.16	0.00
Motor Car Expenses	4.59	3.02
Office Maintenance	5.76	4.00
Postage & Telegram	0.08	0.09
Power & Fuel	1.15	0.00
Printing & Stationary	2.16	0.66
Professional Charges	2.24	1.98
Rent	0.63	0.05
Retainers Fee	0.61	0.49
Subscription	0.34	0.27
Telephone Charges	0.66	0.17
Travelling Expenses	17.45	23.88
Trade Licence	0.10	0.00
<b>TOTAL</b>	<b>57.20</b>	<b>58.28</b>

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

	As at 31.03.2017 Amount (Rs. In Lacs)		As at 31.03.2016 Amount (Rs. In Lacs)	
<b>A. Cash Flow from Operating Activity</b>				
Net Profit Before Tax & Extra Ordinary Item	(29.27)		(113.13)	
Adjustment for :				
Interest Paid	5.58		17.12	
Depreciation	-		-	
Operating Profit Before Working Capital Changes	(23.69)		(96.01)	
Adjustment for :				
Trade & Other Receivables	521.99		288.88	
Short term Borrowings	(257.45)		10.23	
Other Current Liabilities	(1,271.65)		436.37	
Advances	266.07		(611.54)	
Other Current Assets	-		(0.01)	
Trade Payable	579.95		(0.78)	
Net Cash Generated from Operation		(184.78)		27.14
<b>B. Cash Flow from Investing Activity</b>				
Purchase of Fixed Asset	-		(1.09)	
Sale of Property	1.08		-	
Sale of Investment	220.00		-	
Net Cash Generated from Investing Activity		221.08		(1.09)
<b>C. Cash Flow from Financing Activity</b>				
Interest Paid	(5.58)		(17.12)	
Long Term Borrowings	-		(51.86)	
Net Cash Generated from Financing Activity		(5.58)		(68.98)
Total Cash generated During the year (A+B+C)		30.72		(42.93)
Add: Cash Balance at the Beginning of the Year		(12.13)		30.80
Cash Balance at the End of the Year		18.59		(12.13)

1. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard - 3 on Cash Flow

As per our report of even date  
For Agarwal Gupta Nokari & Rustagi Associates.  
Chartered Accountants  
F.R. No. 310041E

Bhal Chandra Khaitan (Partner)  
Membership No. 017387

Place : Kolkata  
Date : 30.05.2017

For & on behalf of Board  
of Directors

Bimal Kumar  
Nopany  
(Managing Director)  
DIN-00694221

Shabnam  
Agarwal  
(Director)  
DIN-02428022

Lakshmikant  
Tibrawalla  
(Director)  
DIN-00423521

**17. Significant Accounting Policies****i) Basis of Preparation of Financial Statement**

The company prepares its accounts on accrual basis following the historical cost convention and on the basis of going concern in compliance with the provisions of Section 133 [Companies (Accounting Standards) Rules, 2014, as amended] and the other relevant provisions of the Companies Act, 2013.

**ii) Use of Estimates**

The preparation of the Financial Statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenditure during the period.

**iii) Fixed Assets and Work in Progress**

Except the provisions of depreciation on fixed assets for the previous year and the current year and transition to the Schedule-II of The Companies Act 2013, the Fixed Assets are stated at cost less accumulated depreciation and impairment losses determined, if any. The cost comprises the purchase price inclusive of duties (net of CENVAT Credit), taxes, incidental expenses, erection / commissioning expenses, rent paid and borrowing costs if capitalization criteria are met and directly attributable cost of bringing the assets to its working condition for the intended use.

Expenditure during construction period: Expenditure incurred on projects under implementation are treated as Pre-operative expenses pending allocation to the assets and are shown under "Capital work-in-progress". Capital work-in-progress is stated at the amount expended up to the date of Balance Sheet for the cost of fixed assets that are not yet ready for their intended use.

**iv) Investments**

Investments are either classified as current or long-term based on Management's intention at the time of purchase. Long-term investments are carried at cost less provisions for diminution recorded to recognize any decline, other than temporary, in the carrying value of each investment. Current investments are carried at the lower of cost and fair value, category wise. Cost includes acquisition charges such as brokerage, fee and duties.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

**v) Inventories**

Inventories are valued at lower of cost and net realizable value. Cost of inventory comprises of purchase price, cost of conversion and other cost that have been incurred in bringing the inventories to their respective present location and condition. Interest costs are not included in value of inventories. The cost of Inventories is computed on weighted average basis.

**vi) Revenue recognition**

Sale of goods is recognized at the time of transfer of substantial risk and rewards of ownership to the buyer for a consideration.

All other incomes are accounted for on accrual basis.

**vii) Expenses**

All the expenses are accounted for on accrual basis. Employee benefits, Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss for the year in which the related service is rendered.

**viii) Impairment of assets**

Impairment loss, if any, is recognized to the extent, the carrying amount of assets exceed their recoverable

amount. Recoverable amount is higher of, an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Impairment losses recognized in prior years are reversed when there is an indication that the impairment losses recognized no longer exist or have decreased. Such reversals are recognized as an increase in carrying amount of assets to the extent that it does not exceed the carrying amount that would have been determined (net of amortization or depreciation) had no impairment loss been recognized in previous years. After impairment, depreciation or amortization on assets is provided on the revised carrying amount of the respective asset over its remaining useful life.

ix) **Segment reporting**

Segments are identified based on the dominant source and nature of risks and returns and the internal organisation and management structure. The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. In addition, the following specific accounting policies have been followed for segment reporting:

Inter segment revenue is accounted for based on the transaction price agreed to between segments which is primarily market led.

Revenue and expenses are identified to segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses, which relate to the enterprise as a whole and are not allocable to segments on a reasonable basis, have been disclosed as "Un-allocable".

x) **Earnings per share**

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extra ordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of any extra ordinary items, if any) by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares which could be issued on the conversion of all dilutive potential equity shares.

xi) **Taxes on income**

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961. Deferred tax is recognized, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

xii) **Derivative Instruments**

As per the announcement made by the Institute of Chartered Accountants of India, Derivative contracts, other than those covered under AS-11, are marked to market on a portfolio basis, and the net loss after considering the offsetting effect of the underlying hedged item is charged to the statement of profit and loss. Net gains are ignored as a matter of prudence.

xiii) **Cash flow statement**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing flows. The cash flows from operating, investing and financing activities of the Company are segregated.

xiv) **Dues to micro and small scale business enterprises**

There are no Micro and Small Enterprises, to whom the Group owes dues, which are outstanding for more than 45 days as at 31<sup>st</sup> March, 2017. This information as required to be disclosed under the micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Group.

**xv) Cash and Cash Equivalents**

Cash and cash equivalents include cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

**xvi) Provisions, contingent liabilities and contingent assets**

Provision is recognised in respect of obligations where, based on the evidence available, their existence at the Balance Sheet date is considered probable.

A provision is recognised if, as a result of a past event, the Company has a present legal obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the balance sheet date.

Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date. Reimbursement expected in respect of expenditure to settle a provision is recognised only when it is virtually certain that the reimbursement will be received.

A Contingent Asset / Liability is not recognised in the Accounts.

**18. Notes Forming Part of Financial Statements****i) Contingent Liabilities**

a. The Company has given a guarantee to the Bank of India for cash credit facilities of Rs. 250 lacs, Working Capital Term Loan for Rs. 650 lacs and guarantee issue facility to the extent of Rs. 150 lacs sanctioned to Eastern Sugar & Industries Limited.

b. The Company has mortgaged, by way of deposit of title deeds, all immovable properties pertaining to its sugar division situated at Motihari, Champaran East, Bihar as security inter-alia for the punctual payment of Lease Rentals, Cost Compensatory and Finance Charges, expenses and other moneys payable by Eastern Sugar & Industries Limited to IDBI in respect of assistance granted under Equipment Lease Finance Scheme and Term Loan aggregating to Rs. 2625 lacs.

c. The Company had determined lease with The Eastern Sugar & Industries Ltd. in the accounting year 200506 and as per the terms and conditions of the agreement entered into with the said lessee company, all the fixed assets of the said lessee company will be acquired on deferred payment basis over a number of years by the Company at a value (to be ascertained) on the date of transfer. Such purchases shall be accounted for as and when the assets are acquired and the amount payable for such purchases/acquisition of fixed assets shall be adjusted against loans given to and other claims due from the lessee company. Contingent liability for such amount payable to the said Company for acquisition of its fixed assets has not therefore been provided in the books of the Company.

ii) There is no impairment of assets. The management expects to recover amount higher than the carrying value of fixed assets.

iii) Deferred Tax has not been recognized in the books.

iv) TDS on interest other than interest on securities, rent, salary, & fee for professional & Technical services u/s 194-A, 192 & 192-J respectively, of Income Tax Act, 1961 have not been deducted and / or deposited/deposited in time. Interest and penalty on delayed deposit if any, will be accounted for on cash basis.

v) Gratuity, Leave liabilities towards employees, bonus & income from interest on securities and other deposits are being accounted for on cash basis.

vi) Professional Taxes and Trade License Fees are accounted for on cash basis.



vii) Balance Confirmation Certificates from Debtors and Creditors are awaited from respective parties.

viii) **Segment Reporting**

The Company has operated in two segments during the period ended on 31<sup>st</sup> March 2017 and segment as per AS-17 issued by the ICAI is given below: -

**Segment Revenue, Result and Capital employed**

PARTICULARS	As at 31.03.2017 (Rs. in Lacs)	As at 31.03.2016 (Rs. in Lacs)
<b>1. Segment Revenue</b>		
Net Sale/Income from each segment (including other operating income and other income)		
(a) Sugar	—	—
(b) Construction	—	—
(c) Others	76.76	0.78
<b>TOTAL REVENUE</b>	<b>76.76</b>	<b>0.78</b>
<b>2. Segment Result</b>		
PBIT from each segment		
(a) Sugar	—	—
(b) Construction	—	—
Less:		
Interest expense	5.58	17.12
Interest income	—	—
Unallocable Income / Expenditure	(-) 23.69	(-) 96.01
<b>TOTAL PBT</b>	<b>(-) 29.27</b>	<b>(-) 113.13</b>
<b>3. Capital Employed</b>		
Segment Assets – Segment Liabilities		
(a) Sugar	7243.63	7272.89
(b) Construction	1474.57	1474.57
<b>TOTAL</b>	<b>8718.20</b>	<b>8747.46</b>

**ix) Related Party Disclosures**

**a) Associated Companies**

Nopany Investments Pvt. Ltd.  
Shruti Ltd.  
Eastern Sugar & Industries Ltd.

**Key Managerial Personnel:**

**Directors of the Company**

**b) Loans due towards related parties:**

**Amount (Rs. in lacs) as on**

	31.03.2017	31.03.2016
Nopany Investments (P) Ltd.	496.42	230.50
Shruti Limited	1012.90	112.88



## c) Other Payables:

Amount (Rs. in lacs) as on

	31.03.2017	31.03.2016
Eastern Sugar & Industries Ltd.	37.90	86.08

## i) Remuneration to key managerial personnel

Mr. Bimal Kumar Nopany

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## x) DISCLOUSER ON SPECIFIED BANK NOTES

During the year, the Company had specified Ban Notes (SBNs) or other denomination notes as defined in the MCA notification G.S.R. 308(E) dated March, 31, 2017. The details of SBNs held and transacted during the period from November 8, 2016 to December 30, 2016 the denomination-wise SBNs and other notes as per the notification are as follows:

(Amount in Rs.)

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	6,35,000	3,274.00	6,38,274
(+) Permitted receipts	--	4,34,000	4,34,000
(-) Permitted payments	--	1,23,715	1,23,715
(-) Amount deposited in Banks	6,35,000	--	6,35,000
Closing cash in hand as on 30.12.2016	-	3,13,559	3,13,559

## xi) Basis for Calculation of Basic and Diluted Earnings per share in terms of Accounting Standard-20 is as under

Amount (Rs. in lacs)

	31.03.2017	31.03.2016*
Profit After Tax as per Profit & Loss Account	(-) 29.27	(-) 113.13
Weighted Average No. of Equity Shares	185	185
Basic & Diluted Earnings per Share	(-) 0.16	(-) 0.61

xii) \*The Current Year's figures are for a period of 12 months and previous years figure are for a period of 9 months so not comparable to that extent.

xiii) Figure's of Previous Year have been re-arranged and re-grouped, where ever considered necessary.

As per our report of even date

For Agarwal Gupta Nokari & Rustagi Associates.

Chartered Accountants

F.R. No. 310041E

Bhal Chandra Khaitan (Partner)

Membership No. 017387

Place : Kolkata

Date : 30.05.2017

For & on behalf of Board  
of Directors

Bimal Kumar  
Nopany  
(Managing Director)  
DIN-00694221

Shabnam  
Agarwal  
(Director)  
DIN-02428022

Lakshmikant  
Tibrawalla  
(Director)  
DIN-00423521





## M/S SHREE HANUMAN SUGAR & INDUSTRIES LIMITED

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

Phone : 2282 1169 (4 Lines) 2282 1183 (2 Lines) Fax : (033) 2282 1187/1188

E-mail: shsil@nopany.in/info@hanumansugar.com, website : www.hanumansugar.com

CIN: L15432WB1932PLC007276

### 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 Member/ Proxy in full

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I/we hereby record my/our presence at the 87th Annual General Meeting of the Company being held on **FRIDAY, the 15TH SEPTEMBER, 2017 at 10.30 A.M.** at the **BHARATIYA BHASHA PARISHAD, 36A, SHAKESPEARE SARANI, KOLKATA-700017.**

Please (✓) in the box

☐

MEMBER

☐

PROXY

\_\_\_\_\_  
Signature of Member / Proxy





## M/S SHREE HANUMAN SUGAR & INDUSTRIES LIMITED

Regd. Office : Chandra Kunj', 4th Floor, 3 Pretoria Street, Kolkata – 700 071  
 Phone : 2282 1169 (4 Lines) 2282 1183 (2 Lines) Fax : (033) 2282 1187/1188  
 E-mail: shsil@nopany.in/info@hanumansugar.com, website : www.hanumansugar.com  
 CIN: L15432WB1932PLC007276

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

### PROXY FORM

Name of the member(s): \_\_\_\_\_

Registered address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Folio No/ Client Id: \_\_\_\_\_

DP ID: \_\_\_\_\_

I/We, being the member (s) of ..... shares of the above named company, hereby appoint:

#### 1. Name: & Address:

E-mail Id:

Signature:....., or failing him

#### 2. Name: & Address:

E-mail Id:

Signature:....., or failing him

#### 3. Name: & Address:

E-mail Id:

Signature:.....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 87th Annual general meeting of the company, to be held on FRIDAY, the 15TH SEPTEMBER 2017 At 10.30 A.M. at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4th Floor, Kolkata-700017 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	For	Against
1 To consider and adopt the Audited Financial Statements of the company for the F.Y. ended 31.03.2017		
2 To Re-appointment of Mr. R. K. More as Director, who retires by rotation		
3. To ratify the appointment of M/s. Agarwal Gupta Nokari & Rustagi Associates, Chartered Accountants as auditors of the Company.		
4 To Re-appointment of Mr. B. K. Nopany as Managing Director		

Signed this..... day of..... 20.....

Signature of shareholder

Signature of Proxy holder(s)

Affix  
Revenue  
Stamp

[Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.]