



EASTERN SUGAR & INDUSTRIES LIMITED

ANNUAL REPORT 2016-17

CHAIRMAN

Bimal Kumar Nopany

DIRECTORS

S. J. Goswami - Whole Time Director

R. C. Jha

C. K. Garodia

R. Vaswani

REGISTERED OFFICE :

Hanuman Sugar Mills

P.O. Motihari

Dist. East Champaran

Bihar - 845 401

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. Saraf Manoj & Co.

Chartered Accountants

14/2 Old China Bazar Street

Bikhanchand Market,

4th Floor, Room No. 417

Kolkata 700 001



NOTICE

Notice is hereby given that the Annual General Meeting of the Members of **EASTERN SUGAR & INDUSTRIES LIMITED** will be held on **MONDAY, THE 18th September, 2017 AT 12.00 P.M.** at the Registered Office of the Company at **HANUMAN SUGAR MILLS, P.O. MOTIHARI, DIST. EAST CHAMPARAN, BIHAR-845401** 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 31st March, 2017 and the reports of the Board of Directors (the Board) and the Auditors thereon.
2. To appoint Director in place of Mr. B. K. Nopany, who retire by rotation and is eligible for re-appointment.
3. In term of section 139 of the Companies Act, 2013, the term of M/s. Vivek Jaiswal & Co., Chartered Accountants, the current Statutory Auditor of the Company, will end at the conclusion of the AGM of the Company

The Board recommended that M/s Saraf manoj & Co. Chartered Accountants (Firm Registration 323473E), to be appointed as the Statutory Auditor of the Company, for a term of 5 years commencing from the conclusion of this Annual General Meeting (AGM) to the conclusion of the fifth consecutive Annual General Meeting (subject to ratification of the appointment by the members at every AGM held after this AGM) and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the audit committee of the Board in consultation with the auditors

SPECIAL BUSINESS

4. Appointment of Ms. Ratna Vaswani as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 27(1) of the Listing Regulation, Ms. **Ratna Vaswani** (DIN: 02657363), an Independent Director of the Company since 22/06/2017, be and is hereby appointed as Independent Director of the Company to hold office for a term ending on June 21, 2022.”

Place : Kolkata
Dated : 30th May 2017

By order of the Board
For **Eastern Sugar & Industries Limited**
Bimal Kumar Nopany
Chairman



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 authorizing 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 Register of Members and Share Transfer Books of the company will remain closed from 12.09.2017 to 18.09.2017 (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 Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report for 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.easternsugar.in 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 ensuing 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 Friday, 15th September, 2017 and ends at 5:00 p.m. on Sunday, 17th 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 11th 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 with a copy marked to 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
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(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 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.

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 11th 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. 11th September, 2017, may obtain the login ID and password by sending a request at



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 or contact NSDL at the following toll free no.: 1800-222-990.

19. The scrutinizer shall, after the conclusion of the AGM, first count the votes cast at the meeting and thereafter unlock the votes cast through remote e-voting in the presence of at least 2(Two) witnesses not in the employment of the Company. The Scrutinizer shall, within a period not more than three days from the conclusion of the AGM, prepare a consolidated Scrutinizers' Report of the votes cast in favour or against, if any, and submit to the Chairman or any person authorized by him in writing, who shall countersign the same and declare the results of voting.
20. The results so declared along with the Scrutinizer's Report shall be placed on the Website of the Company and CDSL subject to the receipt of the requisite number of votes, the resolution set out in the Notice shall be deemed to be passed on the date of the Annual General Meeting. The results shall also be forwarded to the Stock Exchanges at Company's Shares are listed.

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

Re.: Item No. 4 - Appointment of Ms. Ratna Vaswani as an Independent Director

Ms. Ratna Vaswani, aged about 41 years, is a Bachelor of Arts, Kolkata and takes keen interest in various social issues facing the society. She has since her early years also been interested in contributing to corporate growth and sustainability.

Considering the legal requirement of Section 149 of the Companies Act, 2013 read with Rule 4 of The Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 27 of the Listing Regulation stipulating appointment of a woman director on the Board it is proposed to appoint Ms. Ratna Vaswani as an Independent Director.

The Directors are of the opinion that appointment of Ms. Ratna Vaswani as an Independent Director would be in the interest of the Company and recommend passing of the Resolution. None of the Directors / Key Managerial Personnel of the Company, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolutions at Items No. 4 for the approval by the shareholders of the Company.

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

Particulars	Mr. B. K. Nopany	Ms. Ratna Vaswani
Date of Birth	26/04/1943	22/02/1976
Date of Appointment	30/06/1995	22/06/2017
Qualifications	B.Com	B.A.
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.	Social Activist & interested in Contributing to corporate Growth & Sustainability
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. Nopany Marketing Co.pvt Ltd 2. Ganpati Cement Pvt Ltd. 3. Shree Hanuman Services Pvt. Ltd.
Memberships Chairmanships of committees of other companies (includes only Audit Committee and Shareholders/Investors Grievance Committee)	1. Shree Hanuman Sugar & Industries Limited	NIL
Number of shares held in the Company	402865	NIL

Registered Office:
Hanuman Sugar Mills
P.O. Motihari, Dist. East Champaran
Bihar 845 401
E-mail: esil@nopany.in
CIN: L15421BR1964PLC006630
Date: 30th May 2017

By Order of the Board
For **EASTERN SUGAR & INDUSTRIES LIMITED**
Bimal Kumar Nopany
Chairman



DIRECTORS' REPORT

TO
THE MEMBERS

Your Directors have pleasure in presenting the Annual Report and the Audited Accounts of the Company for the financial year ended 31st March 2017

FINANCIAL RESULTS	(Rs. in lacs) <u>2016-17</u>	(Rs. in lacs) <u>2015-16</u>
Sales & Other Income	----	----
Profit/(Loss) before Interest, Depreciation and Tax	(13.82)	(14.77)
Less: Depreciation	----	----
	-----	-----
Profit / (Loss) before tax	(13.82)	(14.77)
Less, Provision for tax	----	----
	-----	-----
Profit after tax	(13.82)	(14.77)
Add: Balance brought forward from previous year	909.75	924.52
	-----	-----
Profit available for appropriation	895.93	909.75
	=====	=====
Balance carried to Balance Sheet	895.93	909.75
	=====	=====

PERFORMANCE:

No Income, during the year under review, Profit/(Loss) after Tax amounting to Rs. (13.82) lacs as against (14.77) lacs in the previous financial year.

Directors have been actively considering entering in to new activities for increasing company's business.

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.

FIXED DEPOSITS:

During the year under review, the Company has not accepted public deposits under section 58-A of the Companies Act, 2013



DIRECTOR'S RESPONSIBILITY STATEMENT

Your Directors confirm that:

- i. In the preparation of the Annual Accounts for the year ended 31st 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. B. K. Nopany (DIN: 00694221) retire by rotation at the conclusion of ensuing Annual General Meeting and being eligible offer themselves for re-appointment.
- Mr. Davis Younge Manawwar (DIN: 02924559) due to some personal reason resigned from the post of Directorship of the Company w.e.f 22.06.2017
- Ms. Ratna Vaswani (DIN: 02657363) has been appointed as an Independent Director w.e.f 22.06.2017
- Ms. Priyanka Mundhara (PAN: BSTPM2263D) has been appointed as Company Secretary and Compliance Officer of the Company w.e.f 22.06.2017

AUDITORS:

In term of section 139 of the Companies Act, 2013, the term of M/s. Vivek Jaiswal & Co., Chartered Accountants, the current Statutory Auditor of the Company, will end at the conclusion of this AGM of the Company

The Board recommended that M/s Saraf Manoj & Co., Chartered Accountant (Firm Registration 323473E) to be appointed as the Statutory Auditor of the company, for a term of 5 years commencing from the conclusion of this Annual General Meeting (AGM) to the conclusion of fifth consecutive Annual General Meeting (subject to ratification of the appointment by the members at every AGM held after this AGM) and that the Board of Directors be and are hereby authorised to fix such remuneration as may be determined by the audit committee of the Board in consultation with the auditors.

Notes forming part of accounts, which are specifically referred to by the Auditors in their report, are self explanatory and, therefore, do not call for any further comments.

SECRETARIAL AUDITORS & REPORT

Your Company appointed CS Meena Chowdhary, Practising Company Secretary, (Membership No. -