



ANNUAL REPORT 2013

SHREE HANUMAN SUGAR & INDUSTRIES LIMITED

CHAIRMAN CUM MANAGING DIRECTOR

Shri Bimal Kumar Nopany

DIRECTORS

Shri Raj Kumar More — *Whole Time Director*

Shri Lakshmikant Tibrawalla

Ms Pratima Srivastava

Ms Shabnam Agarwal

Shri Ashok Kumar Sinha

COMPANY SECRETARY & COMPLIANCE OFFICER

Shri Ramesh Kr. Didwania

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.

6, Mangoe Lane

Kolkata 700 001

Phone: (033) 2248-2248/2243-5029

Fax: (033) 2248-4787

STATUTORY AUDITORS

M/s. Jainsarawgee & Co.

Chartered Accountants

&

M/s Bharat D. Sarawgee & Co.

Chartered Accountants

32A, Chittaranjan Avenue,

Trust House (2nd Floor)

Kolkata-700 012

BANKERS

Andhra Bank

Bank of Baroda

Axis Bank

SHREE HANUMAN SUGAR & INDUSTRIES LIMITED

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

NOTICE

NOTICE is hereby given that the 83rd Annual General Meeting of the Members of Shree Hanuman Sugar & Industries Limited will be held on Saturday, the 30th Day of November, 2013 at 11.00 A.M. at the Registered Office of the Company at 'Chandra Kunj', 3, Pretoria Street, 4th Floor, Kolkata – 700071 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 30th June, 2013 together with Statement of Profit & Loss for the year ended on that 'date, and the reports of the Directors and the Auditors thereon.
2. To declare dividend.
3. To appoint a Director in place of Ms. Pratima Srivastava, who retires by rotation and is eligible for re-appointment.
4. To appoint a Director in place of Mr. Lakshmikant Tibrawalla, who retires by rotation and is eligible for re-appointment.
5. To appoint M/s Jainsarawgee & Co. and M/s Bharat D. Sarawgee & Co. as Joint Auditors and to fix their remuneration.

SPECIAL BUSINESS:

Appointment of Ms Shabnam Agarwal as Director

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

"RESOLVED THAT Ms. Shabnam Agarwal, who was appointed as an Additional Director of the Company by the Board of Directors and who holds office upto the date of the Annual General Meeting in terms of Section 260 of the Companies Act, 1956 and in respect of whom the company has received a notice under Section 257 of the Companies Act, 1956 proposing his candidature for office of Director, be and is hereby appointed a Director of the Company, liable to retire by rotation".

Place : Kolkata

Date : 31st October, 2013

By order of the Board

SHREE HANUMAN SUGAR & INDUSTRIES LIMITED

(B. K. NOPANY)

Chairman cum Managing Director

NOTES:

1. Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956 is annexed hereto and form part of this Notice
2. **A member entitled to attend and vote at the Meeting is also entitled to appoint one or more proxies to attend and vote instead of himself and the proxy need not be a member of the Company.**
3. **Proxies in order to be effective must be received by the Company at least 48 hours before the time of the Meeting.**

4. The Register of Members and Share Transfer Book of the Company will remain closed from 25th November to 30th November, 2013 (both days inclusive).
5. The Members are requested to intimate change in their address, if any, quoting their registered Folio No.
6. Members are requested to furnish/update details of their Bank Account to the Company/Registrar & Transfer Agents/Depository Participants to enable the Company to print the same on the dividend warrants/to avail of ECS facility, whatever applicable.
7. The Members are requested to bring their copies of Annual Report to the Meeting, as the same will not be redistributed at the venue of Annual General Meeting.
8. The Members attending the General Meeting are requested to bring enclosed attendance slip, duly filled in.
9. Members, who hold shares 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.
10. The dividend as recommended by the Board of Directors if declared at this Annual General Meeting will be payable on or after 30th November, 2013
 - a. To those shareholders whose names appear on the Company's Register of Members after giving effect to all valid transfers in physical form lodged with the Registrar & Transfer Agents (R&T Agents) of the Company on or before 25th November, 2013.
 - b. In respect of shares held in electronic form, to those "deemed members" whose names appear in the statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the end of the business hours on 30th November, 2013.
11. Consequent upon the introduction of section 109A of the Companies Act, 1956, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form No. 2B in duplicate (which will be made available on request) to the R&T Agents of the Company.
12. Pursuant to the provisions of section 205A (5) of the Companies Act, 1956, dividends for the financial year ended 31st March, 1995 and thereafter, which remain unclaimed in the unpaid dividend account for a period of seven years from the date of transfer of the same, will be transferred to the Investor Education and Protection Fund established by the Central Government. Shareholders, who have not encashed their dividend warrants(s) so far for the financial year ended 30th June, 2006 or any subsequent financial years, are requested to make their claim to the R&T Agents of the Company. According to the provisions of the Act, no claims shall lie against the said Fund or the Company for the amounts of dividend so transferred nor shall any payment be made in respect of such claims.
13. As per SEBI directive, shares of all the Companies have to be traded compulsorily in dematerialized form by all investors, the Company has appointed M/s Maheshwari Datamatics Pvt Ltd, 6, Mangoe Lane, 2nd Floor, Kolkata – 700001 as common agency to act as Registrars for the purpose of electronic connectivity for effecting dematerialization of shares as well as for transfer of physical shares.
14. As required by Securities and Exchange Board of India (SEBI) vide its Circular, the Shareholders are requested to furnish a copy of the PAN Card to the Company/Registrar & Share Transfer Agents while sending shares held in physical form for transfer, transmission, transposition and deletion of name of deceased shareholders(s).

INFORMATION REQUIRED TO BE FURNISHED UNDER CLAUSE 49 OF THE LISTING AGREEMENT IN RESPECT OF DIRECTORS BEING APPOINTED/RE-APPOINTED

Name : **Ms. Pratima Srivastava**
 Date of Birth : 2nd October, 1956.
 Qualification : Post Graduate in Economics, Business Management and studied finance at New York University.
 Profession : Financial Consultant
 Expertise : In the field of finance with publicity/marketing & sales.
 Other Directorships : i) Jiwnani Finvest Pvt. Ltd.
 ii) OPS Solution Pvt. Ltd.
 iii) Vishvam Exports Ltd.
 iv) Champaran Agri Park Pvt. Ltd.
 Shareholding in the Company : 25,000

Name : **Mr. Lakshmikant Tibrawalla**
 Date of Birth : 3rd August, 1943
 Qualification : B. Com.
 Profession : Business
 Expertise : Commerce & Industry
 Other Directorships : i) Shree Milk & Food Industries Ltd.
 ii) Gunpa Troy Pvt. Ltd.
 iii) Pure Coke Ltd.
 iv) Rock Fort Pvt. Ltd.
 v) Chengmari Tea Co. Ltd.
 vi) Mica Pvt. Ltd.
 vii) Sanskriti Holdings Pvt. Ltd.
 viii) Shree Shyam Coal Co. Ltd.
 ix) International Belting Ltd.
 x) International Conveyors Ltd.
 xi) Zenox Trdg & Mfg Pvt. Ltd.
 xii) Goel Fintrade Pvt. Ltd.
 xiii) Kedco Processors Pvt. Ltd.
 Shareholding in the Company : Nil

Name : **Ms. Shabnam Agarwal**
 Date of Birth : 9th July, 1969
 Qualification : Bachelor in Physiotherapy, Phd
 Profession : Physiotherapist
 Expertise : Administration
 Other Directorships : Super Scans & Systems Pvt. Ltd.
 Shareholding in the Company : 130,000 Equity shares

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

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

Ms. Shabnam Agarwal was co-opted as an Additional Director in the Board Meeting held on 09.09.2013 and holds office upto the date of Annual General Meeting. The Company has received a notice in writing under section 257 of the Companies Act, 1956 from a member alongwith requisite deposit, signifying his intention to propose the name of Mr. Sinha as a candidate for the office of Director of the Company. Mr. Sinha aged about 70 years has approx 41 years' experience to his credit. The Board considers it desirable that the Company should continue to avail services of Mr. Sinha as a Director of the Company and accordingly recommends this resolution for your approval.

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

Place : Kolkata

Date : 31st October, 2013

By order of the Board

SHREE HANUMAN SUGAR & INDUSTRIES LIMITED

(B. K. NOPANY)

Chairman cum Managing Director

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

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

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

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

DIRECTORS' REPORT TO THE MEMBERS

Dear Shareholders,

Your Directors have pleasure in presenting their 83rd Annual Report along with the Audited Accounts of the Company for the financial year ended 30th June, 2013:

FINANCIAL RESULTS

	(Rs. in Lacs)	
	2012-13	2011-12
Sales & Other Income	2804.61	2941.89
Profit before Interest, Depreciation and Tax	907.48	1026.88
Less Interest	9.97	34.36
Depreciation	555.93	445.60
Profit/(Loss) before tax	341.59	546.92
Less: Provisions for Tax	3.15	115.00
Profit/(Loss) after tax	338.44	431.92
Add/Less: Balance brought forward from previous year	435.36	1059.60
Profit available for appropriation	773.80	1491.52

APPROPRIATIONS:

Dividend (including Tax)	64.94	56.16
Transfer to General Reserve	—	1000.00
Transfer to Special Reserve	211.48	—
Balance carried to Balance Sheet	497.38	435.36

PERFORMANCE:

Total Income, during the year under review, stood at Rs. 2804.61 lacs as against Rs. 2941.89 lacs in the previous financial year 2011-12. Profit before Interest, Depreciation and Tax stood at 32.36%, showing a marginal fall from 34.91%. Profit after Tax amounting to Rs. 338.44 lacs also showed marginal fall from 14.68% to 12.07%, when compared to Rs. 431.92 lacs in the previous financial year.

During the year under review, production at Company's Sugar Mill at Motihari, Bihar, which was inoperative during the entire financial year 2011-12 as reported previously, stood at 25956 Quintals. However, the Mill could not run at the desired level in the absence of need-based working capital funds as well as some technical break-downs.

The Management of the Company have been putting its best efforts for raising funds to meet working capital as well as capital expenditure requirements for up-gradation and repairing work

DIVIDEND:

Your directors are pleased to recommend a dividend @ 3% for the financial year 2012-13 i.e., Rs. 0.30 per equity share of Rs. 10/- each, for your approval. The Proposed dividend, if approved at the ensuing Annual General Meeting, would result in appropriation of Rs. 64.94 lacs (including Corporate Dividend Tax of Rs. 9.44 lacs) out of the profits.

COMMENCEMENT OF SUGAR MANUFACTURING ACTIVITIES AND FUTURE PROGRAMMES:

As reported in the previous reports, 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 provided need-based funds for capital expenditure and working capital requirements are made available to the Company.

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 under review, sale of construction rights stood at Rs. 1367.85 lacs compared to Rs. 741.15 lacs during the previous financial year 2011-12.

The Company has not undertaken any major construction project. Presently, it has very small construction activities which include purchase and sale 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.

DIRECTORS:

Mr. Lakshmikant Tibrawalla and Ms Pratima Srivastava retire by rotation at the conclusion of ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

Mr. SubbaRaoPeteti resigned from directorship of the Company during w.e.f. 19.06.2013. The Board put on records its appreciation for the valuable guidance received from them during their directorship.

Pursuant to provisions of 260 of the Companies Act, 1956 and Articles of Association of the Company, MsShabnamAgarwalwas appointed as Additional Director of the Company with effect from 9.9.2013. She will hold office upto the date of the ensuing Annual General Meeting. The Company has received notices on writing from members proposing his candidature for the office of Director, liable to retire by rotation. Brief resume of the Directors proposed to be re-appointed, as stipulated under clause 49 of the Listing Agreements with the Calcutta Stock Exchange Ltd. are provided in the Notice forming part of this Annual Report.

AUDITORS:

The Auditors of the company M/s Jainsarawgee & Co. & M/s Bharat D. Sarawgee & Co., Chartered Accountants, hold office until the conclusion of the ensuing Annual General Meeting and are recommended for re-appointment. Certificate from Auditors has been received to the effect that their appointment, if made, would be within the limit prescribed under section 224(1B) of the Companies Act, 1956.

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.

FIXED DEPOSITS:

During the year under review, the Company has not accepted public deposits under section 58-A of the Companies Act, 1956.

ISSUE AND ALLOTMENT OF 25,00,000 EQUITY SHARES ON PREFERENTIAL BASIS:

During 25,00,000 equity shares, in aggregate, of Rs. 10/- each, on preferential basis, to the holders of 2,00,000 17% Unsecured Redeemable Non-convertible Debentures of the Company (hereinafter referred to as 'the said Debentures'), in the ratio of 25 (Twenty Five) Equity Shares of Rs. 10/- each for 2 (Two) Debentures of Rs. 100/- each held by them, at an issue price of Rs. 16.05 per equity share, including premium of Rs. 6.05 per equity share, the consideration for which was paid by way of extinguishment of liability towards the said Debentures aggregating to Rs. 200 lacs and balance by way of payment in cash.

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 30th June, 2013, 13598834 equity shares representing 73.51% of your Company's Equity Share Capital have been de-materialised.

LISTING AT STOCK EXCHANGE:

The Shares of the Company are listed on The Calcutta Stock Exchange Ltd., Kolkata.

STATUTORY INFORMATION:

- In view of no employee of the Company having drawn remuneration as prescribed in section 217(2A) of the Companies Act, 1956 or in the rules made pursuant to the same, during the Financial Year under review, particulars of the employees pursuant to the said provisions are not required to be given.
- The information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required under section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 is given as per 'Annexure A' and forms part of the Directors' Report.
- Certificate received from the Auditors of the Company regarding Compliance of conditions of Corporate Governance, as required under clause 49 (VII) of the Listing Agreement, is annexed and forms part of this report.
- As required under 49 IV (F) of the Listing Agreement, Management Discussion and Analysis Report is annexed and forms part of this report.

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to provisions of section 217 (2AA) of the Companies Act, 1956, your Directors confirm that:

- I. In the preparation of the Annual Accounts for the year ended 30th June, 2013, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- II. The Directors have selected such accounting policies and applied them consistently and made judgements 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