



ANNUAL REPORT 2018-2019

DIRECTORS

Raj Kumar More - Whole Time Director
Lakshmikant Tibrawalla
Pratima Srivastava
Shabnam Agarwal

CHIEF EXECUTIVE OFFICER

Bimal Kumar Nopany

CHIEF FINANCIAL OFFICER

Om Prakash Lundia

COMPANY SECRETARY

Khushboo Doshi

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. Saraf Manoj & Co.
Chartered Accountants
Tobacco House
1, Old Court House Corner
Suite No. 519, 5th Floor
Kolkata 700 001

BANKERS

Andhra Bank
Bank of Baroda
Axis Bank



NOTICE

NOTICE is hereby given that the 89th Annual General Meeting of the Members of **SHREE HANUMAN SUGAR & INDUSTRIES LIMITED** will be held on **WEDNESDAY, the 25TH SEPTEMBER, 2019** at **11.30 A.M.** at the **Chandra Kunj, 3 Pretoria Street Kolkata 700071** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 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 appoint auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the 94th AGM and to fix their remuneration and to pass the following resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013, M/s. Saraf Manoj & Co., (Firm Registration No. 323473E) be and is hereby appointed as the Statutory Auditors of the Company for a term of five consecutive years commencing from the financial year ending March 31, 2020 to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 94th Annual General Meeting of the Company and the Board of Directors be and is hereby authorized to fix their remuneration plus other applicable expenses in connection with Statutory Audit and/or continuous audit and such other remuneration, as may be decided to be paid by the Board/Committee of the Board for performing duties if any other than those referred to hereinabove and the remuneration so fixed may be paid at such intervals during the year as may be decided by the Board/Committee of the Board.”

Registered Office:
Chandra Kunj, 4th Floor
3 Pretoria Street, Kolkata 700 071
CIN L15432WB1932PLC007276
E-mail: info@hanumansugar.com
30th July 2019

By Order of the Board
For **SHREE HANUMAN SUGAR & INDUSTRIES LIMITED**
L.K. Tibrawalla
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 Thursday, 19th September, 2019 to Wednesday, 25th September, 2019 (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 2018-19 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 2018-19 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 2018-19 will also be available on the Company's website www.hanumansugar.com for their download.

18. Location of the venue of AGM is opposite of Gyan Manch (Abhinav Bharti School) near Theater Road, Kolkata. More details of venue is given on the website at <http://www.hanumansugar.com/public-announcement.html>

19. 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 89th 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 9:00 a.m. on Sunday, 22nd September, 2019 and ends at 5:00 p.m. on Tuesday, 24th September, 2019.** During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2019, 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

(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 18th September, 2019.

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. 18th September, 2019, 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.

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 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.

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

Particulars	Mr. R. K. More
Date of Birth	15/08/1944
Date of Appointment	18/05/1998
Qualifications	M.Com & L.L.B.
Expertise in specific functional areas	Commercial Finance & Legal
Directorships held in other companies, LLP (excluding foreign companies)	1. Shree Milk & Food Industries Limited 2. Shruti Spinners Ltd 3. Shruti Ltd.
Memberships Chairmanships of committees of other companies (includes only Audit Committee and Shareholders/Investors Grievance Committee)	NIL
Number of shares held in the Company	NIL

Registered Office:
Chandra Kunj, 4th Floor
3 Pretoria Street, Kolkata 700 071
CIN L15432WB1932PLC007276
E-mail: info@hanumansugar.com
30th July 2018

By Order of the Board
For **SHREE HANUMAN SUGAR & INDUSTRIES LIMITED**
L.K. Tibrawalla
Director

DIRECTORS' REPORT TO THE MEMBERS

Dear Shareholders,

Your Directors have pleasure in presenting their 89th Annual Report along with the Audited Accounts of the Company for the financial year ended 31st March, 2019

FINANCIAL RESULTS	(Rs. in Lacs) 2018-19	(Rs. in Lacs) 2017-18
Sales & Other Income	129.33	594.73
Profit/(Loss) before Interest, Depreciation and Tax	(79.47)	(33.54)
Less Interest	-	-
Profit/(Loss) before tax	(79.47)	(33.54)
Less: Provisions for Tax	-	-
Profit/(Loss) after tax	(79.47)	(33.54)
Add/Less: Balance brought forward from previous year	298.85	332.39
Profit available for appropriation	219.38	298.85
Balance carried to Balance Sheet	219.38	298.85

OVERVIEW:

Total Income, during the year under review, stood at Rs. 129.33 lacs as against Rs. 594.73 lacs in the previous financial year 2017-18. Loss after Tax amounting to Rs. 79.47 lacs as against Rs. 33.54 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.

The Company has not undertaken any major construction project. Presently, it has very small construction activities which mainly included 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:

Your Directors do not recommend any dividend for the year in view of net loss.

TRANSFER TO RESERVE

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

DEPOSITS

During the year under review, the Company has not accepted any deposits from the public and that as at the end of the year there were no outstanding deposits under Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

**INTERNAL FINANCIAL CONTROL**

The Company has in place adequate internal financial controls with respect to financial statements. The policies and procedures adopted by the Company ensure prevention and detection of frauds and errors, accuracy and completeness of the records and timely preparation of reliable financial statements. No Reportable material weakness in the design or operation was observed during the year.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the financial year under review –

a) there was no changes in among the directors of the Company;

b) Ms. Khushboo Doshi (PAN-AAVPL0437B) was appointed as a Company Secretary of the Company w.e.f. 14.08.2018.

Mr. R. K. More (DIN: 00119618), Director of the Company retire by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment.

Additional information, pursuant to the Listing Regulations, in respect of Directors seeking appointment/re-appointment is given in the AGM Notice of the Company.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received declaration from all the Independent Directors of the Company, confirming that they meet the criteria of independence, as prescribed under the Companies Act, 2013 and the Listing Regulations.

PERFORMANCE EVALUATION

The Company has framed the criteria for performance evaluation of Independent Directors, the Board, the Board Committees and other individual Directors.

Criteria for performance evaluation of the Chairman & Managing Director, Executive Director and Non-Independent Director have also been framed.

The criteria for performance evaluation of Directors among others includes factors such as preparation, participation, engagement, personality and conduct, value addition, strategic planning and vision, team spirit and consensus building, leadership quality, understanding and focus on key business issues, independent thinking and judgment, quality of analysis, experience and business wisdom, management qualities, awareness, motivation, integrity, ethics and receptivity. The criteria for evaluating the Board's functioning/effectiveness inter alia includes its structure, strategic review, business performance review, internal controls, process and procedures.

On the basis of the criteria framed, a process was followed by the Board for evaluating the performance of individual Directors, its own performance and its Committees. The Nomination and Remuneration Committee also evaluated the performance of every individual Director. The Independent Directors in their separate Meeting also carried out the performance evaluation of the Chairman & Managing Director, Executive Director and other non-independent Director as well as the Board of the Company. The Directors expressed overall satisfaction on the performance and functioning of the Board, its Committees and the Directors.

FAMILIARISATION PROGRAMMES

The details of programmes to familiarise the Independent Directors with the Company, their roles, rights,

responsibilities in the Company, nature of the industry in which the Company operates, business model/procedures/processes of the Company, etc. through various programmes are put on the website of the Company and can be accessed at the link: <http://www.hanumansugar.com>

NUMBER OF MEETINGS OF BOARD OF DIRECTORS:

During the Financial Year 2018-19, the Company held seven Meetings of the Board of Directors. The details of the Meetings and attendance of each of the Directors there at are provided in the Report on Corporate Governance forming part of the Annual Report. The maximum gap between any two consecutive Board Meetings did not exceed 120 days.

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 terms of reference of the Committee have been provided in the Corporate Governance Report.

SHAREHOLDERS GRIEVANCE COMMITTEE:

The Shareholders' Grievance Committee comprises off our 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 terms of reference of the Committee have been provided in the Corporate Governance Report.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination & Remuneration Committee comprised of three members, viz., Mr. L. K. Tibrawalla as Chairman and Ms. Shabnam Agarwal and Ms. Pratima Srivastava as member. The terms of reference of the Committee have been provided in the Corporate Governance Report.

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, has formulated the Nomination and Remuneration Policy, which contains the matters with regard to criteria for appointment of Directors and determining Directors' independence and policy on remuneration for Directors, Senior Managerial Personnel and other employees, and the same may be accessed at the Company's website at the link: <http://www.hanumansugar.com>

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis is a part of the Annual Report.

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 3 and 8 to the Financial Statement.

CONTRACT AND ARRANGEMENT WITH RELATED PARTIES:

All contracts or arrangements with related parties entered into or modified during the financial year were 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 Act, 2013



Your Directors draw attention of the members to Note 11 to the financial statement which sets out related party disclosures.

INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY

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

VIGIL MECHANISM:

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism of reporting illegal or unethical behaviour. In compliance with the provisions of Section 177(9) of the Companies Act, 2013 and the Listing Regulations, 2015, the Company has in place a Whistle Blower Policy for its Directors and Employees to report concerns about unethical behaviour, actual or suspected fraud or violation of applicable laws and regulations and the Company's Codes of Conduct. The concerns may be reported to the Audit Committee through the Nodal Officer and, in exceptional cases, may also be reported to the Chairman of the Audit Committee. The confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice.

The Whistle Blower Policy may be accessed on the Company's website at the link: <http://www.hanumansugar.com>

CORPORATE GOVERNANCE:

The Company adheres to good governance practices. Corporate Governance at the Company extends to all stakeholders and is embodied in every business decision. The Company places prime importance on reliable financial information, integrity, transparency, empowerment and compliance with the law in letter and spirit. While Management Discussion and Analysis Report that is an annexure to the Directors' Report, the Corporate Governance Report and the Certificate from the Auditors of the Company confirming compliance of the conditions of Corporate Governance are annexed hereto and form a part of the Directors' Report.

There is a conscious effort to ensure that the values enshrined in the Codes of Conduct for the Directors and Senior Management Personnel and the Employees respectively, are followed in true spirit across all levels of the Company.

EXTRACT OF ANNUAL RETURN:

An extract of Annual return as on the financial year ended on March 31, 2019 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.

AUDITORS AND AUDITOR'S REPORT:

In accordance with the provisions of section 139 of the act, the company had appointed M/s. Agarwal Gupta Nokari & Rustagi Associates, Chartered Accountants, at the Annual General Meeting of the Company, held in 2014, to hold such office for a period of five years till the conclusion of the sixth Annual General Meeting to be held thereafter at a remuneration as may be fixed by the Board of directors of the Company. However, M/s. Agarwal Gupta Nokari & Rustagi Associates resigned in September, 2018.

In order to fill-up the casual vacancy, pursuant to provisions of Section 139(8) of the Companies Act, 2013 the Board of Directors, upon recommendation of its Audit Committee and subject of the approval of the Shareholders of the Company, appointed M/s.Saraf Manoj & Co. (Firm Registration No.323473E), Chartered Accountants, as Statutory Auditors to hold office up to the date of ensuing Annual General Meeting.

On recommendation of the Audit Committee of the Board of Directors of the Company, M/s.Saraf Manoj & Co., Chartered Accountants (Firm Registration No. 323473E) are proposed to be appointed as Statutory Auditors of the Company for a term of five consecutive years i.e. from the conclusion of ensuing AGM until the conclusion of AGM of the Company to be held in the year 2024. They have signified their assent and confirmed their eligibility to be appointed as Auditors in terms of the provisions of Section 141 of the Companies Act, 2013 and Rule 4 of the Companies (Audit and Auditors) Rules, 2014.

Observations of the Auditors M/s. Saraf Manoj & Co., Chartered Accountants, on financial statement of the Company are self explanatory and do not call for any further comments.

FRAUD REPORTING:

During the year under review, the Auditors have not reported any matter under Section 143 (12) of the Companies Act, 2013, therefore no detail is required to be disclosed under Section 134 (3) (ca) of the Act.

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.- 2018-19 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, 2019 is annexed as Annexure and forms part of the Report.

Observations of the Secretarial Auditor are self explanatory and do not call for any further comments.

RISK MANAGEMENT:

The Company's management systems, organizational structures, processes, codes of conduct together form the basis of risk management system that governs and manages associated risks. The Board does not foresee any risk which may threaten the existence of the Company.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGOING

As the manufacturing operation of the Company are discontinued and during the year under review and also in the previous financial year there was 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.

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.

EMPLOYEES INFORMATION AND RELATED DISCLOSURES

As required under Section 197(12) of the Companies Act, 2013 read with the Rules 5(1), 5(2) and 5(3) of the



Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, disclosures of remuneration and other details/particulars of the Directors and employees of the Company are provided in the Corporate Governance Report.

DIRECTOR'S RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(5) of the Companies Act, 2013:

- that in the preparation of the annual financial statements for the year ended 31st March, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- that such accounting policies have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March 2019 and of the profit/(loss) of the Company for the year ended on that date;
- that proper and sufficient care has been taken 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;
- that the annual financial statements have been prepared on a going concern basis;
- that proper internal financial controls to be followed by the Company have been laid down and that the financial controls are adequate and are operating effectively; and
- that proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

During the year under review, no case was filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

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.

COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

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, index-materialized form. As on 31st March, 2019, 16363027 equity shares representing 88.45% 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 at the BSE Ltd is suspended and efforts are being made for resumption of the same for which the revocation fee together with listing fee up to financial year 2019-20 has already been paid and revocation is awaited.

SUBSIDIARIES, JOINT VENTURE COMPANIES

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

CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

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

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS / COURTS / TRIBUNALS

During the year under review, no significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

ACKNOWLEDGEMENTS

Your Directors acknowledge with gratitude the commitment and dedication of the employees for their untiring personal efforts as well as their collective contributions at all levels. The Directors would like to thank other stakeholders including lenders and business associates who have continued to provide support and encouragement.

Place : Kolkata
Date : 30th July 2019

For & on behalf of the Board
L.K. Tibrawalla
Director
DIN :- 00423521

Shabnam Agarwal
Director
DIN :- 02428022

**ANNEXURE TO THE DIRECTORS' REPORT****MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

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.

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.

SEGMENTWISE PERFORMANCE

Presently, the Company mainly deals in following segments:

- I. Sugar
- II. Construction
- III. Other

Segment Reporting as per point no.8 to note 28 of the Notes of Accounts

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 sugar cane 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 findings and 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.129.33 lacs as against Rs. 594.73 lacs in the previous Financial Year.

Profits/(Loss)

Profit/(Loss) before Interest, Depreciation and Tax stood at (79.47) lacs, showing a marginal increase from previous financial year which stood at (33.54) lacs. Profit/(Loss) after Tax amounting to Rs. (79.47) lacs, compared to (33.54) in the previous financial year.

Earnings per Shares (EPS)

The Company recorded an EPS of Rs. (0.18) per equity shares of Rs. 10/- each during 2018-19.

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 round 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 July 2019

For & on behalf of the Board
L. K. Tibrawalla
Director
DIN - 00423521

Shabnam Agarwal
Director
DIN - 02428022



ANNEXURE TO THE DIRECTORS REPORT

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2019

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

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	Construction Right	70109	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	
A. Promoters									
(1) Indian									
a) Individual/ HUF	1,994,467	-	1,994,467	10.78%	1,994,467	-	1,994,467	10.78%	0.00%
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	1,306,977	84,218	1,391,195	7.52%	1,391,195	-	1,391,195	7.52%	0.00%
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A) (1)	3,301,444	84,218	3,385,662	18.30%	3,385,662	-	3,385,662	18.30%	0.00%
(2) Foreign									
a) NRI Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A) (2)	-	-	-	-	-	-	-	-	-
TOTAL (A)	3,301,444	84,218	3,385,662	18.30%	3,385,662	-	3,385,662	18.30%	0.00%

B. Public Shareholding									
1. Institutions									
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) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	3,400	3,400	0.02%	-	3,400	3,400	0.02%	-
2. Non-Institutions									
a) Bodies Corp.	1358480	1,840,800	3199280	17.29%	1384581	1,840,800	3225381	17.43%	0.14%
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
nominal share capital upto Rs. 2	4146790	172,073	4318863	23.35%	4267452	172,073	4439525	24.00%	0.65%
holding nominal share capital in	7142992	120,700	7263692	39.26%	6992212	120,700	7112912	38.45%	-0.82%
c) Others (specify)									
NBFCs registered with RBI	27510	-	27,510	0.15%	-	-	-	0.00%	
Non Resident Indians	291125	-	291125	1.57%	279175	-	279175	1.51%	-0.06%
Clearing Members	10468	-	10468	0.06%	53945	-	53945	0.29%	0.24%
Sub-total (B)(2):-	12,977,365	2,133,573	15,110,938	81.68%	12,977,365	2,133,573	15,110,938	81.68%	0.00%
Total Public (B)	12,977,365	2,136,973	15,114,338	81.70%	12,977,365	2,136,973	15,114,338	81.70%	0.00%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	16,278,809	2,221,191	18,500,000	100.00%	16,363,027	2,136,973	18,500,000	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	734,467	3.97%	-	734,467	3.97%	-	-
2	Shruti Vora	395,000	2.14%	-	395,000	2.14%	-	-
3	Shalini Nopany	125,000	0.68%	-	125,000	0.68%	-	-
4	Urvi Nopany	100,000	0.54%	-	100,000	0.54%	-	-
5	Nandini Nopany	640,000	3.46%	-	640,000	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	1,294,815	7.00%	-	1,294,815	7.00%	-	-
	TOTAL	3,385,662	18.30%	-	3,385,662	18.30%	-	-