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CHAPTER I

GENERAL INFORMATION

The company was incorporated on January 09th, 1932 as a Public Limited Company with the name of Shree Hanuman Sugar Mills Limited under the Indian Companies Act, 1913. The name of the company was changed to Shree Hanuman Sugar and Industries Limited vide letter no RD/DP/218-(21)(R) dated 1st November 1962 and a fresh certificate of incorporation has been obtained from Registrar of Companies, Asst. Registrar of Joint Stock Companies, Bengal. The Corporate Identification Number of the company is L15432WB1932PLC007276.

Registered Office:

3, Pretoria Street,
Kolkata -700 071

Tel.: +91-033-2282 1169-1184;

Fax: +91-033-2282 1187/1188;

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

Website: www.hanumansugar.com

Contact Person: Mr Ramesh Kumar Didwania, Company Secretary

The Registered Office was situated at 12, Government Place East, Kolkata 700069. With effect from 01/12/2009, the Registered Office was shifted to 3, Pretoria Street Kolkata 700 071.

Address of Registrar of Companies

Registrar of Companies, West Bengal
Nizam Palace, 11 M S O Building, 2nd Floor,
234/4, A.J.C. Bose Road,
Kolkata - 700 020

Company Secretary & Compliance Officer

Mr. Ramesh Kumar Didwania

3, Pretoria Street,
Kolkata -700 071

Tel.: +91-033-2282 1169-1184;

Fax: +91-033-2282 1187/1188;

Email : info@hanumansugar.com

Website : www.hanumansugar.com

Registrars and Share Transfer Agents

MAHESHWARI DATAMATICS PRIVATE LIMITED

6 Mangoe Lane, (Surendra Mohan Ghosh Sarani)

2nd Floor, Kolkata - 700 001

Tel: 91 033 2243 5809/ +91 033 2243 5029

Fax: : 91 033 2248 4787

E-mail: mdpl@cal.vsnl.net.in

Website: www.mdpl.in

SEBI Registration No: INR 0000000353

Contact Person: Mr S Rajagopal

Advisors to Direct Listing

KEYNOTE CORPORATE SERVICES LIMITED

Ruby Towers, 9th Floor

Senapati Bapat Marg

Dadar (W)

Mumbai - 400 001.

Tel.: (022) 3026 6000; **Fax:** (022) 2269 4323

E-mail: mbd@keynoteindia.net

Website: www.keynoteindia.net

Contact person: Ms Radha Kirtivasan

Statutory Auditors:

Jainsarawgee & Co

Trust House

32A Chittaranjan Avenue, 2nd Floor,

Kolkata - 700 012

Bharat D Sarawgee & Co

Trust House

32A Chittaranjan Avenue, 2nd Floor,

Kolkata - 700 012

Bankers to the Company:

Bank of Baroda

Axis Bank

Andhra Bank

Eligibility Criterion

The Company has submitted its Information Memorandum, containing information about itself, making disclosure in line with the disclosure requirement for direct listing, as applicable to BSE for making the said Information Memorandum available to public through their website viz. www.hanumansugar.com

The company has made the said information available on its website.

Prohibition by SEBI

The Company, its Directors, its Promoters, other Companies promoted by the promoters and companies with which the Company's directors are associated as directors have not been prohibited from accessing the capital markets under any order or direction passed by SEBI.

General Disclaimer from the Company

The Company accepts no responsibility for statement made otherwise than in the Information Memorandum or any other material issued by or at the instance of the Company and anyone placing reliance on any other source of information would be doing so at his/her own risk. All information shall be available by the Company to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner.

Filing

This information has been filed with BSE.

Listing

The equity shares of the company are listed with the Calcutta Stock Exchange. An application has been made to BSE for enlistment and permission to deal in the existing Equity Shares of the Company.

Demat Credit

The Company has executed Tripartite Agreements with M/s Maheshwari Datamatics Private Ltd. and NSDL and CDSL for admitting its securities in demat form and have allotted **ISIN INE 101H01013**.

The details of shareholding (both in physical form and dematerialized form) are given hereunder :

| Sl. No. | Particulars | No of Shares |
|----------------|--------------------|---------------------|
| 1 | Physical | 4901166 |
| 2 | NSDL | 12147664 |
| 3 | CDSL | 1451170 |
| | TOTAL | 18500000 |

CHAPTER II

PROFILE AND BRIEF HISTORY

The Nopany Group, lead by Mr. B.K.Nopany aged about 70, has exposure in diverse fields like sugar, real estate development, and investment apart from experience of handling matters of schools of repute. He is also Chairman of the Board of a leading Academic Institution in Calcutta.

Shree Hanuman Sugar & Industries Limited (SHSIL), was incorporated on January 09th, 1932 as a Public Limited Company with the name of Shree Hanuman Sugar Mills Limited under the Indian Companies Act, 1913. The name of the company was changed to Shree Hanuman Sugar and Industries Limited vide letter no RD/DP/218-(21)(R) dated 1st November 1962 and a fresh certificate of incorporation has been obtained from Registrar of Companies, Asst. Registrar of Joint Stock Companies, Bengal. The present paid-up capital of SHSIL is Rs. 18.50 Crores. The Equity Shares of SHSIL are listed with The Calcutta Stock Exchange.

There has been no reorganization, reconstruction or amalgamation in the Company since incorporation.

Sugar Division

Presently, SHSIL is mainly engaged in sugar business. The sugar factory of the company is located at Motihari, one of the sugar cane rich areas of Bihar. The factory is a seasonal one and is operational from November to March. The capacity of the factory is 2500 TCD. The company proposes to undertake an upgradation programme to achieve a capacity of 4000 TCD in the 1st phase and 6000 TCD in the 2nd phase in the next two years, to make the Unit viable.

During the last crushing season 2012-13, the company has crushed 323937.62 tonnes of sugarcane and has produced 25956 quintals of sugar.

Looking into the future prospects of the Sugar Industry, management's long term experience, infrastructure facilities already set-up at its Sugar Mill and locational advantages, it is opined that enhancement in Company's Sugar Plant capacity upto 15000 TCD may be targeted to ensure optimum utilization of its infrastructure facilities, leading to economies of scale, enlarged sales volume and higher profitability.

Real Estate

SHSIL, has more than four and a half decades of experience in real estate development. The Company has been into the real estate division in a small way but it has made good profits in all its projects. The company has developed few properties in and around Kolkata and proposes to develop more properties.

Power Generation

Further, in order to reduce electricity consumption cost, it is also proposed to generate electric power mainly through the burning of bagasse, a primary by-product of the Sugar Mill. Bagasse is a combustible material which when burned produces steam, which in turn is used to generate electric power. We propose to establish co-generation facility at the Sugar Mill of the Company with a capacity of 25MW per hour.

CHAPTER III

CAPITAL STRUCTURE

Share Capital of the Company as at the date of filing of the Information Memorandum with Bombay Stock Exchange is as set forth below:

| Share Capital | Nominal Value (Rs. In Lakhs) | Aggregate Value (Rs. In Lakhs) |
|--|---------------------------------|-----------------------------------|
| (A) Authorized Share Capital | | |
| 7,00,00,000 equity shares of Rs. 10/- each | 7,000.00 | 7,000.00 |
| (B) Issued, Subscribed and Paid-Up Capital before the Issue | | |
| 1,85,00,000 Equity Shares of Rs.10/- each | 1,850.00 | 1,850.00 |

Details of increase in the authorized equity shares, since incorporation, are as follows:

| Sr. no. | Details of increase in authorized share capital | Date of resolution |
|------------|---|--|
| 1 | Incorporation Rs. 10,00,000 divided into 10,000 equity shares of Rs.100/- each | Incorporation |
| 2 | Increased to Rs. 50,00,000 divided into 4,00,000 equity shares of Rs.10/- each and 10,000 5 % Cumulative preference shares of Rs.100/- each | 09/01/1946 |
| 3 | Increased to Rs. 1,00,00,000 divided into Rs. 7,00,000 equity shares of Rs.10/- each, 5000 71/2% cumulative preference shares of Rs.100/- each and 25,000 9.3% taxable redeemable cumulative preference shares of Rs.100/- each. | As per the audited balance sheet as on 30/09/1962 |
| 4 | Increased to Rs. 1,50,00,000/- divided into 11,00,000 Ordinary shares of Rs 10/-each Rs 1,10,00,000/-, 5,000, 9.3% (Taxable) Cumulative Preference Shares of Rs 100/- each Rs 5,00,000/-, 25,000, 9.3% Taxable Redeemable Cumulative Preference Shares of Rs 100/- each and 10,000 Preference Shares of Rs 100/- each Rs 10,00,000/ | As per Audited Balance Sheet as on 30 th September 1965. |
| 5 | Increased to Rs.5,00,00,000/- and reclassified 46,00,000 nos. equity Shares of Rs.10/- each, 5,000 9.3% (Taxable) Cumulative Preference Shares of Rs.100/- each, 10,000 Unclassified Preference Shares of Rs.100/- each. | Amended on 14.10.1994 as mentioned in Memorandum & Articles of Association |

| Sr. no. | Details of increase in authorized share capital | Date of resolution |
|---------|--|---|
| 6 | Increased to Rs 1,250 lacs and reclassified the entire capital divided into 1,25,00,000 of equity shares of Rs.10/- each | Passed as ordinary resolution in the AGM for the financial year ended as on 30th June 2005. Date of AGM 07.09.05. |
| 7 | Increased to Rs.2,000 Lacs divided into 2,00,00,000 equity shares of Rs.10/- each | Passed as ordinary resolution on 05.03.09 in the EGM |
| 8 | Increased to Rs.3,000 Lacs divided into 3,00,00,000 equity shares of Rs.10/- each | Passed as ordinary resolution on 20.04.09 in the EGM. |
| 9 | Increased to Rs.4,000 Lacs divided into 4,00,00,000 equity shares of Rs.10/- each | Passed as ordinary resolution on 10 th June 2009 in the EGM. |
| 10 | Increased to Rs.6,000 Lacs divided into 6,00,00,000 equity shares of Rs.10/- each | Passed as ordinary resolution on 30 th September 2010 in the EGM. |
| 11 | Increased to Rs.7,000 Lacs divided into 7,00,00,000 equity shares of Rs.10/- each | Passed as ordinary resolution in the AGM for the financial year ended as on 30th June 2012. Date of AGM 17.12.12 |

Share Capital History of the Company

| Date of Allotment | No. of Shares Allotted | Face Value (Rs.) | Issue Price (Rs.) | Consideration | Reasons for Allotment | Cumulative Paid up Capital |
|-------------------|------------------------|------------------|-------------------|---------------|---|----------------------------|
| Upto 1966 | 6,25,000 | 10 | 10 | Cash/Bonus | Since inception | 62,50,000 |
| October 31, 1994 | 13,75,000 | 10 | 45 | Cash | Conversion of share warrants issued on preferential basis on 10.08.1994 | 2,00,00,000 |
| March 27, 1995 | 10,00,000 | 10 | 45 | Cash | Conversion of share warrants issued on preferential basis on 29.09.1994 | 3,00,00,000 |
| December 28, 2005 | 72,00,000 | 10 | 10 | Bonus | Bonus in the ratio of 12:5 | 10,20,00,000 |
| June 30, 2009 | 58,00,000 | 10 | 20 | Cash | Preferential allotment | 16,00,00,000 |
| November 11, 2012 | 25,00,000 | 10 | 16.05 | Cash | Conversion of Debentures by way of Arbitration award | 18,50,00,000 |
| Total | 1,85,00,000 | | | | | |

- No shares have been issued at discount nor any shares have been forfeited.
- There are no outstanding convertible instruments including warrants pending conversion

SHAREHOLDING PATTERN

| Category | No of shares | % of shares |
|----------------------------|-----------------|----------------|
| Promoters | | |
| Individuals | 5304522 | 28.67% |
| Body Corporate | 3389138 | 18.32% |
| Public Shareholding | | |
| Fin Institution | 3400 | 0.02% |
| Corporate Bodies | 8379807 | 45.30% |
| Individuals | 1423133 | 7.69% |
| Total | 18500000 | 100.00% |

DISTRIBUTION SCHEDULE AS ON 30.06.2013

| Range of shareholding | No of shareholders | % of Total Shareholders | No of shares | % of Total Capital |
|-----------------------|--------------------|-------------------------|-----------------|--------------------|
| Upto 500 | 445 | 79.1816 | 110773 | 0.5987 |
| 501 - 1000 | 59 | 10.4982 | 39860 | 0.2155 |
| 1001 - 2000 | 3 | 0.5338 | 4500 | 0.0243 |
| 2001 - 3000 | 1 | 0.1779 | 3000 | 0.0184 |
| 3001 - 4000 | 1 | 0.1779 | 3400 | 0.0533 |
| 4001 - 5000 | - | 0 | 0 | 0 |
| 5001 - 10000 | 1 | 0.1779 | 9860 | 0.0533 |
| 10001 and above | 52 | 9.2527 | 18328607 | 99.0736 |
| TOTAL | 562 | 100.0000 | 18500000 | 100.0000 |

SHAREHOLDING PATTERN AS PER CLAUSE 35 OF LISTING AGREEMENT

Introductory sub-table (I)(a)

| | | | |
|---|--------------------------------------|--|---|
| Name of the Company : Shree Hanuman Sugar & Industries Ltd. | | | |
| Scrip Code: 10029132, Name of the scrip : Shree Hanuman S, class of security : Equity | | | |
| Quarter ended : 30/06/2013 | | | |
| Partly paid-up shares:- | | | |
| | No. of partly paid-up shares | As a % of total no. of partly paid-up shares | As a % of total no. of shares of the company |
| Held by promoter/promoter group | 0 | 0 | 0 |
| Held by public | 0 | 0 | 0 |
| Total - D | 0 | 0 | 0 |
| Outstanding convertible securities:- (17% Debentures) | | | |
| | No. of outstanding securities | As a % of total no. of outstanding convertible securities | As a % of total no. of shares of the company, assuming full conversion of the convertible securities |
| Held by promoter/promoter group | 0 | 0 | 0 |
| Held by public | 0 | 0 | 0 |
| Total - E | 0 | 0 | 0 |
| Warrants:- | | | |
| | No. of warrants | As a % of total no. of warrants | As a % of total no. of shares of the company, assuming full conversion of warrants |
| Held by promoter/promoter group | 0 | 0 | 0 |
| Held by public | 0 | 0 | 0 |
| Total - F | 0 | 0 | 0 |
| Total paid-up capital of the company assuming full conversion of warrants and convertible securities (Grand Total (A + B + C) + D + E + F) | 18500000 | | |

| Statement Showing Shareholding Pattern | | | | | | | | |
|--|---|------------------------|------------------------|---|--|--------------------------------|--|-------------|
| Category code | Category of Shareholder | Number of Shareholders | Table (I)(a) | | Total shareholding as a percentage of total number of shares | | Shares Pledged or otherwise encumbered | |
| | | | Total number of shares | Number of shares in dematerialized form | As a % of | As a % of (A+B+C) ¹ | Number of shares | As a |
| (I) | (II) | (III) | (IV) | (V) | (VI) | (VII) | (VIII) | (IX)= |
| (A) | Shareholding of Promoter and Group² | | | | | | | |
| 1 | Indian | | | | | | | |
| (a) | Individuals/ Hindu Undivided Family | 5 | 3005522 | 2957922 | 16.25 | 16.25 | 0 | 0.00 |
| (b) | Central Government/ State | | | | 0.00 | 0.00 | 0 | 0.00 |
| (c) | Bodies Corporate | 3 | 3389138 | 2754920 | 18.32 | 18.32 | 550000 | 16.23 |
| (d) | Financial Institutions/ Banks | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| (e) | Any Others(Specify) | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| (e-i) | Trustee of Various Trust | 4 | 1280000 | 1280000 | 6.92 | 6.92 | 0 | 0.00 |
| (e-ii) | Individual Holding on behalf of | 1 | 1019000 | 1019000 | 5.51 | 5.51 | 0 | 0.00 |
| | | | | | | | | |
| | | | | | | | | |
| | Sub Total(A)(1) | 13 | 8693660 | 8011842 | 46.99 | 46.99 | 550000 | 6.33 |
| | | | | | | | | |
| 2 | Foreign | | | | | | | |
| (a) | Individuals (Non-Residents) | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| (b) | Bodies Corporate | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| (c) | Institutions | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |

| | | | | | | | | |
|------------|---|-----------|----------------|----------------|--------------|--------------|---------------|-------------|
| (d) | Any Others(Specify) | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| (d-i) | | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| (d-ii) | | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| | | | | | | | | |
| | | | | | | | | |
| | Sub Total(A)(2) | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| | | | | | | | | |
| | Total Shareholding of Promoter = (A)(1)+(A)(2) | 13 | 8693660 | 8011842 | 46.99 | 46.99 | 550000 | 6.33 |
| | | | | | | | | |
| (B) | Public shareholding | | | | | | | |
| 1 | Institutions | | | | | | | |
| (a) | Mutual Funds/ UTI | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| (b) | Financial Institutions /Banks | 1 | 3400 | 0 | 0.02 | 0.02 | 0 | 0.00 |
| (c) | Central Government/ State | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| | | | | | | | | |
| (d) | Venture Capital Funds | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| (e) | Insurance Companies | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| (f) | Foreign Institutional Investors | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| (g) | Foreign Venture Capital Investors | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| (h) | Any Other (specify) | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| (h-i) | | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| (h-ii) | | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| | | | | | | | | |
| | | | | | | | | |
| | Sub-Total (B)(1) | 1 | 3400 | 0 | 0.02 | 0.02 | 0 | 0.00 |
| | | | | | | | | |
| B 2 | Non-institutions | | | | | | | |
| (a) | Bodies Corporate | 17 | 8379807 | 4676502 | 45.30 | 45.30 | 0 | 0.00 |
| (b) | Individuals | | | | | | | |
| I | Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh | 506 | 156963 | 7500 | 0.85 | 0.85 | 0 | 0.00 |
| II | ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh. | 24 | 1266170 | 902990 | 6.84 | 6.84 | 0 | 0.00 |
| (c) | Qualified foreign Investor | | | | | | | |
| (d) | Any Other (specify) | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |

| | | | | | | | | |
|--------|-------------------------|------------|----------------|----------------|--------------|--------------|----------|-------------|
| (d-i) | | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| (d-ii) | | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| | | | | | | | | |
| | Sub-Total (B)(2) | 547 | 9802940 | 5586992 | 52.99 | 52.99 | 0 | 0.00 |

| | | | | | | | | |
|------------|---|------------|-----------------|-----------------|---------------|---------------|---------------|-------------|
| (B) | Total Public Shareholding (B)= (B)(1)+(B)(2) | 548 | 9806340 | 5586992 | 53.01 | 53.01 | 0 | 0.00 |
| | | | | | | | | |
| | TOTAL (A)+(B) | 561 | 18500000 | 13598834 | 100.00 | 100.00 | 550000 | 2.97 |
| | | | | | | | | |
| (C) | Shares held by Custodians and against which Depository Receipts have been issued | | | | | | | |
| 1 | Promoter and Promoter Group | 0 | 0 | 0 | 0 | 0.00 | 0 | 0.00 |
| 2 | Public | 0 | 0 | 0 | 0 | 0.00 | 0 | 0 |
| | Sub-Total (C) | 0 | 0 | 0 | 0 | 0.00 | 0 | 0.00 |
| | | | | | | | | |
| | GRAND TOTAL (A)+(B)+(C) | 561 | 18500000 | 13598834 | 100.00 | 100.00 | 550000 | 2.97 |

(I)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"

| S r. N o. | Name of the shareholder | Details of Shares held | | Encumbered shares(*) | | Details of warrants | | Details of convertible securities | | Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital |
|-----------|-------------------------|------------------------|-----------------------------------|----------------------|-----------------|--|----------------------|---|------------------------------------|--|
| | | Number of | As a % of grand total (A)+(B)+(C) | No. | As a percentage | As a % of grand total (A)+(B)+(C) of sub-clause (I)(a) | No. of warrants held | As a % total number of warrants of the same class | No. of convertible securities held | |
| | | | | | | | | | | |

| (I) | (II) | (III) | (IV) | (V) | (VI)=(V)/(II I)*100 | (VII) | (VIII) | (IX) | (X) | (XI) | (XII) |
|-----|--|----------------|--------------|---------------|---------------------|-------------|----------|----------|----------|----------|--------------|
| 1 | Bimal Kumar Nopany | 1866242 | 10.09 | 0 | 0.00 | 0.00 | 0 | 0 | 0 | 0 | 10.09 |
| 2 | Nandini Nopany | 340000 | 1.84 | 0 | 0.00 | 0.00 | 0 | 0 | 0 | 0 | 1.84 |
| 3 | B.K.Nopany, C/o Mohan Lal Nopany (HUF) | 200600 | 1.08 | 0 | 0.00 | 0.00 | 0 | 0 | 0 | 0 | 1.08 |
| 4 | B.K.Nopany, C/o Bimal Kumar Nopany (HUF) | 428680 | 2.32 | 0 | 0.00 | 0.00 | 0 | 0 | 0 | 0 | 2.32 |
| 5 | Shruti Limited | 1926780 | 10.42 | 550000 | 28.55 | 2.97 | 0 | 0 | 0 | 0 | 10.42 |
| 6 | Nopany Investments Pvt. Ltd. | 1378140 | 7.45 | 0 | 0.00 | 0.00 | 0 | 0 | 0 | 0 | 7.45 |
| 7 | Hanuman Industries (I) Pvt. Ltd. | 84218 | 0.46 | 0 | 0.00 | 0.00 | 0 | 0 | 0 | 0 | 0.46 |
| 8 | Shruti Vora | 170000 | 0.92 | 0 | 0.00 | 0.00 | 0 | 0 | 0 | 0 | 0.92 |
| 9 | Shruti Vora C/o Shruti Family Trust | 125000 | 0.68 | 0 | 0.00 | 0.00 | 0 | 0 | 0 | 0 | 0.68 |
| 10 | B.K.Nopany, Partner C/o Nopany & Sons | 1019000 | 5.51 | 0 | 0.00 | 0.00 | 0 | 0 | 0 | 0 | 5.51 |
| 11 | B.K. Nopany, Trustee, Rawatmull Nopany Family Trust | 815000 | 4.41 | 0 | 0.00 | 0.00 | 0 | 0 | 0 | 0 | 4.41 |
| 12 | B.K.Nopany, Trustee, Chandra Shekher Nopany Family Trust | 170000 | 0.92 | 0 | 0.00 | 0.00 | 0 | 0 | 0 | 0 | 0.92 |
| 13 | B.K.Nopany, Trustee, Shruti Nopany Family Trust | 170000 | 0.92 | 0 | 0.00 | 0.00 | 0 | 0 | 0 | 0 | 0.92 |
| | | | | | | | | | | | |
| | TOTAL | 8693660 | 46.99 | 550000 | 6.33 | 2.97 | 0 | 0 | 0 | 0 | 46.99 |

(I)(c)

(i)

| Sr. No. | Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them | Number of shares | Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above} | Details of warrants | | Details of convertible securities | | Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital |
|---------|---|------------------|--|----------------------|---|------------------------------------|---|---|
| | | | | No. of warrants held | As a % total number of warrants of the same class | No. of convertible securities held | As a % total number of convertible securities of the same class | |
| 1 | Kolhapur Forge Pvt. Ltd. | 1400000 | 7.57 | 0 | 0 | 0 | 0 | 7.57 |
| 2 | NNP Trading & Investments Pvt. Ltd | 1967020 | 10.63 | 0 | 0 | 0 | 0 | 10.63 |
| 3 | Indian Die Casting Co Ltd. | 1114300 | 6.02 | 0 | 0 | 0 | 0 | 6.02 |
| | | | | | | | | |
| | Total | 4481320 | 24.22 | 0 | 0 | 0 | 0 | 24.22 |

Statement showing details of locked-in shares

| Sr. No. | Name of the shareholder | Number of locked-in shares | Locked-in shares as a percentage of total number of shares i.e., Grand Total (A)+(B)+(C) indicated in statement at para I(a) above; | Details of warrants | | Details of convertible securities | | Total shares including underlying shares assuming full conversion of warrants and convertible securities as a % of diluted share capital |
|--------------|--|----------------------------|---|----------------------|---|------------------------------------|---|--|
| | | | | No. of warrants held | As a % of total number of warrants of the class | No. of convertible securities held | As a % total number of convertible securities of the same class | |
| 1 | Nopany Investments Pvt. Ltd | 1235000 | 6.67 | 0 | 0 | 0 | 0 | |
| 2 | N N P Trading & Investments Ltd | 600000 | 3.24 | 0 | 0 | 0 | 0 | |
| 3 | Bimal Kumar Nopany C/o Bimal Nar Nopany HUF | 190000 | 1.03 | 0 | 0 | 0 | 0 | |
| 4 | Bimal Kumar Nopany C/o Ratmull Nopany Family Trust | 475000 | 2.57 | 0 | 0 | 0 | 0 | |
| TOTAL | | 2500000 | 13.51 | 0 | 0 | 0 | 0 | |

(II)(a) Statement showing details of Depository Receipts (DRs)

| Sr. No. | Type of outstanding DR (ADRs, GDRs, SDRs, etc.) | Number of outstanding DRs | Number of shares underlying outstanding DRs | Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in statement at para I(a) above |
|--------------|---|---------------------------|---|--|
| 1 | | | | 0 |
| 2 | | | | 0 |
| | | | | - |
| TOTAL | | 0 | 0 | 0 |

Statement showing holding of Depository Receipts (DRs), where underlying shares held by "promoter/promoter group" are in excess of 1% of the total number of shares

| Sr. No. | Name of the DR Holder | Type of outstanding DR (ADRs, GDRs, SDRs, etc.) | Number of shares underlying outstanding DRs | Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in statement at para (I) (a) above |
|--------------|-----------------------|---|---|---|
| 1 | | | | 0 |
| 2 | | | | 0 |
| | | | | - |
| TOTAL | | 0 | 0 | 0 |

DETAILS OF DIVIDEND PAID FOR LAST TEN YEARS

| Sl No | Financial Year | Amount (Rs. In Lacs) | Percentage |
|-------|-----------------------|----------------------|------------|
| 1 | 2003-04 | NIL | NIL |
| 2 | 2004-05 | 18.00 | 3% |
| 3 | 2005-06 | 30.60 | 3% |
| 4 | 2006-07 | 30.60 | 3% |
| 5 | 2007-08 | 30.60 | 3% |
| 6 | 2008-09 | 48.00 | 3% |
| 7 | 2009-10 | 48.00 | 3% |
| 8 | 2010-11 | 48.00 | 3% |
| 9 | 2011-12 | 48.00 | 3% |
| 10 | 2012-13 (PROPOSED) | 55.50 | 3% |

CHAPTER IV

HISTORY, BUSINESS AND MANAGEMENT

| | |
|--|---|
| Name of the Company | SHREE HANUMAN SUGAR & INDUSTRIES LIMITED |
| Registered Address Telephone/Fax No. Email id | 3, Pretoria Street, Kolkata - 700071 Phone : 033 22821169/70 Fax : 033 22821187/88 Email Id : info@hanumansugar.com shsil@nopany.in |
| Address of the Factory | P.O. : Hanuman Sugar Mills Motihari - 845401 Dist : East Champaran BIHAR |
| Company Website Address | www.hanumansugar.com |
| Name of Chairman cum Managing Director Residence address Tel No, Email Id | Shri Bimal Kumar Nopany Nopany Niwas 14, Rowland Road, Kolkata -700 020 Email : bknopany@nopany.in |
| Name of all Directors | Mr Raj Kr More Mr Lakshmikant Tibrewalla Ms Pratima Srivastava Mr Ashok Kr Sinha Dr Shabnam Agarwal |
| Name of Compliance Officer Tel No, Email Id | Mr Ramesh Kumar Didwania Ph : 033 22821169 Email : info@hanumansugar.com |
| Brief Nature of Business Change of name in last five years | <ul style="list-style-type: none"> • Manufacturing of Sugar • Real Estate Development There has been no change in name of the company in last 5 years. |
| Change in main line of Business in last five years | There has been no significant change in the line of Business other than expanding the volume of business in the realty division. |

| | |
|---|--|
| Exchanges where the Company is listed indicating Regional Stock Exchange | CALCUTTA STOCK EXCHANGE 7 Lyons Range, Kolkata - 700001 |
| Whether Listing Fees paid to all Stock Exchanges | YES. The Equity shares of the company is listed only with the Calcutta Stock Exchange and the listing fees has been paid upto date. |
| Scrip Code and ISIN nos. | SCRIP CODE - 29132 ISIN NO - INE101H01013 |
| Name of Auditors and changes in last five years with dates, if yes mention reason for the same | M/s Jain Sarawgee & Co & M/s Bharat D Sarawgee & Co 32 A Chittaranjan Avenue, Trust House 2 nd Floor, Kolkata -700012 |
| Action taken against the company by any other exchange/SEBI in last five years | NO. There has been no action taken against the company by any other exchange/SEBI in last five years. |
| Details of reorganization, reconstruction or amalgamation in the company | There has been no reorganization, reconstruction or amalgamation in the company. |
| Details of Group/Subsidiary companies including stock exchanges where listed | None of the group companies are listed with any stock exchange other than - Eastern Sugar & Industries Limited (ESIL). The equity shares of ESIL are listed with the Bombay Stock Exchange. The High Low Average closing price of equity shares of ESIL in the month of September, 2013 was Rs. 5.84 |
| Details of any commission, brokerage, discount or other special terms including an option for the issue of any kind of securities granted to any person | There has been no commission or brokerage or discount paid or payable or other special terms for the issue of any kind of securities granted to any person. |
| Details of dates of and parties to all material contracts, agreements, concessions and similar other documents (except those entered into the ordinary course of business carried on) | There are no agreement, contracts, concessions and similar arrangement with any party other than those in the ordinary course of business, except the agreements specified in the material contracts and documents. |

BUSINESS

Sugar

The primary business of SHSIL is production of sugar. The factory is located in Motihari, a prominent place in Bihar, where availability of sugarcane is abundant. The present capacity of sugar factory is 2500 TCD and mainly by de-bottlenecking of capacities at various stations the plant would achieve a capacity of 4000/5000 TCD without incurring any major capital expenditure.

Real Estate

SHSIL, has more than four and a half decades of experience in real estate development. The Company has been into the real estate division in a small way but it has made good profits in all its projects. The company has developed few properties in and around Kolkata and proposes to develop more properties.

Upgradation and Diversification Initiative

Sugar

The management is focused to implement the desired capacity at the earliest possible time mainly through internal accruals. The expected capital expenditure has worked out to Rs.20 crores. However, the management is of the view to take minimum risk by incurring capital expenditure and enhance the plant capacity steadily out of its own operational cash flows.

Looking into the long term view, the management would like to expand the capacity of the plant further beyond 4000 TCD to 15000 TCD in order to achieve optimum utilization of resources and infrastructural facilities and also economies of scale. The internal feasibility study from the technical expert has been obtained for the ongoing expansion of 4000 TCD. New sugar factories are also being proposed to be set up.

Power

The company has proposed to generate additional power through the surplus by-product i.e. Bagasse. Bagasse is a combustible material if burned produces steams, which in turn generate electric power. The company is likely to set-up co-generation facility at the plant with a initial capacity of 25MW per hour and increase to 100 MW per hour in a phased manner with the ongoing expansion.

Distillery

The Management has further decided to utilize the available land in Motihari for setting up the Distillery Plant with 60KLPD. The estimated proposed distillery plant works out to Rs.115 cr. The Management would like to go ahead this business partly with term loan and the remaining will be shared amongst the Promoters.

Steel

The company proposes to manufacture steel ingots out of scrap iron utilizing the power generated from the power division. The steel manufacturing unit will be cost effective as the cost of indigenous power would be lower as compared to the supply from the grid. The unit shall produce 60 tons steel per day.

MANAGEMENT

Board of Directors

The Board of Directors of the Company comprises of the following persons:

| Name of the Director | Designation | Status |
|---------------------------|--------------------------------|-------------------------------------|
| Mr. Bimal Kumar Nopany | Chairman and Managing Director | Promoter & Executive Director |
| Mr. Raj Kumar More | Wholetime Director | Executive Director |
| Mr. Lakshmikant Tibrawala | Director | Non- Executive Independent Director |
| Ms. Pratima Shrivastava | Director | Non- Executive Independent Director |
| Mr. Ashok Kumar Sinha | Director | Non- Executive Independent Director |
| Dr (Ms) Shabnam Agarwal | Director | Non- Executive Independent Director |

Brief details of Directors

Shri Bimal Kumar Nopany -aged 70 years, a Commerce Graduate from Calcutta University has more than 47 years experience in business, spreading over Sugar, Real Estate development, investments etc. He is Chairman of the Board of a leading Academic Institutions in Calcutta and is on the Board of Governors of another leading Institution (Public School) at Ranchi.

Shri Raj Kumar More, aged 65 years, is an M.Com. LL. B, Attorney-at-Law and solicitor of Calcutta High Court, with an experience of 43 years. Apart from working as advocate and solicitor, he has 16 years experience as Chief Executive Officer of a Spinning Mill and of around 8 years in a Jute Mill. He has experience in handling various cases relating to Industries on constitutional matters including sugar industries. Presently he is the Legal Advisor/Consultant of a Jute Industry. He is also a trustee of Nopany Education Trust which is engaged in managing Educational Institutions.

Shri Lakshmikant Tibrawalla, aged 66 years, has more than 44 years' practical experience in the field of Commerce & Industry. He is on the Board of several Companies engaged in the business of different fields.

Ms. Pratima Srivastava aged about 53 years Post Graduate in Economics, Business Mgmt and studied finance at New York University, has approx 30 years' experience in the field of Finance to his credit at national as well as international level. She has been associated with many renowned companies in senior position

Mr. Ashok Kumar Sinha aged 70 years MA in English from Bihar University, and Diploma in Journalism from Sardar Patel College of Communication & Development New Delhi. Retired Civil Services Officer Mr. Ashok Kumar Sinha has more than 48 years’ experience in the field of educational institutions and Management of Business Administration. He has been associated with many renowned Consultancy Organization.

Dr (Ms) Shabnam Agarwal, PhD aged 43 years has 20 years experience as an administrator. During the last 10 years 2 undergraduate prominent institutions in Kolkata have flourished under her apt administration and educational expertise.


SHAREHOLDING OF THE DIRECTORS

| Name of Director | No of shares held | % of Total shares |
|-------------------------|--------------------------|--------------------------|
| Mr B K Nopany | 1818642 | 9.83 |
| Ms Pratima Shrivastava | 25000 | 0.135 |
| Dr (Ms) Shabnam Agarwal | 130000 | 0.702 |

CHAPTER V

PROMOTERS & GROUP COMPANIES

DETAILS OF PROMOTERS

| | |
|---|---|
|  | <p>Name : Mr B K Nopany PAN : ABRPN7296B PASSPORT NO : J7569838</p> <p>Shri. B.K. Nopany is a Commerce Graduate from Calcutta University and has more than 43 years experience in business, spreading over Sugar, Real Estate development, investments etc. He is Chairman of the Board of a leading Academic Institutions in Calcutta and is on the Board of Governors of another leading Institution (Public School) at Ranchi.</p> |
| <p>M/s. Shruti Limited</p> | <p>Name : Shruti Limited PAN : AADCS7585J CIN : U26941WB1963PLC025747</p> <p>Incorporated on the 31st January, 1963 as a Public Limited Company under the Companies Act, 1956 under the name and style of Mahalakshmi Cement & Industries Ltd. Thereafter the name of the Company was changed to Mahalakshmi Steel Corporation Ltd., vide fresh Certificate of Incorporation consequent to change of Name dated 18th April, 1964 issued by Registrar of Companies, West Bengal, Calcutta. Again the name of the Company was changed to Shruti Ltd., vide fresh Certificate of Incorporation consequent to change of Name dated 13th January 1978 issued by Registrar of Companies, West Bengal, Calcutta.</p> <p>Shruti Ltd. is a NBFC Company Registration No. being 05.01297, engaged in the business of investments in shares, Debentures and other securities. Shruti Limited is a closely held public limited company.</p> |

GROUP COMPANIES

Nopany Investments Private Ltd.(NIPL)

Nopany Investments Pvt. Ltd. was incorporated on the 22nd September 1951 as a Private Limited Company under the Companies Act, 1913 as Shree Hanuman Overseas Corporation Private Limited. Thereafter the name of the Company was changed to Nopany Investments Private Limited vide fresh Certificate of Incorporation consequent to change of name dated 21st January 1974 issued by Registrar of Companies, West Bengal, Calcutta.

The registered office of the company is at 3 Pretoria Street, Kolkata 700 071 and the CIN of the company is U63090WB1969PTC027555.

Nopany Investments Pvt. Ltd. engaged in the business of investments in Shares, Debentures other securities and real estate.

Hanuman Industries (I) Pvt. Ltd. (HIPL)

Hanuman Industries (I) Pvt. Ltd. was incorporated on the 29th September 1954 as a Private Limited Company under the Companies Act, 1913 as Hanuman Industries (India) Ltd. Thereafter the name of the Company was changed to Hanuman Industries (India) Pvt. Ltd, vide fresh Certificate of Incorporation dated 31st January 1967 issued by Registrar of Companies, West Bengal, Calcutta.

The registered office of the company is located at 3 Pretoria Street, Kolkata 700 071. The CIN no of the company is U51109WB1954PTC021882.

Nopany & Sons Partnership firm (N&S)

Nopany & Sons is a partnership firm established on 5th November 1997. The registered office of the firm is located at 3 Pretoria Street, Kolkata – 700 071.

Eastern Sugar & Industries Limited (ESIL)

The company was incorporated on 11th December 1964 with Registrar of Companies, West Bengal. The CIN of the company is L15421BR1964PLC006630 and the registered office of the company is located at P.O. Hanuman Sugar Mills Motihari, East Champaran Bihar. The company has a capital of 16901000 equity shares of RS 10/- each and 10,00,000 Preference shares of Rs 100/- each.

The equity shares of ESIL are listed with Bombay Stock Exchange, the market price and the volume data for the month of September 2013 is as under :

| EASTERN SUGAR & INDUSTRIES LIMITED | | | |
|---|-------------|------------|---------------|
| Date | High | Low | Volume |
| 1/9/2013 | - | - | - |
| 2/9/2013 | 7.34 | 6.95 | 160 |
| 3/9/2013 | 7.34 | 6.98 | 752 |
| 4/9/2013 | 7.14 | 6.97 | 1,267 |
| 5/9/2013 | 7.00 | 7.00 | 100 |
| 6/9/2013 | 6.68 | 6.31 | 32,914 |
| 7/9/2013 | - | - | - |
| 8/9/2013 | - | - | - |
| 9/9/2013 | - | - | - |
| 10/9/2013 | 6.34 | 5.68 | 31,214 |
| 11/9/2013 | 6.22 | 5.98 | 20,555 |
| 12/9/2013 | 5.98 | 5.60 | 10,650 |
| 13/09/13 | 6.00 | 5.40 | 25,600 |
| 14/09/13 | - | - | - |
| 15/09/13 | - | - | - |
| 16/09/13 | 5.24 | 5.24 | 100 |
| 17/09/13 | 5.49 | 4.98 | 148,246 |
| 18/09/13 | 5.22 | 4.84 | 47,853 |
| 19/09/13 | 5.27 | 4.90 | 69,280 |
| 20/09/13 | 5.53 | 5.05 | 126,991 |
| 21/09/13 | - | - | - |
| 22/09/13 | - | - | - |
| 23/09/13 | 5.70 | 5.25 | 99,310 |
| 24/09/13 | 5.60 | 5.10 | 24,417 |
| 25/09/13 | 5.41 | 5.03 | 204,160 |
| 26/09/13 | 5.67 | 5.23 | 80,346 |
| 27/09/13 | 5.58 | 5.40 | 46,838 |
| 30/09/13 | 5.69 | 5.40 | 161,390 |
| Average of Daily High & Low price | | | 5.84 |

CHAPTER VI

FINANCIAL STATEMENT

| | 30.06.2010 | 30.06.2011 | 30.06.2012 | 30.06.2013 |
|---|-------------------|-------------------|-------------------|-------------------|
| | (Audited) | (Audited) | (Audited) | (Audited) |
| Total Income | 3,229.70 | 2,493.10 | 2941.89 | 2804.61 |
| PBIDT | 1,176.17 | 1,056.76 | 1026.88 | 907.48 |
| Profit before Tax | 1,007.29 | 885.17 | 546.92 | 341.59 |
| Profit After Tax | 931.39 | 720.92 | 431.92 | 338..44 |
| Net Worth | 6,517.36 | 7,182.13 | 7932.89 | 8807.64 |
| Capital Employed | 8,398.91 | 11,713.73 | 10145.66 | 9990.28 |
| Fixed Assets | 5,752.53 | 9,738.88 | 11216.01 | 11519.32 |
| Reserves & Surplus (excluding Revaluation Reserves) | 4292.36 | 4957.13 | 5364.89 | 6957.64 |
| Networth (excluding Revaluation Reserve) | 5892.36 | 6557.13 | 6964.89 | 7639.64 |

CHAPTER VII

CORPORATE GOVERNANCE

The following Committee has been formed for the proper monitoring and handling of the corporate affairs :

Composition of Audit Committee

| Sr. No. | Name of the Director | Status whether Independent/ Non Independent |
|---------|------------------------|---|
| 1. | Ashok Kumar Sinha | Chairman, Independent |
| 2. | Bimal Kumar Nopany | Non-Independent |
| 3. | Lakshmikant Tibrawalla | Independent |

Composition of the Shareholders / Investors Grievance Committee.

| Sr. No. | Name of the Director | Status whether Independent/ Non Independent |
|---------|------------------------|---|
| 1. | Ashok Kumar Sinha | Chairman, Independent |
| 2. | Bimal Kumar Nopany | Non-Independent |
| 3. | Lakshmikant Tibrawalla | Independent |

Composition of the Remuneration Committee.

| Sr. No. | Name of the Director | Status whether Independent/ Non Independent |
|---------|------------------------|---|
| 1. | Lakshmikant Tibrawalla | Chairman, Independent |
| 2. | Pratima Srivastava | Independent |
| 3. | Ashok Kumar Sinha | Independent |

Composition of General Administration Committee.

| Sr. No. | Name of the Director | Status whether Independent/ Non Independent |
|---------|------------------------|---|
| 1. | Bimal Kumar Nopany | Chairman, Non-Independent |
| 2. | Pratima Srivastava | Independent |
| 3. | Lakshmikant Tibrawalla | Independent |
| 4. | Ashok Kumar Sinha | Independent |

CHAPTER VIII

MATERIAL DOCUMENTS

The following contracts (not being contracts entered into in the ordinary course of business carried on by the company) have been entered into by the company :

1. Memorandum of Understanding dated March 05, 2009, entered into between Maheshwari Datamatics Private Limited and our company to act as the Registrar to the Company.
2. Tripartite agreement dated August 10, 2005 amongst the company, Maheshwari Datamatics Private Limited and NSDL, for offering depository services.
3. Tripartite agreement dated September 01, 2005 amongst the company, Maheshwari Datamatics Private Limited and CDSL, for offering depository services.

CHAPTER IX

MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

The objects for which the Company is established are :-

To erect, construct, establish, acquire, carry on and maintain a factory or factories for the manufacture and refinery of molasses, sugar and sugar products and any other materials that may be decided upon by or on behalf of the Company.

To erect, construct, establish, acquire, carry on and maintain a factory or factories for production of paper, paper goods, pulp and other products made out of pulps and any other material or materials connected with paper and to sell, purchase, import, export and deal in paper, paper goods and allied materials.

To establish, acquire, maintain and carry on the business of growers, cultivators, producers, manufactures, refiners, buyers, sellers of and dealers in sugarcane, molasses, sugar and sugar products, plants, fruits, vegetables and vegetable products, to transact all manufacturing or treating preparing processes and mercantile business that may be necessary or expedient.

To carry on the business of spinners, weavers, manufacturers, balers and pressers of jute, jute – cuttings, jute – rejections, hemp, cotton and any other fibrous materials and the cultivation thereof and the business of buyers, seller of and dealers in jute, jute – cuttings, jute – rejections, hemp, cotton and any other fibrous materials, oil seeds and any other seeds and produce and goods and merchandise made thereof, and to transact all manufacturing on curing and preparing processes and mercantile business that may be necessary or expedient, and to purchase and sell the raw material and manufactured articles.

To carry on the business of an electric light and power company in all its branches, and in particular to lay down, construct and carry out all necessary cables, wires, lines, accumulators, lamps and works and to generate, accumulate, distribute and supply electricity for the purposes of light, heat motive power or otherwise, and to carry on the business of mechanical engineers, electricians and manufacturers of and dealers in all apparatus and things required for or capable of being used in connection with such business.

To purchase or otherwise acquire by cultivation or any other manner seeds and agricultural produce of any description whatever and to press or otherwise treat the same and prepare oil or other preparations therefrom and to sell and barter such seeds and agricultural produce or otherwise dispose of oil and other products so prepared and also to work up any oil and products and other materials into any form, shape or mark and to sell or otherwise dispose of the same.

To purchase and hold in free or in lease or otherwise and to make advances on any land or lands in British India or elsewhere and to purchase, acquire, hire, hold, make and maintain roads, canals, watercourses, ferries, piers, wharves and other ways and to make, construct, purchase, acquire, hire, hold, improve, alter, manage, let, sell, exchange, barter and dispose of lands, lease, buildings, warehouses, works, railways, sidings, tramways and other engines, machinery and apparatus, whatsoever for the purpose of the said business or businesses or any extension thereof.

To erect upon the said land to be acquired as aforesaid and upon any other lands and property which may hereafter be purchased or leased or acquired by the said Company such mills, buildings, houses and erections as may be required for carrying on the said business or businesses and to purchase and put into working order such machinery and other accessories as may from time to time be required for carrying on the said business or businesses or any of them.

To construct, carry out, maintain, improve, manage, work, control and superintend any hats, markets, reservoirs, waterworks, tanks, bridges and works in connection therewith, hydraulic works, electrical works and factories, coolie lines and houses, bustees, villages and other works and conveniences which may seem directly or indirectly conducive to any objects of the Company and to contribute to, subsidise or otherwise aid to take part in any such operations.

To cultivate the lands and properties of the Company and to develop the resources of the same by draining, clearing planting, pasturing or farming and for the purposes aforesaid to purchase from time to time such live – stock and employ such labour and from time to time to sell all or any part of the live stock or dead stock, timber and the produce of the said lands as may be necessary for carrying on of the business of planting and farming and pasturing of the said lands.

To purchase, charter, hire, build or otherwise acquire steam or other ships or vessels, steam – launches, flats, barges and cargo boats with all equipments and furniture and to employ the same in the conveyance of passengers, mails, live – stock, grain and other agricultural produce and treasure and also of goods and merchandise of every description and species on the principal rivers in India with their tributaries and also to run vessels on sea to any part or parts whatsoever whether inland, sea – board or foreign and to take vessels, flats, barges and other steam craft in two of its vessels of the Company may from time to time determine and to acquire postal subsidies and enter into mail or other contracts.

To, purchase coal, timber, cattle, live – stock, salt, kerosene oil, plant, machinery, treasure, stones, goods and merchandise and to deal with and dispose of the same by sale or otherwise.

To sell, let, charter or otherwise dispose of the said vessels or other property of the Company, and to carry on the business of shipowners in all its branches.

To carry on the business of warehousemen and wharfingers.

To carry on the business of underwriters or insurers of ships, goods or merchandise or other property.

To enter into any contract or arrangement or other dealing for the more efficient conduct of the traffic or business of the Company or any part thereof.

To import and export manufactured goods, raw materials produce, oil seeds and merchandise of all kinds.

To carry on the business of carriers by rail or otherwise on land and by water.

To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the aforementioned business or any of them or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

To acquire and undertake the whole or any part of the business, property and liabilities of any person or Company carrying on any business which the Company is authorised to carry on or possessed of property suitable for the purposes of this Company.

(a) To carry on business as iron – masters, iron founders, iron workers, steel makers, electric and blast furnaces proprietors, brass founders and metal makers, refiners and workers generally, iron and steel converters, smiths, tin plate makers, manufacturers of industrial, agricultural and other fittings, parts and all kinds of machineries tools and implements, boiler and steam generating plant makers and metallurgists.

(b) To carry on the business as traders, dealers, wholesalers, retailers, combbers, scourers, spinners, weavers, finishers, dyers and manufacturers of yarns and fabrics of wool, cotton, jute, silk, rayon, nylon, hemp and other natural, synthetic and/or fibrous substances including polyesters, polyacrylonitrile, polyvinyl acetate, cashmilon acrylicfibres, polypropylene, polymers, monomers, elastomers and resin of all types, grades and copolymers formulations and forms or as processed goods including polyethylene, polystyrene, polyvinyl, chloride, polymethyl, methacrylate, epoxy resins, alkyd resins, melamine polycarbonates, polyamides or any other or new substances being improvements upon, modifications of or being derived from additions to petrochemicals or other products or resulting from any processes and/or manufacturers of materials from the waste realised from abovementioned products either on its own account or on commission and to carry on the business as drapers and dealers of furnishing fabrics in all its branches, as costumiers, readymade dress and mantle makers, silk mercers, makersand suppliers of clothing, lingerie and trimmings of every kind, furriers, drapers, haberdashers, milliners, hosiers, glovers, lace makers, rope makers, felt and tarpauline makers, feather dressers, felt makers dealers in and manufacturers of yarns, fabrics and materials of all kinds, varieties and substances, and also to manufacture, deal in or process natural starch and other auxiliaries and sizing materials,

dye – stuff, synthetic or chemicals substances of all kinds and compounds and other substances, either basis, intermediate required for the above mentioned product or products.

(c) To carry on business as manufacturers, producers, dealers, processors, importers, exporters, stockists, agents, brokers, traders, retailers of all kinds of paper including writing printing wrapping and tissue, newsprint, paper for packing including corrugated and kraft paper, synthetic papers, paper board and straw board and all kinds of pulp whether mechanical or chemical including dissolving pulp.

** (Inserted by special Resolution dated 30th December, 1974 and confirmed by the Calcutta High Court as per their Order dated 20th May, 1975.)

To enter into partnership or into any arrangement for sharing profit, union of interests, co-operation, joint venture, reciprocal concession or otherwise or amalgamate with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction capable of being carried or conducted so as directly or indirectly to benefit this Company and to lend money to or guarantee the contracts of or otherwise assist any such person or company and to take or otherwise acquire shares and securities of any such company or in any other company having objects altogether or in part similar to those of this Company, and to sell, hold, re – issue with or without guarantee or otherwise deal with the same.

To sell, let, exchange or otherwise deal with the undertaking of the Company or and part thereof for such consideration as the company may think fit, and in particular for shares, debentures or securities of any similar to those of this Company, and if thought fit to distribute the same among the shareholders of this Company.

To subscribe for, take or otherwise acquire, hold, sell, dispose of and otherwise deal in shares, stock, debentures, bonds, obligations or other securities issued or guaranteed by an company, government, commissioners, public body or authority, supreme, municipal, local or otherwise.

* (Inserted by special resolution of the Company dated 18th April, 1960 and confirmed by the Calcutta High Court as per their order dated 29th May, 1961 and the Certificate of Registrar of Companies, West Bengal dated 21st September, 1961.)

To promote any other Company for the purpose of acquiring all or any of the property and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this company.

To receive on deposit at interest or otherwise and to lend money on mortgage of immovable property or on hypothecation or pledge of moveable property to such person and on such terms as may seem expedient and in particular to customers of and persons having dealings with the Company.

To purchase or otherwise acquire any patents, brevets, invention, licence, concessions, monopolies and the like conferring any exclusive or non – exclusive or limited right to use any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated, directly or indirectly to benefit this Company, and to use exercise, develop or grant licence in respect of o otherwise term to account the property and rights so acquired.

To enter into any arrangements with the Government of India or any local Government or with any authorities Municipal, local or otherwise, or with any Rajah, Zamindars, Landholders or other persons that may seem conducive to the Company’s object or any of them and to obtain from such Government or Authority, Rajah, Zamindars, Landholders or other persons any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangement, rights, privileges and concessions.

To establish and support of aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to assist the Company in the conduct of its business or to benefit employees or ex – employees of the Company or the dependents or connections of such persons, and grant pensions and allowances, and to make payments towards insurance and to subscribe, or guarantee money for charitable religious or benevolent objects, or for any exhibition or for any public general or useful objects, of for any other purpose which the Company may consider reasonable.

(a) To acquire by purchase, lease, exchange, hire or otherwise develop of operate land, buildings and hereditaments of any tenure of description and any estate or interest therein, and any right over to connected with land and buildings so situated and develop or to turn the same to account as may seem expedient and in particular by preparing building sites and by constructing, reconstructing, altering, improving, decorating, finishing and maintaining hotels, rooms, inns, flats, houses, restaurants, markets, shops, workshops, mills, factories, warehouses, cold storages, wharves, godowns, offices, safe deposits, vaults, hostels, gardens, swimming pools, playgrounds, building, works and conveniences of all kinds and by leasing , hiring or disposing of the same.

(b) To manage land, building and other properties, whether belonging to the Company or not, and to collect rents and income, and to supply tenants and occupiers and other refreshments, attendances, light, waiting rooms, reading rooms, meeting rooms, electric conveniences and other advantages.

(c) To guarantee the payment of money, unsecured or secured by or payable under or in respect of bonds, debentures, debentures – stocks, contracts, mortgages, charges, obligations and other securities of any company or of any authority, Central, State, Municipal, Local or otherwise, or of any person whomsoever, whether incorporated or not and generally to transact all kinds of guarantee business, to guarantee the issue of or the payment of interest in the shares, debentures, debenture – stocks or other securities or obligations of any company or association, and to pay or provide for brokerage, commission and underwriting in respect of any such issue, and to transact all kinds of trust and agency business.

* (Inserted by Special Resolution dated 30th December, 1974 and confirmed by the Calcutta High Court as per their Order dated 20th May, 1975).

To distribute any of the property of the Company among the member in specie but so that no distribution amounting to a reduction in capital be made without the sanction of the Court, if requisite.

To make accept, endorse, execute and issue Promissory Notes, Bill of Exchange, Bills of Lading, Debentures and other negotiable or transferable instruments.

To invest or deposit the money of the Company not immediately required upon such securities or in such manner as may from time to time be determined by the Managing Agents.

(A) To export, import, buy, sell, barter, exchange, pledge, make advance upon, invest in any otherwise deal in gold, silver, stocks, shares, securities, jute, seeds, handicrafts and articles, produced and merchandise of all kinds of description either ready or for forward delivery as permissible by the objects of the Company and to make loans and advances as also finance on hire purchase basis.

* (Inserted by Special Resolution dated 30th December, 1974 and confirmed by the Calcutta High Court as per their Order dated 20th May, 1975).

To guarantee the performance of contracts by members of or persons having dealings with the company.

To borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture – stock, perpetual or otherwise charged upon all or any of the Company's property (both present and future), including its uncalled capital, if any, and to apply the same or any part thereof for all or any purposes of the Company, and to purchase, redeem or pay off any such securities.

To remunerate any person or company for services rendered or to be rendered in placing or assisting to place of guaranteeing the placing of any of the shares in the Company's capital, or any debentures, or debenture – stock or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.

To establish agencies or branches for the purchase and sale of goods of all descriptions in India, England or elsewhere, and to undertake the management of any company or companies having objects altogether or in part similar to those of this Company.

To manage, let, mortgage, sell, underlet or otherwise turn to account, dispose of or deal with all or any part of the real or immovable and personal or moveable property and rights of the Company whenever and however acquired.

To do all or any of the above things as principals, agents, contractors, trustees or otherwise and either along or in conjunction with others.

Generally to do and perform all such other acts and things as may in the opinion of the Managing Agents of the Company for the time being be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "Company" in this clause shall be deemed to include any partnership or other body or persons whether incorporated or not incorporated, and whether domiciled in India or elsewhere and the intention is that the objects specified in each paragraph of this clause shall not except where otherwise expressed in such paragraph, be in any wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

CHAPTER X

DISCLAIMER CLAUSE OF BSE

As required, a copy of this Information Memorandum is being submitted to BSE. The BSE does not in any manner:

- warrant, certify or endorse the correctness or completeness of any of the contents of this Information Memorandum; or
- warrant that this Company's securities will be traded or will continue to be traded on the BSE; or
- take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company; and it should not for any reason be deemed or construed to mean that this Information Memorandum has been cleared or approved by the BSE. Every person who desires to acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/ acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

Filing

Copies of this Information Memorandum have been filed with BSE in due compliance.

Listing

Application has been made to BSE for permission to deal in and for an official quotation of the Equity Shares of the Company. The Company has already taken steps for the completion of necessary formalities for commencement of trading at the Stock Exchanges mentioned above.

CHAPTER XI

DECLARATION

No statement made in this Information Memorandum contravenes any of the provisions of the Companies Act, 1956 and the rules made thereunder. All the legal requirements connected with the direct listing as also the guidelines, instructions etc. issued by SEBI, Government and any other competent authority in this behalf have been duly complied with. All the information contained in this document is true and correct.

**SIGNED ON BEHALF OF THE BOARD OF DIRECTORS
For SHREE HANUMAN SUGAR & INDUSTRIES LIMITED**

SD/-
Ramesh Kumar Didwania
Company Secretary

Place : Kolkata

Date : 05/10/2013