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CIN : L15432WB1932PLC007276

30th May, 2019

To  
The Bombay Stock Exchange Limited  
Corporate Relationship Department,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai-400001

The Calcutta Stock Exchange Limited  
7, Lyons Range,  
Kolkata – 700 001

Dear Sir,

**Sub: Annual Secretarial Compliance Report**

We enclose, in terms of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, the Secretarial Compliance Report of the Company duly issued by Ms. Meena Chowdhary, Practicing Company Secretary, for the financial year ended March 31, 2019.

This is for your information and records.

Thanking you,

Yours faithfully,  
For Shree Hanuman Sugar & Industries Ltd.

  
Chief Financial Officer

Encl: As above

**MEENA CHOWDHARY**  
**Practicing Company Secretary**  
**B.COM(H), CS**

9/3 Nutan Para Road  
Liluah. Howrah-711204  
Mobile:8981219475  
Email:meenachowdhary@ymail.com  
Chowdharymeena7@gmail.com

**Secretarial compliance report of M/s. Shree Hanuman Sugar &  
Industries Ltd for the year ended 31st March, 2019**

I, Meena Chowdhary, Practicing Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by M/s. Shree Hanuman Sugar & Industries Ltd. ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the Company during the Review Period);**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable to the Company during the Review Period);**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Review Period);**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not Applicable to the Company during the Review Period);**



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- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;
- (j) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2015  
and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	SEBI Disclosure norms under PIT 1992 read with PIT 2015 and SAST 2011	Non- Compliance of the disclosure norms under PIT 1992 read with PIT 2015	This Non-compliance had been made by the Company during the year 2014-15, and SEBI has charged penalty on 15/08/2018 during review period (2018-19)
2	SEBI (Delisting of Equity Shares) Regulations, 2015	Non-Compliant with the provision of erstwhile Listing agreement (presently regulations, under SEBI (LODR) Regulation 2015)	1) BSE has delisted the equity shares of the company w.e.f 04/07/2018. 2) Company has made appealed to SAT and on 13/08/2018, SAT has given order to BSE to give opportunities to comply with all pending compliances and to make payments of all outstanding dues. 3) After duly complied with all compliances and making payments, BSE on 26/11/2018 has rescinded the delisting order and all provisions mentioned over there but approval for trading of equity shares of the company is still under process.



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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	SEBI	Non- Compliance of the disclosure norms under PIT 1992 read with PIT 2015	Fines of Amounts Rs. 100000/- has been levied by SEBI on 15/10/2018	Payment has made by the Company on 09/11/2018
2	BSE	Non-Compliant with the provision of erstwhile Listing agreement (presently regulations, under SEBI (LODR) Regulation 2015)	1) BSE has delisted the equity shares of the company w.e.f 04/07/2018. 2) Pending Annual Listing fee Amount Rs. 995330/- and SOP Fines of Amounts Rs. 3766560/- has been levied by BSE on 16/08/2018 3) On account of compulsory delisting order issued by the BSE on 4 <sup>th</sup> July, 2018, the Company, its whole time directors, its promoters and the companies which are promoted by any of them could not be able directly or indirectly to access the securities market for a period of ten years.	1) Payment of Annual Listing fee has paid by the Company on 30/08/2018 2) Payment of SOP fine has paid by the company on 29/09/2018. 3) After duly complied with all compliance and payments, BSE on 26/11/2018 has rescinded the delisting order and all provisions mentioned over there but approval for trading of equity shares of the company is still under process.



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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31st March 2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	NA, considering it is the first year of implementation of this report.	Trading approval of the equity shares of the Company is still under process.	Company is complying with compliances and making representation to BSE for granting trading approval	Company is trying best to comply with all compliances of LODR and other provisions timely. So, it will be able to get the trading approval of equity shares of the company very soon and there will be smooth function between BSE and Company.

**CS MEENA CHOWDHARY**  
**PROPRIETRESS**  
**MEMBERSHIP NO. 41084**  
  
**PRACTICING COMPANY SECRETARY**  
**CP NO. 16829**

**Place: Kolkata**  
**Date: 30/05/2019**

**Signature:**  
**Name : Meena Chowdhary**  
**ACS No.: 41084**  
**C P No.: 16829**