

Shree Hanuman SUGAR & INDUSTRIES LIMITED

Regd. Office : Chandra Kunj, 3, Pretoria Street, 4th Floor, Kolkata - 700 071
Phone : 2282 1169(4 Lines) 2282 1183(2 Lines) Fax:(033) 2282 1187/1188
E-mail: shsil@nopany.in / info@hanumansugar.com. Website : www.hanumansugar.com
CIN : L15432WB1932PLC007276

19th April, 2019

To,
The Bombay Stock Exchange,
Corporate Relationship Department,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

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

Dear Sir/Madam,

Sub: Intimation under Regulation 30 and 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Newspaper Advertisements for Notice of Postal Ballot (including Remote E-voting)

Please find enclosed the Postal Ballot Notice and copies of newspaper advertisements published in Financial Express (in English) and Arthik Lipi (in Bengali) on 19th April, 2019 with respect to completion of dispatch of Notice of Postal Ballot (including Remote E-voting) along with Postal Ballot Form to the Members.

The advertisements may also be accessed on the website of the Company at the link <http://www.hanumansugar.com/public-announcement.html>.

The above is for your information, records and reference please.

Thanking you,
Yours sincerely,
For Shree Hanuman Sugar & Industries Ltd.




Om Prakash Lundia
Chief Financial Officer

Encl: As,above

19th April, 2019

Financial Express (English)

Financial Express Kolkata, Fri, 19 Apr 19



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NOTICE TO MEMBERS

The Company has on Thursday, the 18th April, 2019 completed the dispatch of Notice under Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 along with Postal Ballot Form, self-addressed postage prepaid envelope (Prepaid Envelope) and also sent e-mail with the Login Id and password to the members whose e-mail Ids are available with the Registrar & Share Transfer Agent (RTA), seeking assent/dissent to the proposed resolution set out in the Notice dated 30th March, 2019. Ms. Meena Chowdhary, have been appointed as Scrutinizers for conducting the Postal Ballot.

A member may exercise voting either by physical ballot or e-voting. E-voting period commences on and from Friday, the 19th April, 2019 at 10.00 am and ends on Saturday, 18th May, 2019 at 5.00 pm. For casting vote members are requested to read the instructions printed in the Postal Ballot Notice carefully.

Members may please return the forms duly completed in all respect in the Pre-paid Envelope sent with the Notice so as to reach the Scrutinizer on or before, the 18th May, 2019. Postal Ballot Forms received after that date will be treated as if reply from the member has not been received.

Shareholders who do not receive Postal Ballot Form may apply to RTA- M/s Maheshwari Datamatics Pvt. Ltd., at 23, R.N Mukherjee Road, 5th Floor, Kolkata -700001.

Any query in relation to the resolution proposed to be passed by the Postal Ballot may be address to Ms. Khusbhoo Doshi, Company Secretary, of M/s. Shree Hanuman Sugar & Industries Limited, Chandra Kunj, 3, Pretoria Street, 4th Floor, Kolkata - 700 071 may be contacted. Telephone No. 033-22821169 E-mail: shsil@nopany.in.

The result of the voting by Postal Ballot will be announced on Monday, the 20th May, 2019 and will also be posted on the Company's website www.hanumansugar.com.

By order of the Board
For Shree Hanuman Sugar & Industries Limited
Om Prakash Lundia
Chief Financial Officer

Place : Kolkata
Date : 18.04.19



19th April, 2019

Arthik Lipi (Bengali)

লিপি

শ্রী হনুমান সুগার অ্যান্ড ইন্ডাস্ট্রিজ লিমিটেড
CIN: L15432WB1932PLC007276
 ফোন: ১১৬৩১১৪১ (৪ লাইন), ২২৮২১১৭০ (২ লাইন), ফ্যাক্স: (০৩০)২২৬৩ ১১৭/১১৭৮
 E-mail: shsil@nopany.in, Website: www.hanumansugar.com

সদস্যদের প্রতি বিজ্ঞপ্তি

২০১৮ সালের কোম্পানির আইনের ১১০ গার্ড অনুসারে এর সঙ্গে নব্বইটির জন্য ২২ তারিখ কোম্পানি (পরিচালনা এবং প্রশাসন) সনদ ২০১৮ অনুসারে পোস্টাল ব্যালট বিজ্ঞপ্তি ১৮ এপ্রিল, ২০১৯ তারিখে পাঠানো হয়েছে। এর সঙ্গে পোস্টাল ব্যালট ফর্ম, জবাবী নামে কারখানা সহ (ভারতীয় ব্যালট নামে নাম) সহ বিজ্ঞপ্তি পাঠানো হয়েছে। এছাড়াও সদস্যদের ই-মেইল আইডি এবং পাঠওয়ার্ড বা বেলিভিউ এবং শেয়ার ইন্সট্রাকশন এক্সট্রা (আরটিএ) সদস্যদের কাছে মেল আইডিতে পাঠানো হয়েছে, তাদের মতামত জমা বিজ্ঞপ্তির প্রকরণ জানার জন্য। পোস্টাল ব্যালট বিজ্ঞপ্তি ৩০ মার্চ, ২০১৯ তারিখে জরি করা হয়েছিল। পোস্টাল ব্যালটের বিঘাটি সঠিকভাবে সম্পন্ন করার জন্য দুটিমিনিটের হিসাবে সীমিত বীজ টেমপ্লেটের নিয়ম করা হয়েছে।

এই সনদ সদস্য বাস্তবায়নের ক্ষেত্রে পোস্টাল ব্যালট বিজ্ঞপ্তির মাধ্যমে ৩ ই-ভোটিংয়ের মাধ্যমে তার ভোটাধিকার প্রদান করতে পারেন। ই-ভোটিং শুরু হবে ৩০ মার্চ ২০১৯ তারিখে সন্ধ্যা ১০টা থেকে এবং শেষ হবে ১৮ মে, ২০১৯ তারিখে বিকাল ৫টা। সদস্যদের অনুরোধ করা হচ্ছে, তারা যেন নির্দেশিত সনদের ভোটাধিকার সঠিকভাবে প্রদান করেন। যে সনদ সদস্যরা জবাবী নামে তাদের ভোটাধিকার প্রদান করতে চান, সেই সনদ সদস্যরা ১৮ মে ২০১৯ তারিখের পূর্বে তাদের পূর্ণ করা ব্যালট পেমাল পেছাতে হবে, না হলে তা গ্রহণ করা হবে না।

সদস্যদের উদ্দেশ্যে জানানো হচ্ছে যে, পোস্টাল ব্যালট ফর্ম আরবি-মেসার্স মহেশ্বরী ডাটামেন্টস প্রাইভেট লিমিটেড, ২০ অর এন মুখার্জি রোড, বর্ডার, কলকাতা-৭০০০০১ ঠিকানায় পরিচালিত হতে ফর্ম পূর্ত করা হবে না। এ ব্যাপারে কোনও ত্রুটি বা কোনও সন্দেহ অনুভব করে যোগাযোগ করতে পারেন মেসার্স শ্রী হনুমান সুগার অ্যান্ড ইন্ডাস্ট্রিজ লিমিটেডের কোম্পানি সেক্রেটারি শ্রীমতি মনু দেবীকে, ফোন: ৩ ডিগ্রি ১১৩৩, শম্ভু হাট, কলকাতা-৭০০০১১ ঠিকানায় যোগাযোগ করতে পারেন অথবা ফোন করতে পারেন ০২৮২ ১১৩৩। E-mail: shsil@nopany.in এই আইডিতে। পোস্টাল ব্যালটের তথ্যের খোঁজ করতে ২০১৯ তারিখ বা কোম্পানির ওয়েবসাইট www.hanumansugar.com-এ দেখা যাবে।

গেটের আবেদনসহ
 শ্রী হনুমান সুগার অ্যান্ড ইন্ডাস্ট্রিজ লিমিটেড
 গুম প্রশাসন সচিব
 মুখ্য কার্যালয়

স্থান: কলকাতা
 তারিখ: ১৮.০৪.১৯





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CIN: L15432WB1932PLC007276

POSTAL BALLOT NOTICE

**To
The Member(s),**

NOTICE is hereby given that the following Resolutions are circulated herewith for approval of the members of **Shree Hanuman Sugar & Industries Limited** ("the Company") to be accorded by Postal Ballot in accordance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 :

1. Approval to the appointment of Statutory Auditors by the Board of Directors in casual vacancy

To consider and if thought fit, to give assent/dissent to the following Resolution **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139(8) read with the Rules prescribed there under and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) approval be and is hereby given to the appointment of **M/s. Saraf Manoj & Co.**, Chartered Accountants (Firm Regn.No 323473E), by the Board of Directors at its meeting held on 22/10/2019, to fill the casual vacancy caused by the resignation of **M/s Agarwal Gupta Nokari & Rustagi Associates**, Chartered Accountants (Firm Regn. No. 310041E) to hold office of the Statutory Auditors of the Company until the conclusion of the ensuing Annual General Meeting on such remuneration as may be fixed by the Board of Directors in consultation with them;

RESOLVED FURTHER THAT the Board of Directors (which term shall include any Committee thereof) be and is hereby authorised to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required."

2. Re-appointment of Mr. L. K. Tibrawalla as Independent Director:

To consider and if thought fit, to pass the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri L. K. Tibrawalla (DIN: 00423521), who was appointed as an Independent Director and who holds office of Independent Director up to 31.03.2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, notwithstanding that Mr. Tibrawalla has already crossed 75 years of age, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company."

RESOLVED FURTHER THAT the Board of Directors (which term shall include any Committee thereof) be and is hereby authorised to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required."

Registered Office:
Chandra Kunj, 4th Floor
3, Pretoria Street
Kolkata-700 071
30th March, 2019

CIN: L15432WB1932PLC007276

E-mail: shsil@nopany.in, info@hanusugar.com

Website: www.hanumansugar.com

NOTES:

1. Explanatory Statements setting out all the material facts concerning each of the businesses set out in the Notice pursuant to Section 102 of the Companies Act, 2013 ('the Act') read with Section 110 of the Companies Act, 2013 are annexed.
2. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014, assent or dissent of the members in respect of the Resolutions set out in the Postal Ballot Notice has been sought by postal ballot or through electronic voting. If a shareholder has voted through e-voting facility, he is not required to send Postal Ballot Form. However, in case a member votes through e-voting facility as well as sends his Postal Ballot Form, the votes casted through e-voting shall be considered and votes casted through Postal Ballot shall be ignored by the Scrutinizer.
3. The Board of Directors of the Company at their meeting held on 30th March, 2019, have appointed Ms. Meena Chowdhary, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot voting process (including e-voting) in a fair and transparent manner.
4. Postal Ballot form and self-addressed Business Reply Envelope are being sent for use of the members. Postage will be borne and paid by the Company. Envelopes containing the Postal Ballot Forms, if sent by any other mode at the expense of the registered Member, will also be accepted. Members are requested to exercise their voting rights by using the attached Postal Ballot Form only or voting by the electronic means. No other form or a photocopy of the Form is permitted.
5. The notice is being dispatched/emailed to all the members whose names appear on the register of members/list of beneficial owners as received from the National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd (NSDL) on 12th April, 2019 and voting rights shall be reckoned on the paid-up value of the shares registered in the name of the shareholders as on the same date.
6. A member desiring to exercise vote by e-Voting/physical Postal Ballot Form is requested to carefully read the instructions printed on the Postal Ballot Form.
7. The shareholders opting to vote through physical mode i.e. by sending duly filled up Postal Ballot Form are requested to send the postal ballot to the Scrutinizer so as to reach not later than 5.00 p.m. on 18th May, 2019. Any postal ballot form received after 5.00 p.m. on 18th May, 2019 shall be treated as invalid and shall be ignored.
8. The voting through e-voting facility and through Postal Ballot Form shall commence from 10:00 a.m. on 19th April, 2019 and shall end at 5:00 p.m. on 18th May, 2019. Therefore, the shareholders are requested to kindly cast their votes well within the aforesaid period.
9. The result of the Postal Ballot shall be announced by the Chairman of the meeting, or in his absence, by any other person so authorized by him on or before 20th May, 2019 at the Corporate Office of the Company ("the Venue") and the Resolutions will be taken as passed effectively on the last date of receipt of the physical postal ballot form if the result of the Postal Ballot indicates that the requisite majority of the Shareholders had assented to the Resolutions. The result of Postal Ballot shall be declared by placing it along with the scrutinizer's report on Company's Website at www.hanumansugar.com besides being communicated to the stock exchanges on which shares of the Company are listed.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESSES SET OUT IN THE NOTICE OF POSTAL BALLOT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1: Approval to the appointment of Statutory Auditors by the Board of Directors in casual vacancy

M/s Agarwal Gupta Nokari & Rustagi Associates, Chartered Accountants have tendered their resignation from the position of Statutory Auditors resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act").

Pursuant to provisions of Section 139(8) of the Act and subject to approval of the members of the Company, the Board of Directors at its meeting held on 22/10/2018 had appointed M/s. Saraf Manoj & Co, Chartered Accountants, (Firm Regn.No 323473E), as the Statutory Auditors of the Company to fill the said casual vacancy. M/s. Saraf Manoj & Co have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that they are eligible to be appointment as such and, their appointment, if made, would be within the limits prescribed under the Act.

Accordingly, the Ordinary Resolution set out at item no. 1 of this notice is recommended for approval of members of the Company.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

ITEM NO. 2: Re-appointment of Mr. L. K. Tibrawalla as Independent Director:

Shri L. K. Tibrawalla (DIN: 00423521) was appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges. He holds office as Independent Director of the Company up to 31.03.2019 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act). The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended reappointment of as Independent Director for a second term of 5 (five) consecutive years on the Board of the Company. The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him during their tenure, the continued association of Shri L. K. Tibrawalla would be beneficial to the Company and it is desirable to continue to avail his services as Independent Directors. Accordingly, it is proposed to re-appoint Shri L. K. Tibrawalla as Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company, notwithstanding that he has already crossed 75 years of age. Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms. Shri L. K. Tibrawalla is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as Directors. The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri L. K. Tibrawalla for the office of Independent Director of the Company. The Company has also received declaration from Shri L. K. Tibrawalla that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing

Regulations. In the opinion of the Board, Shri L. K. Tibrawalla fulfils the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations.

Shri L. K. Tibrawalla is independent of the management. His Details are provided in the “Annexure” to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India. Copy of draft letters of appointment of Shri L. K. Tibrawalla setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

Shri L. K. Tibrawalla is interested in the resolution set out at item no. 2 of the Notice with regard to his re-appointment. The relatives of Shri L. K. Tibrawalla may also be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions. This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board recommends the Special Resolution set out at Item Nos. 2 the Notice for approval by the members.

“Annexure”

Details of Director seeking re-appointment

Particulars	Shri L. K. Tibrawalla
Date of Birth	3rd August, 1943
Date of appointment as a director	20/06/2005
Qualifications	B. Com.
Expertise in specific functional areas	Commerce & Industry
Directorships held in other companies (excluding foreign companies)	1. Shree Milk & Food Industries Ltd. 2. Pure Coke Ltd. 3. Chengmari Tea Co. Ltd. 4. Mica Pvt. Ltd. 5. Sanskriti Holdings Pvt. Ltd. 6. International Belting Ltd. 7. International Conveyors Ltd. 8. Zenox Trading and Manufacturing Pvt. Ltd. 9. Goel Commodities Pvt. Ltd.
Memberships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee)	Member of Audit committee and Stakeholders Relationship Committee of International Conveyors Ltd.
Number of shares held in the Company	NIL

By Order of the Board
For **Shree Hanuman Sugar & Industries Limited**
Om Prakash Lundia
Chief Financial Officer

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30th March, 2019
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