Girdharilal Sugar And Allied Industries Limited

Registered Office : 45/47-A, Industrial Area No1, A.B.Road, Dewas-455001
Tel.Ph. (07272) 258502, 258503, 258504 E-mail :preind2002@yahoo.com
CIN : L15424MP1989PLC005564 PAN No .AABCG5514H Tin No. 23890901770

Date: 17/10/2015

To, The Manager Listing Department The National Stock Exchange of India Limited Exchange Plaza, Bandra- Kurla Complex, Bandra (East) Mumbai-400 051	To, The Manager- Listing Department Bombay Stock Exchange Limited Floor 25, P.J. Towers, Dalal Street, Mumbai-400 001

REF: Girdharilal Sugar and Allied Industries Limited, BSE Code-507506, NSE Symbol-NARMADASU

Sub*:* Submission of Minutes of 26th Annual General Meeting of the Company

Dear Sir(s)/Madam(s)

In compliance of clause 31 of the Listing Agreement we hereby informs you that the members of the company in the 26th Annual General Meeting held on Wednesday, September 30th 2015 at 10.00 AM at the registered office of the Company.

Please find enclosed herewith the Minutes of 26th Annual General Meeting of the Company.

Kindly take the same in your record.

Please do the needful.

Thanking You

Yours faithfully
For Girdharilal Sugar and Allied Industries Limited

Manoj Naik
(Compliance Officer)

MINUTES OF THE 26TH ANNUAL GENERAL MEETING OF THE MEMBERS OF GIRDHARILAL SUGAR AND ALLIED INDUSTRIES LIMITED HELD ON WEDNESDAY, 30TH SEPTEMBER, 2015 AT 10.00 AM AT THE REGISTERED OFFICE OF THE COMPANY AT 45/47-A, INDUSTRIAL AREA NO.1 A.B. ROAD DEWAS (M.P.) 455001.

PRESENT:

Shri Rajesh Agrawal-	**Chairman & Managing Director (Member)**
Shri Ram Gopal Agrawal-	**Independent Director**
Shri Sadhuram Sharam -	**Independent Director**
Smt.Sangeeta Agrawal-	**Women Director (Member)**

IN ATTENDANCE-

Shri Rajesh Lohia-	**Practicing Company Secretary (Scrutinizer)**
Shri Vishnu Datt Sharma-	**Company Secretary**
Shri Manoj Naik-	**Compliance Officer**

45 other members were present as per Attendance Register/Slips.

INTRODUCTORY PROCEEDINGS

1. Shri Vishnu Datt Sharma, Company Secretary, welcomed Directors, Scrutinizer and all Members of the Company to the 26th Annual General Meeting.

CHAIRMAN

Shri Rajesh Agrawal, the Chairman of the Company took the Chair. He extended warm welcome to all the Members Present at the 26th Annual General Meeting of the Company.

The Chairman informed the members that Shri Nitin Bandi, Partner of M/s. M.Mehta & Company, Statutory Auditor of the Company, is unable to attend the meeting & chairman allows him leave of absence received in terms of Section 146 of the Companies Act, 2013.

The Chairman informed the members that Shri Sadhuram Sharma Chairman of the Audit Committee, Nomination &Remuneration Committee & Stakeholders Relationship Committee is present as required by the Companies Act, 2013 & the Listing Agreement.

CHAIRMANS INITIALS

QUORUM

He declared that the quorum is present as per Section 103 of the Companies Act, 2013. On the basis of the information furnished by the **Scrutinizer Rajesh Lohia & Co.** (Practicing Company Secretary), the Chairman announced that the quorum was present and called the meeting in order.

AANOUNCEMENTS

The Chairman announced that the Company has received 05(Five) Proxy representing aggregate 1000 Equity Shares of Rs. 10/- each.

The Chairman declared that the Statutory Registers were available for inspection and would remain open and accessible during the continuance of the meeting to any person having a right to attend the meeting. He announced that pursuant to the provisions of Section 171 of the Companies Act, 2013 the Register of Directors and Key Managerial Personnel and their Shareholding had been kept open for inspection and was accessible to any person having right to attend the meeting.

Notice dated 31ST July, 2015 convening the Twenty-sixth Annual General Meeting together with the Explanatory Statement was taken as read with the permission of the Member present.

AUDITORS REPORT

The Chairman informed that since the Auditors Report contain qualification, and emphasis on matters the same has been discussed & explained in the Directors Report, there is no need to read the said Report at the Annual General Meeting in terms of Section 145 of the Companies Act, 2013.

The Chairman briefed the Members about the Company.

Thereafter the Chairman commenced the proceeding of the 26th Annual General Meeting.

The Chairman briefed the Members about the e-voting facility provided by the Company and stated that some of the Members have exercised their voting rights through electronically and who had not done so, for them the Ballot Papers will be arranged and he ordered Poll for all the 7 items of the Notice of the 26th Annual General Meeting for the members who had not availed the facility of e-voting.

The Chairman further informed the Members that Company had received the report from Shri Rajesh Lohia & Co. Practicing Company Secretary Scrutinizer for e-voting and who is present at the meeting and he is also appointed as the Scrutinizers for Poll.

The Chairman stated that the results of both the voting will be announced within two days to the stock exchange and will be hosted on the website of the Company.

Thereupon, at the request of the Chairman, Company Secretary, Shri Vishnu Datt Sharma explained the Poll Procedure and also stated the items on the agenda of the Notice convening 26th Annual General Meeting.

CHAIRMANS INITIALS

Thereupon the Company Secretary, Shri Vishnu Datta Sharma explained the Poll Procedure to the Members present.

The Company Secretary, Shri Vishnu Datt Sharma requested the Members to start the Voting by Poll and deposit the Ballot Papers in the Ballot Box.

The Chairman then invited the members to express their views or seek information. Some Members raised few queries which were replied by the Chairman to the satisfaction of the Members.

After the questions and answers were out and everyone has exercise his /her voting rights, the chairman convened thanks to all and declared the meeting as closed and stated that it will be deemed to be concluded with the declaration of the results.

Shri Vishnu Datt Sharma, Company Secretary gives a vote of thanks to the Chair.

The Company received the Scrutinizers Report regarding Poll at the 26th Annual General Meeting on 30th September, 2015 at 11.30 A.M.

Presented herein below are the item wise combined results of the e-voting and the Poll at the AGM.

CHAIRMANS INITIALS

ITEM NO. 1

ORDINARY RESOLUTION

APPROVAL AND ADOPTION OF THE AUDITED BALANCE SHEET AS AT 31ST MARCH, 2015 AND SATETEMNT OF PROFIT AND LOSS FOR THE YEAR ENDED AS ON THAT DATE TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON

"**RESOLVED THAT** the Audited Balance Sheet as at 31st March, 2015 and Statement of Profit and Loss for the year ended on that date together with the Notes, Schedules and Cash Flow Statement, Directors Report (including report on Corporate Governance and Management Discussion) and the report of the Auditors thereon placed before this meeting be and is here by received, approved and adopted."

TOTAL PAID UP SHARES		**19168887**
	No. of Votes	**% on Votes Polled**
Total Votes Polled (evoting and Poll)	**11936307**	
No. of Votes polled in Favour and % thereof	11936307	62.26
No. of Votes polled Against and % thereof	Nil	Nil

Accordingly, the Chairman declared that the Resolution is passed as an ORDINARY RESOLUTION unanimously.

ITEM NO. 2:

ORDINARY RESOLUTION

APPOINTMENT OF SHRI RAJESH AGRAWAL AS A DIRECTOR WHO RETIRE BY ROTATION

"**RESOLVED THAT** Shri Rajesh Agrawal a Director retiring by rotation at this meeting and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company whose term of office shall be liable to determination by retirement by rotation."

CHAIRMANS INITIALS

TOTAL PAID UP SHARES		19168887
	No. of Votes	% on Votes Polled
Total Votes Polled (evoting and Poll)	11936307	
No. of Votes polled in Favour and % thereof	11936307	62.26
No. of Votes polled Against and % thereof	Nil	Nil

Accordingly, the Chairman declared that the Resolution is passed as an ORDINARY RESOLUTION unanimously.

ITEM NO. 3:

ORDINARY RESOLUTION

APPOINTMENT OF SATTUTORY AUDITORS

"RESOLVED THAT M/S. M. Mehta & Co., Chartered Accountant, Indore (M.P.) (Firm Registration Number 000957C), the retiring auditors pursuant to prohibitions of Section 139 of the Companies Act, 2013 be and is hereby is appointed as Auditors of the Company to hold office form the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors".

TOTAL PAID UP SHARES		19168887
	No. of Votes	% on Votes Polled
Total Votes Polled (evoting and Poll)	11936307	
No. of Votes polled in Favour and % thereof	11936307	62.26
No. of Votes polled Against and % thereof	Nil	Nil

Accordingly, the Chairman declared that the Resolution is passed as an ORDINARY RESOLUTION unanimously.

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ITEM NO. 4:

ORDINARY RESOLUTION

CONFORM THE APOINTMENT OF SMT. SANGEETA AGRAWAL AS A WOMEN DIRECTOR WHO WAS APPOINTED AS AN ADDITIONAL DIRECTOR

"RESOLVED THAT Smt. Sangeeta Agrawal, who was appointed as an Additional Director by the Board of Directors of the Company pursuant to sub section (1) of Section 161 of the Companies Act, 2013 and who holds office only upto the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing, under Section 160 of the Companies Act, 2013, from a Member signifying his intention to propose Smt. Sangeeta Agrawal as a candidate for the office of a Director of the Company, be and is hereby appointed a Director of the Company liable to retire by rotation."

TOTAL PAID UP SHARES		**19168887**
	No. of Votes	**% on Votes Polled**
Total Votes Polled (evoting and Poll)	**11936307**	
No. of Votes polled in Favour and % thereof	11936307	62.26
No. of Votes polled Against and % thereof	Nil	Nil

Accordingly, the Chairman declared that the Resolution is passed as an ORDINARY RESOLUTION unanimously

ITEM NO. 5:

SPECIAL RESOLUTION

APPROVE CERTAIN POWERS TO BOARD OF DIRECTORS UNDER SECTION 180(1)(A)OF THE COMPANIES ACT, 2013.

"RESOLVED THAT in supersession of the resolution passed under section 293(1)(a) of the Companies Act, 1956 at the Annual General Meeting of the Company held on 29th September, 1999 and pursuant to section 180(1)(a) and other applicable provisions of the Companies Act, 2013 as amended from time to time the consent of the Company be and is hereby accorded to creation by the

CHAIRMANS INITIALS

Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) of such mortgages, charges and hypothecations as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board / Committee of the Board may direct, together with power to take over the management of the Company in certain events, to or in favors of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, other bodies corporate (hereinafter referred to as the "Lending Agencies") and Trustees for the holders of debentures/ bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments of an outstanding aggregate value not exceeding Rs. 150 crores together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements / Loan Agreements / Debenture Trust Deeds entered / to be entered into by the Company in respect of the said borrowings."

"RESOLVED FURTHER that the Board be and is hereby authorized to finalize with the Lending Agencies / Trustees, the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution."

TOTAL PAID UP SHARES		**19168887**
	No. of Votes	**% on Votes Polled**
Total Votes Polled (evoting and Poll)	**11936307**	
No. of Votes polled in Favour and % thereof	11936307	62.26
No. of Votes polled Against and % thereof	Nil	Nil

Accordingly, the Chairman declared that the Resolution is passed as a SPECIAL RESOLUTION unanimously

CHAIRMANS INITIALS

ITEM NO. 6:

SPECIAL RESOLUTION

APPROVE CERTAIN POWERS TO BOARD OF DIRECTORS UNDER SECTION 180 (1) (c) OF THE COMPANIES ACT, 2013.

"**RESOLVED THAT** pursuant to the provisions of Section 180(1) (c), 180(2) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications, amendments or re-enactments thereto for the time being in force) the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include a Committee of the Board) for borrowing any sum or sums of monies from time to time for the purpose of the Company's business on such terms and conditions and with or without security from any bank, financial institution or any other lending institutions, firms, bodies corporate or persons, both in the national and international markets, as may be considered suitable by the Board, notwithstanding that the sum or sums of monies to be so borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs. 150 Crores over and above the paid up capital of the Company and its free reserves;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may consider necessary desirable, expedient, usual or proper to" give full effect to this resolution."

TOTAL PAID UP SHARES		**19168887**
	No. of Votes	**% on Votes Polled**
Total Votes Polled (evoting and Poll)	**11936307**	
No. of Votes polled in Favour and % thereof	11936307	62.26
No. of Votes polled Against and % thereof	Nil	Nil

Accordingly, the Chairman declared that the Resolution is passed as a SPECIAL RESOLUTION unanimously

CHAIRMANS INITIALS

HELD AT.....ON.....TIME.....

ITEM NO. 7:

SPECIAL RESOLUTION

APPROVAL TO REMUNERATION OF COST AUDITOR AS PER PROVISIONS OF SECTION 148 OF THE COMPANIES ACT, 2013.

"**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting;

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

TOTAL PAID UP SHARES		**19168887**
	No. of Votes	**% on Votes Polled**
Total Votes Polled (evoting and Poll)	**11936307**	
No. of Votes polled in Favour and % thereof	11936307	62.26
No. of Votes polled Against and % thereof	Nil	Nil

Accordingly, the Chairman declared that the Resolution is passed as a SPECIAL RESOLUTION unanimously

The Chairman declared the 26th Annual general Meeting as Concluded consequent upon announcement of the results.

Place: Dewas
Date: 17/10/2015

Rawal

Chairman