GIRDHARILAL SUGAR AND ALLIED INDUSTRIES LIMITED

45/47-A, INDUSTRIAL AREA NO. 1, A.B. ROAD, DEWAS - 455 001 (MP) India
PHONE NOS : 91 7272 258502/03/ 04 & FAX NO : 91 7272258505
E-mail:premier_2@bsnl.in / piildewas@gmail.com - **CIN NO. L15424MP1989PLC005564**

Ref: GSAIL/PSTAL/2016-17-1
01st September, 2016

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**

Dear Sir /Mam,

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

SUB: Scrutinizers Report on Postal Ballot

This is to intimate you that the following resolutions are passed on 1st Day of September, 2016 through Postal Ballot.

1. Approval of Granting Loan and Investment by company Under Section 186(3) of the Companies Act, 2013 of Amounting to Rs. 50.00 Crores (Rupees Fifty crore rupees).

We are enclosing herewith the Scrutinizers report on announcement of the above mentioned Postal Ballot Result on today, 1ST September, 2016.

Kindly take the same in your record.

Thanking You.

Yours Faithfully,

For Girdharilal Sugar and Allied Industries Limited

GIRDHARILAL SUGAR AND ALLIED INDUSTRIES LIMITED DEWAS

Rajesh Agrawal
Chairman & Managing Director
Encl: As above: result

R. Lohia & Co.
Company Secretaries

414, Manas Bhawan Extn, 11, RNT Marg, Indore.
Phone:4040247(O) /9826063895
E-mail: lohiarajesh@rediffmail.com

To,
The Chairman
Girdharilal Sugar and Allied Industries Limited
(CIN-L15424MP1989PLC005564)
Reg.Off.-45/47-A, Industrial Area No.1 A.B. Road,
Dewas (M.P.) 455001

Dear Sir,

I, Rajesh Lohia Practicing Company Secretary holding Membership No. FCS 4548 and Certificate of Practice No. 2694, was appointed by the Board of Directors of Girdharilal Sugar and Allied Industries Limited as the Scrutinizer to receive, process and scrutinize the Postal Ballot papers in respect of the Special Resolution, as circulated in the Notice dated 27th May 2016 issued under Section 110 of the Companies Act, 2013.

To enable wider participation of shareholders, pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 (the Act) and the Rules framed there under and as required Under Regulation 30 & 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed companies are required to provide e-voting facility to their shareholders for all resolution to be passed at General Meeting of through Postal Ballot.

Girdharilal Sugar and Allied Industries Limited (hereinafter referred as GSAIL) has made arrangements with the System Provider - Central Depository Services limited (CDSL) for providing a system of recording votes of the shareholders electronically through e-voting. GSAIL had accordingly arranged through its Registrar & Transfer Agents viz Purva Sharegistry India Private Limited (hereinafter referred as RTA), to set up the e-voting facility on the e-voting website www.evotingindia.com.

The Company GSAIL through RTA uploaded the Resolutions together with the Explanatory Statement on which e-voting is required and for generating Electronic Voting Event Number (EVSN) by the system provider. The Register of Members was made up, for the purpose of dispatch of Postal Ballots to the shareholders as on 27th May 2016.Memebrs who have registered their email IDs for the receipt of documents in electronic mode under the Green initiative of Ministry of Corporate Affairs were sent Notice of Postal Ballot by email and to others (whose names appeared on the Register of Members/List of Beneficial Owners as received from Central Depository Services (India) Limited on Tuesday 26th July, 2016 were sent by Registered Post /along with the login instructions in order to enable them to cast votes by Postal Ballots or by electronically.

GIRDHARILAL SUGAR AND ALLIED INDUSTRIES LIMITED DEWAS

R. Lohia & Co. CP No. 2694 Company Secretaries

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The shareholders who opted for electronic voting were required to login to www.evtingindia.com, the e-voting system of CDSL to cast their votes electronically. As the Scrutinizer, I report that in compliance of the provisions of Rule 20(3)(vi) of the Companies (Management and Administration) Rules 2014, the above electronic voting remained open to the members from 1st August 2016 at 9.00 a.m. to 30th August 2016 at 5.00 p.m.

I further report that I received the Postal Ballot Papers form the shareholders during the period from 5th August 2016 to 30th August 2016. All the Postal Ballot Forms together with all votes cast by E-voting through CDSL, received up to 5.00 p.m. on 30th August 2016, being the last date fixed by the Company for the receipt of the Ballot forms/ e-voting, were considered for my scrutiny.

Each shareholder had 1 vote for 1 equity share held by him. On scrutiny, I report that 4 shareholders exercised through e-voting and 18 shareholders exercised their votes through Postal Ballot Forms. I submit my report as under on the result of the voting by Postal Ballot Forms. I submit my report as under on the result of the voting by Postal Ballot in Physical and Electronic mode in respect of the following resolutions:

Item No.1
Special Resolution Authorizing for Loan and Investment by the company under section 186(3) of the Companies Act, 2013.

*"**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and such other provisions as may be applicable, including any statutory modification or re-enactment thereof for the time being in force, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to make loan(s) and/or give any guarantee(s)/provide any security(ies)in connection with loan(s) made and / or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate as they may in their absolute discretion deem beneficial and in the interest of the Company in excess of 60% of the paid up Share Capital, Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, as prescribed under Section 186 of the Companies Act, 2013 from time to time, in one or more tranches, upto i) maximum amount of Rs.50.00 Crores (Rupees Fifty Crore only), if the investments/ acquisitions, loans, guarantee, securities to be provided along with Company's existing loans or guarantee/ security or investments/ acquisitions are*

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in excess of the limits prescribed under Section 186 aforesaid or ii) the maximum limits so prescribed under Section 186 (as may be amended from time to time), whichever is higher.

RESOLVED FURTHER THAT *the Board or any Committee thereof and / or Managing Director and / or any Whole-time Director(s) and / or any Officer(s) as may be authorized by the Board or any Committee thereof as per the applicable provisions of the Companies Act, 2013 be and are hereby authorized to take from time to time all decisions and steps in respect of the above loans, guarantees and investments/ acquisitions including the timing, amount and other terms and conditions of such loans, guarantees and investments/ acquisitions and varying the same through transfer, sale, disinvestments or otherwise either in part or in full as it may deem appropriate, and to do and perform all such acts, deeds, matters and things, as may be necessary or expedient in this regard and to exercise all the rights and powers which would vest in the Company in pursuance of such loans, guarantees and investments/ acquisitions."*

The result of Postal Ballot is as under:

Number of Votes Cast	In favour	Against
E-voting	2522000	55300
Postal Ballot	2100550	0
Total Votes Cast	4622550	55300
% of Valid Votes Cast	98.82%	1.18%

As the number of votes cast in favour of the above resolution is more than thrice the number of votes cast against the resolution, therefore, I am pleased to inform that this Resolution has been passed by the requisite majority.

I, report that Resolution No. 1 has been passed by the shareholders with requisite majority.

Thanking you,
Yours faithfully,
for R. Lohia & Co.
Company Secretaries

GIRDHARILAL SUGAR AND ALLIED INDUSTRIES LIMITED DEWAS

R. Lohia & Co. CP No. 2694 Company Secretaries

1/9/16

(Rajesh Lohia)
FCS-4548
CP-2694

Place: Indore
Date: 01.09.2016