GIRDHARILAL SUGAR AND ALLIED INDUSTRIES LIMITED

Regd. Office: - 45/47-A, INDUSTRIAL AREA NO. 1, A.B. ROAD, DEWAS (M.P.) - 455 001
PHONE NOS : +91- 07272 -259505/258502/03/ 04
CIN NO- L15424MP1989PLC005564
PAN NO- AABCG5514H
Email: preind2002@yahoo.com, **website**:www.gsail.org

Date: 02.09.2019

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-NARMADASUG

SUB: Submission of Notice of 30th Annual General Meeting under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015. we are enclosing herewith Notice of 30th Annual General Meeting of the Company for the financial year 2018-19 to be held on Friday, 27th September , 2019 at the Registered Office of the Company at **45/47-A, Industrial Area No. 1, A.B. Road, Dewas (MP)- 455 001 at 10:00 A.M**. The aforesaid notice is also available on the website of the Company at www.gsail.org

This is for your information and record.

Thanking You
Yours Faithfully,
For, Girdharilal Sugar and Allied Industries Limited

Narendra Gupta
Company Secretary & Compliance Officer
M.No.- 47935

GIRDHARILAL SUGAR AND ALLIED INDUSTRIES LTD. DEWAS

NOTICE OF 30TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirtieth (30th) Annual General Meeting of the members of the Company will be held on Friday, 27th September, 2019 at 10.00 A.M. at the registered office of the Company at 45/47-A, Industrial Area No.1, A.B. Road, Dewas, Madhya Pradesh - 455001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon; and
2. To appoint a Director in place of Mr. Ram Gopal Agrawal, (DIN 00359638) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES:-

3. **CONFIRMATION OF MRS. SANDHYA CHOUBEY (DIN: 08461659) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, Schedule IV and other Applicable provision, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs. Sandhya Choubey (DIN: 08461659) who was appointed as an additional (Independent) director of the Company by the Board of Directors with effect from 28th May, 2019 and who hold office till the date of ensuing AGM, in terms of section 161 of the Companies Act, 2013 and in respect of which she has submitted a declaration that she meets the criteria for independency as provided in Section 149(6) of the Act and who is eligible for appointment as Independent Director, the approval of the members of the Company be and are hereby accorded to changes her designation as Independent Director of the Company and whose office shall not be liable to determination by retirement of directors by rotation;

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all the needful acts, deeds, matters and things to give effect to this resolution including filing of all related E-forms with the Registrar of Companies Gwalior (M.P.)."

4. **CONFIRMATION OF REMUNERATION OF COST AUDITOR**

To consider and, if thought fit, to pass, with or without modification(s) the following Resolution as an ORDINARY RESOLUTION

"RESOLVED THAT, pursuant to section 148 and other applicable provisions of the Companies Act, 2013 read with the , Companies (Cost records and Audit Rules), 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s M. Goyal & Co. Cost Accountants (Registration No.000051) be and is hereby appointed as the Cost Auditors of the company to conduct the audit of cost records made and maintained by the company for the Financial Year ended on 31st March 2020 at a remuneration of Rs. 35,000/- (Rupees thirty five thousand only) excluding GST and out–of–pocket expenses, the same has been approved by the Board of Directors of the Company be and is hereby ratified."

"RESOLVED FURTHER THAT any of the Director 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."

5. CONFIRMATION OF CHANGE IN DESIGNATION OF MR. RAM GOPAL AGRAWAL (DIN:-00359638) FROM INDEPENDENT DIRECTOR TO NON- INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules & regulations made there under, consent of the members of the Company be and is hereby accorded to the change in designation of Mr. Ram Gopal Agrawal from Independent Director to Non-Independent Director of the company and he shall be liable to retire by rotation of Directors.

"RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all the needful acts, deeds, matters and things to give effect to this resolution including filing of all related E-forms with the Registrar of Companies Gwalior (M.P.).".

6. TO APPROVE TO ENTER TO RELATED PARTY TRANSACTIONS BY THE COMPANY:

To consider and, if thought fit, to pass, with or without modification(s) the following Resolution as ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the provisions of Companies Act 2013 and other applicable provisions, if any of the Companies (Meeting of the Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force) and in accordance with the provisions of Memorandum and Articles of Association of the Company, the Securities Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended from time to time, consent of the members of the company be and is hereby accorded for entering into Related party Transactions by the company upto the maximum per annum amounts as appended :

Name of the Related Party	Name of the Director or KMPs, who is related.	Nature of Relationship	Nature, Material Terms, Monetary Value and particulars of the contract or arrangement.
Manthan Milk Products Pvt. Ltd.	Mr. Rajesh Agrawal	Company in which relatives of Directors are interested	Sale purchase or supply of goods of Rs. 10,00,00,000/- p.a. in ordinary course of Business on prevailing market price

"RESOLVED FURTHER THAT the Board of Directors of the company or any Committee thereof or any person authorized by the Board be and are hereby authorized to execute the documents, deeds or writings required to be executed in relation to the transfer and vesting of Business Undertakings and other incidental documents, make applications to regulatory and governmental authorities for the purposes of obtaining all approvals, consents, permissions and sanctions required by the company and to do all acts and deeds to give effects to this resolution."

By order of the Board of Directors
For Girdharilal Sugar And Allied Industries Limited

SD/-
Rajesh Agrawal
(DIN: - 00107009)
Chairman & Managing Director

Place: Dewas (M.P.)
Date: 13th August, 2019

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE AT LEAST 48 HOURS PRIOR THE MEETING.**
   A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten (10) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder. A Proxy Form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. The Ministry of Corporate Affairs ("MCA") has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliance by Companies and has issued a circular on April 21, 2011 stating that the service of document by a Company can be made through electronic mode. Electronic copy of the Annual Report for the FY 2018-19 is being sent to all the members whose email ID's are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the year 2018-19 is being sent in the permitted mode.
4. Members of the Company had approved appointment of M/s. Sunil Bandi & Co., Chartered Accountants, as the Statutory Auditors at the 28th (twenty eighth) Annual General Meeting of the Company which is valid till the conclusion of the 33rd (thirty third) annual general meeting of the Company. In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM.
5. The Company has connectivity from the CDSL and equity shares of the Company may also be held in the Electronic form with any Depository Participant (DP) with whom the members/ investors having their depository account. In case of any query/difficulty in any matter relating thereto may be addressed to the Share Transfer Agents Purva Sharegistry India Private Limited 9, Shiv Shakti, Ind. Estt, J R Boricha Marg, Near Lodha Excellus, Lower Parel (E)Mumbai- 400 011
6. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
7. Member(s), Proxies and Authorized Representatives are requested to bring the attendance slip annexed herewith, duly filled in, for attending the meeting.
8. The Register of Members, Beneficial Owner and Share Transfer Books of the Company will remain closed from Saturday 21st day of September, 2019 to Friday, 27th day of September, 2019, both days inclusive for the purpose of Annual General Meeting.
9. Members who hold shares in dematerialized form are requested to quote Depository Account Number (Client ID No.) for recording of attendance at the meeting.
10. Members are requested to notify to the Company immediately, quoting Registered Folio No., change in their address, if any, with the pin code number.
11. Non-resident members are requested to immediately notify: - (i) change in their residential status on return to India for permanent settlement; and (ii) particulars of NRE account, if not furnished earlier.
12. Members who are holding shares in identical names in more than one folios, are requested to write to the Company/Purva Sharegistry (I) Pvt. Ltd., the Registrar and Share Transfer Agent, to consolidate their holding in one folio.
13. Shareholders who are still holding physical share certificate are advised to dematerialize their shareholding to avail benefit of dematerialization.
14. Details required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting is annexed herewith to Notice as Annexure-I. The Directors have furnished the requisite declarations for their appointment/re-appointment.
15. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts in respect of the business under Item nos.3 , 4,5 ,6 is annexed hereto.
16. Members/ Proxies are requested to bring along with them Annual Reports being sent to them and should bring the attendance slip sent herewith, duly filled, in order to attend the meeting.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
18. As per SEBI notification date 30.11.2018 and further clarification on 27.03.2019, SEBI has amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 "except in case of transmission or transposition of securities requests for effecting transfer of securities shall not be processed unless the securities are held in

dematerilised form with a depository with effect from April 1, 2019". The amendment does not prohibits the Investor from holding the shares in physical form, Investor has the option of holding shares in physical form even after April 1,2019.

19. Any Investor who has desirous of transferring shares (which are held in physical form) after April 1, 2019 can do so, only after the shares are dematerialised.
20. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, and the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting of the Company.
21. Electronic copy of the Notice of the 30th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email ID's are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 30th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
22. Members may also note that the Notice of the 30th Annual General Meeting and the Annual Report for the FY 2018-19 will also be available on the Company's website www.gsail.org for the purpose of downloading. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: Preind2002@yahoo.com.
23. A route map showing directions to reach the venue of the 30th AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meetings".
24. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the Company's Registered Office and at Company's office at 45/47-A Industrial Area No. 01 A.B. Road Dewas (M.P.) -455001 on all working days (except Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. up to the date of this Annual General Meeting ("AGM") and also at the AGM.
25. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company is pleased to provide members facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means / remote e- voting and the business may be transacted through e-Voting Services provided by CDSL.
26. The instructions for e-voting are as under:

Voting through electronic means

The Instructions for shareholders voting electronically are us under

(i) The voting period begins on 09.00 A.M. Tuesday, 24th September, 2019 and ends on 5.00 P.M. Thursday, 26th September, 2019. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 20th September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Members holding shares in physical or in Demat form as on Friday, 20th day of September, 2019, shall only be eligible for e- voting.

(iii) The Facility for voting through Ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Ballot paper.

(iv) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the company as on the cut-off date of , 20th day of September, 2019

(v) Any person, who acquire shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., Friday, 20th day of September, 2019, may obtain the login ID and password by sending a request at support@purvashare.com or preind2002@yahoo.com or evoting@cdsl.co.in.

(vi) Shareholders or Members who have cast their votes by e-voting prior to the AGM may also attend the meeting but shall not be entitled to cast their vote at the meeting venue.

(vii) The shareholders should log on to the e-voting website www.evotingindia.com.

(viii) Click on Shareholders tab.

(ix) Now Enter your User ID
a. For CDSL: 16 digits beneficiary ID,
b. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(x) Next enter the Image Verification as displayed and Click on Login.

(xi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(xii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. I) If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instructions.

(xiii) After entering these details appropriately, click on "SUBMIT" tab.

(xiv) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xv) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xvi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xvii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xviii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xix) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xx) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xxi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xxii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xxiii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxiv) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

(xxv) M/s VC & Associates, Practicing Company Secretary proprietor, Mr. Vipin Kumar Chhawchhriya , (Membership No. ACS- 39361 & COP No. 14655) has been appointed as the scrutinizer to receive and scrutinize the completed ballot forms and votes casted electronically by the members in a fair and transparent manner.

(xxvi) The Scrutinizer shall after scrutinizing the vote cast at the AGM (Poll) and through Remote E-Voting not later than 48 hours from conclusion of AGM, make and submit a consolidated scrutinizers report to the Chairman. The Results declared along with the consolidated scrutinizers report shall be placed on the website of the company and CDSL.

(xxvii) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.gsail.org within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited/ NSE Limited

(xxviii) The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Friday 27th September, 2019 subject to receipt of the requisite number of votes in favour of the Resolutions.

EXPLANATORY STATEMENT FOR ITEM 3, 4, 5 and 6 OF THE NOTICE
Item No. 3 -

Ordinary Resolution
Mrs. Sandhya Choubey, aged About 50 years, she has rich experience of 25 years in the field of education sector. She completed his M.A. in Economics and M.A. in Art from DAVV University Indore (M.P.) in the year 2006 and 2007. She has served lecture in various school, college and coching institution.

The Board of Director on the recommendation of the nomination and remuneration committee appointed Mrs. Sandhay Choubey (DIN:08461659) as an additional (Independent director) of the company w.e.f. 28.05.2019 and holds office up to the date of ensuing Annual General meeting.

Mrs. Sandhay Choubey is not disqualified from being appointed as a director in terms of section164 of the Companies Act, 2013 and has also given his consent to act as the director of the Company. Mrs. Sandhay Choubey has given a declaration to the Board that she meets the criteria of Independent director as provided under section 149(6) of the Companies' Act 2013. In the opinion of the Board, she fulfils the all the conditions specified in the Act and the rules framed there under and SEBI (Listing obligation and Disclosure requirements) regulation, 2015. For appointment as independent director.

Section 149(10) of the Companies Act 2013 provided that an independent director shall hold office for a term of upto 5 consecutive years on the Board. Further Section 149(13) of the Act states that the provision related to retirement of director by rotation shall not apply to the appointment of independent director. In compliance with the provisions of the Companies Act 2013, it is proposed to appoint Mrs. Sandhya Choubey as an Independent Director of the Company to hold office for a term upto 27-05-2024.

A copy of the draft letter of appointment for the independent Director setting out the terms and conditions for the appointment of independent Director is available for inspection by the members at the registered office of the Company on all working days between 11:00 A.M. to 1:00P.M. upto the date of AGM.

Accordingly, the Board recommends the resolution to appoint Mrs. Sandhya Chaubey as an Independent Director for the Approval of members. Except Mrs. Sandhya Choubey none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.3 of the Notice. This Explanatory Statement may also be regarded as a disclosure under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.Mrs. Sandhya Chaubey is holding NIL Equity shares consisting NIL% of the paid up capital of the Company.
The Board Recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Shareholders.

Item No. 4 -
The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditor M/s M. Goyal & Co., Cost Accountant (Firm Reg. No. 000051) to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020, the audit fees will be Rs. 35000 /-plus GST and out of pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.
The Board Recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Shareholders.

Item No. 5 -
Mr. Ram Gopal Agrawal holds share in the company is more than limit mentioned in section 149 and was appointed as Independent Director of the Company on the Board of the Company. Now Board of Directors of the company have changed his designation from Independent Director to Non Independent Director in the Board meeting held on 28.05.2019.

The Committee & the Board have proposed to change the designation of Mr. Ram Gopal Agrawal as Non-Independent Director of the Company. The change of designation of Mr. Ram Gopal Agrawal as such taken effect from 28.05.2019 and requires the confirmation of the Members of the Company by way of Ordinary Resolution passed in the upcoming Annual General Meeting as per provisions of The Companies Act, 2013. Based on the recommendation of the Nomination & Remuneration Committee & the Board, the matter is recommended to the Members for their approval for change in designation of Mr. Ram Gopal Agrawal, from Independent Director to Non- Independent Director of the company.

None of the Directors and/or Key Managerial personnel of the company and their relatives, except Mr. Ram Gopal Agrawal and their relatives, are in any way concerned or interested in the proposed change of designation of Mr. Ram Gopal Agrawal as Non-Independent Director of the company. The Directors recommend the aforesaid resolution for the approval by the members as Ordinary Resolution.

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Item No.6

As per the provision of the companies Act 2013 read with companies (Meeting of the Board and its power) rules 2014 as amended, governs the related party transactions , pursuant to said provisions ,transaction of sales ,purchase of supply of goods or material amounting to 10% or more of the turnover of the company or Rs. 100 crore which ever is lower require prior approval of shareholders by way of Ordinary Resolution.

All prescribed disclosures as required to be given under the provisions of the Companies Act 2013 and the companies (Meeting of the Board and its power) rules 2014 are given in a tabular format in resolution itself for kind persual of the members.

Members are hereby informed that pursuant to regulation 23(7) of SEBI (listing obligation and disclosure requirements) regulations 2015 no member of the company shall vote on such resolution to approve any contract or arrangements which may be entered into by the company if such member is a related party.

The audit committee and Board of the Director of your company have approved this item in their meeting held on 28th May 2019, the audit committee and Board of Director are of the opinion that the transaction s are on the Prevailing Market Price and in ordinary course of business and recommended the resolution set out in the accompanying notice for the approval of members of the company as a ordinary resolution.

Mr. Rajesh Agrawal are interested in the resolution except that none directors or key managerial personnel of the company or their relatives directly and indirectly concerned or interested in the passing of the above resolution.

ANNEXURE 1

Additional Information of Directors seeking re-appointment/appointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 and Secretarial Standard of General Meeting:

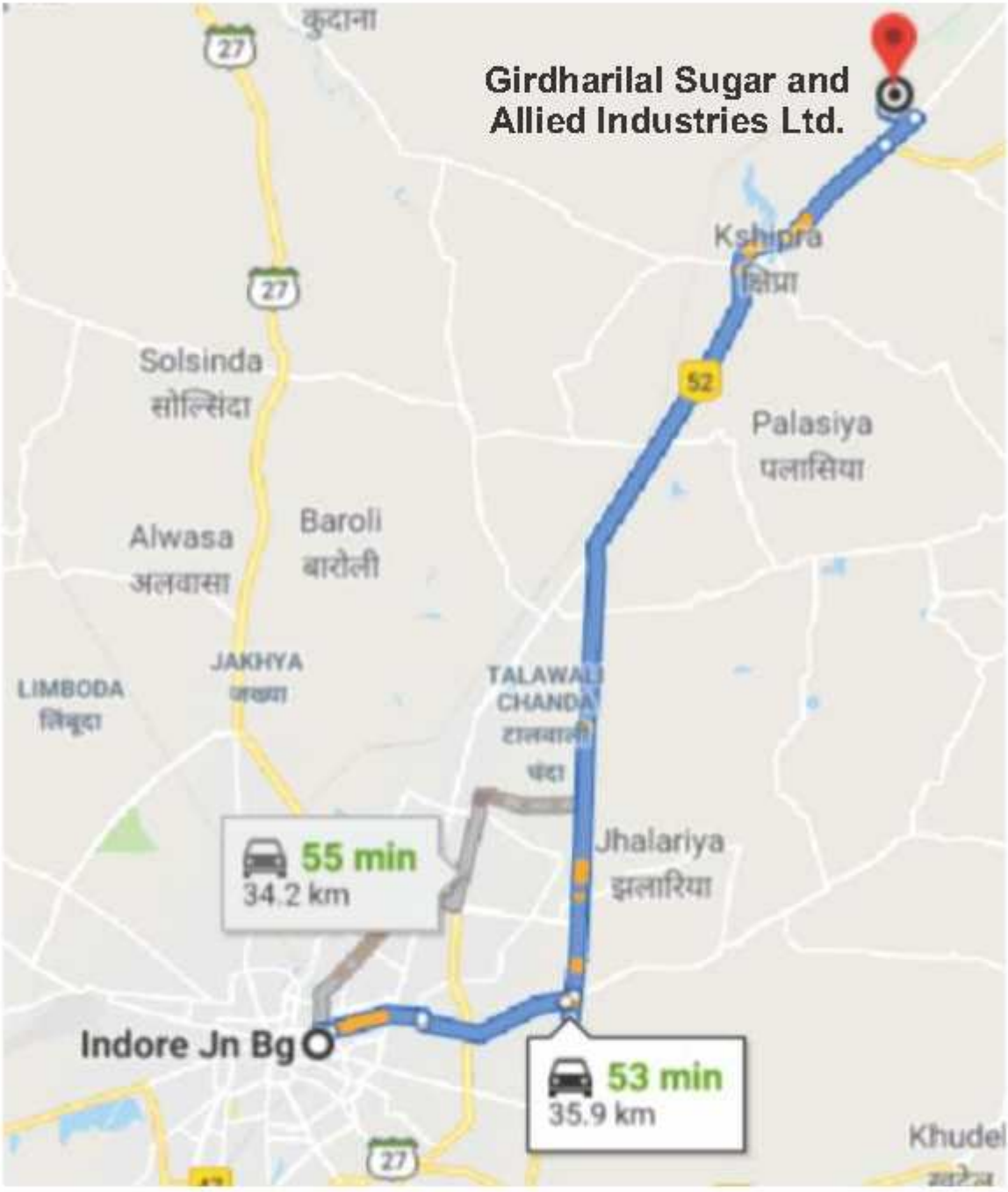
Name of Director	Mrs Sandhya Choubey	Mr. Ram Gopal Agrawal
DIN	08461659	00359638
Date of Birth	22/08/1969	22.10.1954
Date of Appointment	28/05/2019	25.01.2012
Expertise / Experience	25 years experience in education sector	32 years of experience in Corporate sectors
Qualification	M.A. (Art), M.A. (Economics)	B.A.
No. & % of Equity Shares held in the Company	NIL	2.46%
Other Directorships (excluding Pvt. Companies) as on 31st March, 2019	NIL	NIL
Chairman / Member of the Committees as on 31st March, 2019	NIL	Member of 1. Audit Committee 2. Nomination & Remuneration Committee 3.Stakeholder's Relationship Committee
Relationship between directors inter-se	Nil	Nil

By order of the Board of Directors
For Girdharilal Sugar And Allied Industries Limited

SD/-
Rajesh Agrawal
(DIN: - 00107009)
Chairman & Managing Director

Place: Dewas (M.P.)
Date: 13th August, 2019

ROUTE MAP



Indore Railway Station to Girdharilal Sugar and Allied Industries Ltd.

Girdharilal Sugar And Allied Industries Limited
Phone Nos : +91- 07272 -259505/258502/03/ 04
CIN NO- L15424MP1989PLC005564
PAN NO- AABCG5514H
Email: preind2002@yahoo.com,website:www.gsail.org

ATTENDANCE SLIP

Folio No:	DP ID No:	Client ID No:

I/We hereby record my/our presence at the **30th ANNUAL GENERAL MEETING** of the Company at the Registered Office of the Company at 45/47-A, Industrial Area No. 1, A.B. Road, Dewas (M.P.) - 455 001, on **Friday 27th day of September, 2019 at 10:00 A.M.**

Name of the Member ……. .Signature …….....
Name of the Proxy holder…… .Signature …….....

Notes:

1. Only Member / Proxy holder can attend the Meeting.
2. Please complete the Folio/ DP- Client ID No. and name of the Member/ Proxy holder, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.
3. A Member/ Proxy holder attending the Meeting should bring the copy of the Annual Report for reference at the Meeting.

GIRDHARILAL SUGAR AND ALLIED INDUSTRIES LIMITED
CIN : L15424MP1989PLC005564
Regd. Office : 45/47-A, Industrial Area No. 1, A.B. Road, Dewas (M.P.) 455 001.
Form No. MGT-11
PROXY FORM

Pursuant to section 105(6) of the Companies Act , 2013 and rule 19 (3) of the Companies (Management and Administration) Rules , 2014

Name of the member(s)	
Registered address	
E-mail Id	
Folio No./DP Id -Client Id No	

I/We, being the Member(s) of the Girdharilal Sugar and Allied Industries Limited, holding …….Shares, hereby appoint:

(1) Name: ……..……Address: ……..…
E-mail id……...Signature:……..or failing him/her;

(2) Name: ……..……Address: ……..…
E-mail id……...Signature:……..or failing him/her;

(3) Name: ……..……Address: ……..…
E-mail id……...Signature:……..or failing him/her;

as my/our Proxy to attend and vote (on a poll) for me /us and on my / our behalf at the 30th ANNUAL GENERAL MEETING of the Company, to be held on Friday, the 27th September,2019 at 10:00 AM at 45/47-A, Industrial Area No. 1, A.B. Road, Dewas (M.P.) - 455 001

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on Friday 27th day of September, 2019 at 10:00 A.M. at the Registered Office of the Company at 45/47-A, Industrial Area No. 1, A.B. Road, Dewas (M.P.) - 455001 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

*I wish my above Proxy to vote in the manner as indicated in the box below.

Resolution No.	Resolutions	For	Against
Ordinary Business			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon		
2.	To appoint a director in place of Mr. Ram Gopal Agrawal, (DIN 00359638), who retires by rotation and being eligible offers himself for re-appointment.		
Special Business			
3.	Confirmation of Mrs. Sandhya Choubey (DIN: 08461659) as an Independent Director of the Company		
4.	Confirmation Of Remuneration Of Cost Auditor		
5.	Confirmation of Change in Designation of Mr. Ram Gopal Agrawal (DIN:-00359638) from Independent Director to Non- Independent Director of the Company		
6.	To Approve to Enter to Related Party Transactions by the Company		

Signed this ..... day of……,2019.
Folio No./DP Id/Client Id No…….
Signature of Shareholder: ……
Signature of Proxy holder
: ……

Affix Revenue Stamp

Notes:

1. This form of proxy in order to be effective, should be duly filled, stamped, and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A proxy need not be a member of the company.
3. This is only optional. Please put "√" in the appropriate column against the resolutions indicated in the box. If you leave the ' For' or 'Against ' column blank against any or all the resolutions your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 30th Annual General Meeting of the Company.