GIRDHARILAL SUGAR AND ALLIED INDUSTRIES LIMITED

45/47-A, INDUSTRIAL AREA NO. I, A.B. ROAD, DEWAS - 455 001 (MP) India
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CIN NO. L15424MP1989PLC005564

Date: 19/12/2018

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: Proceeding of Minutes of 29th Annual General Meeting Held on 28.09.2018.

Dear Sir/Madam,

In compliance of Regulation 30 of the SEBI (Listing Obligation and Discloser requirements) Regualtions,2015, we hereby informs you that the members of the company in the 29th Annual General Meeting held on Friday, September 28th 2018 at 10.00 AM at the registered office of the Company.

Please find enclosed herewith copy of proceeding of Minutes of 29th 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

GIRDHARILAL SUGAR AND ALLIED INDUSTRIES LIMITED DEWAS

Secretarial Officer

GIRDHARILAL SUGAR AND ALLIED INDUSTRIES LIMITED

EXTRACT OF MINUTES OF THE 29TH ANNUAL GENERAL MEETING OF THE MEMBERS OF GIRDHARILAL SUGAR AND ALLIED INDUSTRIES LIMITED HELD ON FRIDAY, 28TH SEPTEMBER, 2018 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 Tarachand Jain-	Independent Director

IN ATTENDANCE:-

Shri Rajesh Lohia-	Practicing Company Secretary (Scrutinizer)
Shri Vishnu Dutt Sharma-	Company Secretary

MEMBERS:-

Members Present in Person as per attendance register 43

Total 43 members were present at the time of opening of the meeting as per attendance register

CHAIRMAN:-

Shri Rajesh Agrawal was elected by member present as chairman of the meeting. He took the Chair and after ascertaining that the requisite quorum for the meeting was present, the chairman called the meeting in order. He extended warm welcome to all the Members Present at the 29th Annual General Meeting of the Company.

The Chairman informed the members that Partner of **M/s. Sunil Bandi & Co. & Company, Statutory Auditor** of the Company, is unable to attend the meeting. the members noted the same

The Chairman informed the members that Shri Tarachand Jain Chairman of the Audit Committee, Nomination & Remuneration Committee & Stakeholders Relationship Committee is present as required by the Companies Act, 2013 & the Listing Agreement and Listing Obligations as may be applicable during the period.

With the permission of the members present Notice of AGM, Director's Report, Auditor Report, Balance sheet, profit and loss Account together with Annexure for the financial year ended 31.03.2018 as previously circulated were taken as read by the chairman.

REGISTERS:

The Chairman Informed the members that the Register of Directors'and Key Managerial Personnel and their shareholdings, in terms of Section 170 read with Section 171 of the Companies Act, 2013, and the Register of Contracts in terms of Section 189 of the Companies Act, 2013 were kept open for inspection during the Annual General Meeting and made accessible during the continuance of the said meeting.

QUORUM

Chairman observed that the quorum for the meeting was in order and decided to commence the meeting.

PASSING OF RESOLUTION THROUGH E-VOTING/ BALLOT:

The chairman informed about the opportunity given to the shareholders for ensuring their wider participation and voting on all the resolutions placed before them in the Annual General Meeting through 'E Voting' as mandated under the statutes-both the Companies Act, 2013 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

The Chairman also explained that the Company provided the E-voting facility through the "Central Depository Securities Limited (CDSL)" and in view of this, 'voting by show of hands' has been dispensed with. The Chairman informed that as per the requirements under status, the E-voting period was kept open from Tuesday, 25th September 2018 (9:00 A.M.) to Thursday, 27th September 2018(5:00 P.M.)

The Chairman informed that CS Rajesh Lohia of M/s R. Lohia & Co., company secretary Indore was appointed as the scrutinizer by the board for scrutinizing the E-voting process in a fair & transparent manner.

The Chairman requested Company Secretary of the company to read the Detectors' Report and Auditors' Report. The Company Secretary to with the permission of the meeting took them as read.

The Company Secretary reiterated that, since the Company has provided E-Voting facility to the members to vote between Tuesday, 25th September 2018 (9:00 A.M.) to Thursday, 27th September 2018(5:00 P.M.) it was obligatory on the part of the Company to provide similar voting rights to those members, who were personally present in the meeting hall, in person or through proxies, to vote in proportion to the shares held by them.

He therefore, announced that the Poll would be arranged through the issue of 'ballot Form' for voting on all the resolutions contained in the ordinary and special business of the Notice of the Annual General Meeting.

He then informed that 'Ballot Forms' are distributed to the shareholders present and requested the Scrutinizer to help the shareholders for casting their votes through Ballot form and conduct the poll process. Then, the shareholders, after getting the 'Ballot form' exercised their voting as per the procedures explained to them by the Scrutinizer.

After ensuring that, all the shareholders, who were present in the meeting hall and participated in the poll, had cast their votes, the Scrutinizer closed the poll at around 1:20 (P.M). Then, the Scrutinizer took the custody at the polling box for counting the votes and submitting the results to the Chairman.

The Scrutinizer then informed the meeting that prima facie all resolutions have been carried out and detail report shall be submitted in due course.

The Company Secretary then requested the Chairman to proceed with the meeting. The Chairman then announced that the results, based on the E-voting and through Ballot form along with the Scrutinizer's Report, will be placed on the Company/s website and on the website of CDSL within two days tram conclusion of Annual General Meeting and would be communicated to the Bombay Stock Exchange Ltd, where the Company's shares are listed.

CONCLUSION:

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 conveyed thanks to all the shareholders for their active support to the Company and declared the formal closure of 29th Annual General Meeting of the Company and stated that it will be deemed to be concluded with the declaration of the results. Company Secretary gives a vote of thanks to the Chair.

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

ORDINARY BUSINESS

ITEM NO. 1

ORDINARY RESOLUTION

APPROVAL AND ADOPTION OF THE AUDITED BALANCE SHEET AS AT 31ST MARCH, 2018 AND STATEMNT OF PROFIT AND LOSS FOR THE YEAR ENDED AS ON THAT DATE TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON

The following resolution was placed by the chairman as an Ordinary Resolution.

"**RESOLVED THAT** the Audited Balance Sheet as at 31st March, 2018 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 hereby received, approved and adopted."

TOTAL PAID UP SHARES		19168887
	No. of Votes	% on Votes Polled
Total Votes Polled (e-voting and Poll)	7715454	
No. of Votes polled in Favor and % thereof	7715454	40.24%
No. of Votes polled Against and % thereof	Nil	Nil

RESULT: - The ordinary resolution was passed as the requisite majority of votes were cast / polled in favor of the resolution.

ITEM NO. 2:

ORDINARY RESOLUTION

APPOINTMENT OF DIRECTOR IN PLACE OF SHRI. RAJESH AGRAWAL (DIN: 00107009) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

The following resolution was placed by the chairman as an Ordinary Resolution.

"**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."

TOTAL PAID UP SHARES		19168887
	No. of Votes	% on Votes Polled
Total Votes Polled (e-voting and Poll)	7715454	
No. of Votes polled in Favor and % thereof	7715454	40.24%
No. of Votes polled Against and % thereof	Nil	Nil

RESULT: - The ordinary resolution was passed as the requisite majority of votes were cast / polled in favor of the resolution.

SPECIAL BUSINESS
ITEM NO. 3:
ORDINARY RESOLUTION

CONFIRMATION OF REMUNERATION OF COST AUDITOR.

The following resolution was placed by the chairman as an Ordinary Resolution.
"**RESOLVED THAT** pursuant to the provisions of Section 148(3) of the Companies Act, 2013 and rule 6(2) of the companies (cost records and Audit Rules), 2014 **M/S. M.Goyal & Co., Cost Accountants (FRN 000051)** be and is hereby appointed as the cost Auditor of the company to conduct audit of cost records and maintained by the company pertaining to edible oil and milk food activity for financial year commencing on 01.04.2018 and ending on 31.03.2019 at a remuneration of Rs. 35000/- (Rupees thirty five thousand only)plus GST and out –of – pocket expenses."

"**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 (e-voting and Poll)	7715454	
No. of Votes polled in Favor and % thereof	7715454	40.24%
No. of Votes polled Against and % thereof	Nil	Nil

RESULT: - The ordinary resolution was passed as the requisite majority of votes were cast / polled in favor of the resolution.

All the resolutions as contained in item No. 1 to 3 of the 29th Annual General Meeting of the Company stood deemed to be passed on Friday 28th day of September, 2018, being the date of the relevant Annual General Meeting of the Members. The Chairman declared the 29th Annual General Meeting as Concluded consequent upon announcement of the results.

//Certified True Copy//
For Girdharilal Sugar and Allied Industries Limited

Chairman
Place: Dewas
Date: 10/10/2018