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: 26/03/2019

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
NSE Symbol-NARMADASU, BSE Code-507506

SUB: Outcome of the Board Meeting- Held on Tuesday, 26th March 2019.

Dear Sir/Mam,

With reference to the above we hereby inform you that the Meeting of Board of Directors of the company commenced at 4:00 P.M .and Concluded at 4:30 P.M. Today *i.e.* **Tuesday 26th March 2019** at the Registered office of the Company Situated at 45/47-A, Industrial Area No. 1, A.B. Road, Dewas - 455 001 (MP), has inter alia, approved the following matters: -

1. **Resigantion of Mr. Vishnu Dutt Sharma (A-31223) As Company Secretary , Compliance officer and KMP of the company**

   Pursuant to Regulation 30(2)/ (4) read with Clause 7 of para A of Part A of Schudle III of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 The Board has accepted the resignation of CS Vishnu Dutt Sharma (an Associate member of the Institute of Company Secretaries of India having Membership No. A-31223) from the post of Company Secretary, Compliance officer and KMP of the company w.e.f. 26th March 2019

2. **Appointment of Mr. Narendra Gupta (A-47935) As Company Secretary , Compliance officer and KMP of the company**

   Pursuant to Regulation 30(2)/ (4) read with Clause 7 of para A of Part A of Schudle III of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 The Board has approved the appointment of CS Narndra Gupta (an Associate member of the Institute of Company Secretaries of India having Membership No. A-47935) in the post of Company Secretary, Compliance officer and KMP of the company w.e.f. 26th March 2019. The brief details of his appointment as prescribed in the SEBI circular no. CIR/CFD/ CMD /4/2015 dated 9th September 2015 are as follows:-

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S.N.	Particulars	Disclosures
1.	Reason for change viz appointment,resignation , removal , death or otherwise	Appointment
2.	Date of appointment /cessation (as applicable) and term of appointment	26.03.2019
3.	Brief Profile	Mr. Narendra Gupta aged about 32 years is an Associate Member of ICSI having Membership No. with A47935. He is Post Graduate in Commerce from Devi AhilyaVishwavidhyalaya Indore (M.P) and is having experience of about 3 Years in the Field of Corpoate Laws. He has earlier worked with Panjon Limited Indore (M.P.) as a Company Secretary, Compliance officer and KMP.
4.	Disclosure of relationship with directors	N.A.

3. **Appointment of Mr. Rakeh Bhatnagar As Chief Financial officer and KMP of the company**

The Board based on the recommendation of the Nomiantion & Remunaration Committee, has approved the appointment of Mr. Rakesh Bhatnagar as the Chief Financial officer and Key managerial Personnel of the company with effect from 26th March 2019. The brief details of his appointment as prescribed in the SEBI circular no. CIR/CFD/ CMD /4/2015 dated 9th September 2015 are as follows:-

S.N.	Particulars	Disclosures
1.	Reason for change viz appointment,resignation , removal , death or otherwise	Appointment
2.	Date of appointment /cessation (as applicable) and term of appointment	26.03.2019
3.	Brief Profile	Mr. Rakesh Bhatnagar aged about 56 years is Bachelor of Commerce

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		(B.Com) at Rajsthan University, Jaipur and E-MBA in Finance at National Institute of Managemt, Mumbai and is having experience of about 20 years in the field of Accounts and Finance. He has earlier worked with G.G. Automative Gears Limited (Gajra Group),Dewas (M.P) as a Finance officer
4.	Disclosure of relationship with directors	N.A.

Kindly note the same and take on your record.

Thanking You
Yours Faithfully,

For **Girdharilal Sugar and Allied Industries Limited**

Rajesh Agrawal
Director
(DIN: - 00107009)

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Date: 26/03/2019

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
NSE Symbol-NARMADASU, BSE Code-507506

SUB: Intimation for Appointment of Company Secretary under Reg. 6(1) of SEBI (Listing Obligation and Disclosure Requirements) Regulaton, 2015

Dear Sir/Mam,

We would like to inform you that the company has appointed **Mr. Narendra Gupta (A47935) as Company Secretary, Compliance officer and KMP of the company** under Reg. 6(1) of SEBI (Listing Obligation and Disclosure Requirements) Regulaton, 2015 w.e.f. 26th March 2019 by the Board of Directors at their Board Meeting Held on Tuesday the 26th March 2019.

The particulars of the Company Secretary, Compliance officer and KMP are as under:-

1. **Name** :- Narendra Gupta
2. **Designation** :- Company Secretary , Compliance officer and KMP
3. **Date of Appointment** :- 26th March 2019
4. **Email id** :- narendragupta036@gmail.com
5. **Contact No**:- 07272-259505, 8839010645
6. **Brief Profile**: - Mr.Narendra Gupta aged about 32 years is an Associate Member of the Institute of Company Secretary of India having Membership No. with A47935. He is Post Graduate in Commerce from Devi Ahilya Vishwavidhyalaya Indore (M.P.) and is having experience of about 3 Years in the Field of Corporate Laws. He has earlier worked with Panjon Limited Indore (M.P.) as a Company Secretary, Compliance officer and KMP.

7. We further submit a copy of the Board resolution dated 26-03-2019 for his appointment as Company Secretary, Compliance officer and KMP of the company. You are requested to please take on record our above said information for your reference and further needful.

You are requested to please make necessary correction in the contact details of the company at the website of BSE/NSE.

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

Rajesh Agrawal
Director
(DIN: - 00107009)

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Date: 26/03/2019

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
NSE Symbol-NARMADASU, BSE Code-507506

SUB: Intimation for Appointment of Chief Financial Officer under Reg. 6 of SEBI (Listing Obligation and Disclosure Requirements) Regulaton, 2015

Dear Sir/Mam,

We would like to inform you that the company has appointed **Mr. Rakesh Bhatnagar as Chief Financial officer and KMP of the company** under Reg. 6 of SEBI (Listing Obligation and Disclosure Requirements) Regulaton, 2015 w.e.f. 26th March 2019 by the Board of Directors at the Board Meeting Held on Tuesday the 26th March 2019.

The particulars of the Chief Financial officer and KMP are as under:-

1. **Name** :- Rakesh Bhatnagar
2. **Designation** :- Chief Financial Offier and KMP
3. **Date of Appointment** :- 26th March 2019
4. **Email id** :- rakesh.bhatnagar@premierind.in
5. **Contact No**:- 9754242640

6. Brief Profile: - Mr. Rakesh Bhatnagar aged about 56 years is Bachelor of Commerce (B.Com) at Rajsthan University, Jaipur and E-MBA in Finance at National Institute of Managemt, Mumbai and is having experience of about 20 years in the field of Accounts and Finance. He has earlier worked with G.G. Automative Gears Limited (Gajra Group), Dewas (M.P) as a Finance officer.

We further submit a copy of the Board resolution dated 26-03-2019 for his appointment as Chief Financial officer and KMP of the company. You are requested to please take on record our above said information for your reference and further needful.

You are requested to please make necessary correction in the contact details of the company at the website of BSE/NSE.

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

Rajesh Agrawal
Director
(DIN: - 00107009)

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CERTIFIED TRUE COPY OF THE BOARD RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF GIRDHARILAL SUGAR AND ALLIED INDUSTRIES LIMITED AT THEIR BOARD MEETING HELD ON TUESDAY, THE 26th DAY OF MARCH 2019 AT 04:00 PM AT THE REGISTERED OFFICE SITUATED AT 45/47-A, INDUSTRIAL AREA NO. 1, A.B. ROAD, DEWAS (M.P.) - 455 001

ITEM NO.-1:-

ACCEPTENCE OF THE RESIGNATION OF CS VISHNU DUTT SHARMA FROM THE POST OF COMPANY SECRETARY, COMPLIANCE OFFICER AND KMP OF THE COMPANY W.E.F. 26th MARCH 2019

The Chairman placed before the Board Resignation Letter from **CS Vishnu** Dutt Sharma dated **1st March 2019** for resignation from the post of Company Secretary ,Compliance Officer and KMP of the of the company due to her Pre- occupation Activities. The Board discussed the matter and thereafter passed the following resolution:-

"**RESOLVED THAT** the resignation of **CS Vishnu Dutt Sharma (Membership No.-A31223)** from the post of Company Secretary, Compliance officer and KMP of the Company be and is hereby accepted **with effect from 26th March, 2019** and he be relieved from the post of Company Secretary ,Compliance officer and KMP of the Company pursuant to regulation 30(2)(4) read with Clasue 7 of Para A of Part A of Schedule III of SEBI (LODR), Regualtions 2015 and the Board do hereby place on record his appreciation for the valuable guidance given by him to the company."

"**FURTHER RESOLVED THAT** any Director of the company be and is hereby authorized to inform wherever necessary and further authorized to do all such acts, deeds, things as may be necessary for this purpose."

ITEM NO.-2:-

APPOINTMENT OF MR. NARENDRA GUPTA (A-47935) AS A COMPANY SECRETARY, COMPLIANCE OFFICER AND KMP OF THE COMPANY:-

The Chairman informed that the company needs to appointment a company secretary, Compliance officer and KMP of the company to fulfill the requirement of the companies Act, 2013 as well as SEBI Listing Regulations.

The Board considered the recommendation of the Nomiantion and Remuneration Committee And approved the appointment of CS Narendra Gupta as the Company Secretary, Compaliance officer and KMP of the Company.

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The Board considered that **CS Narendra Gupta** is a member of The Institute of Company Secretary of India and having requisite qualification to hold the position of the Company Secretary, Compliance officer and KMP of the company therefore He may be appointed as the Company Secretary , Compliance Officer and KMP. The Board Considered and after discussion passed the following resolution:-

"**RESOLVED THAT** pursuant to the provision of Section 203 and other applicable provision (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended up to date and in accordance with the conditions of the listing agreement and the rules as may be framed by the Securities Exchange Board of India (SEBI) from time to time and as may be applicable (including any statutory modifications or re-enactment thereof for the time being enforce) the approval of the Board of directors of the Company be and are hereby granted for the appointment of **CS Narendra Gupta ((Membership No.A-47935)** who holds the prescribed qualification under Section 2(24) of the Companies Act, 2013, as Whole time Secretary of the Company , Compliance officer and designated as the Key Managerial Personnel of the Company with immediate effect from 26th March, 2019 on a Monthly Remuneration of Rs. **35000/- (Rupees Thirty Five Thousand only)** and other terms and conditions as per appointment letter placed before the Board."

"**FURTHER RESOLVED THAT** pursunt to the Regualation 6(1) and Regulation 30(4) read with Clause 7 of Schedule III of SEBI (LODR) Regulations, 2015 CS Narendra Gupta Company Secretary, Complaince officer and KMP of the company be and is hereby authorised to make all the compliance as may be applicable to the company under the SEBI (LODR) Regulation, 2015 various SEBI Regulations and Securities Contract Regulation Act 1956 and may be applicable to the company from time to time "

"**RESOLVED FURTHER THAT** any Director of the company be and is hereby authorized to file e-form DIR-12 and MGT-14 with the Registrar of Companies and to do all such acts, deeds and things as may be necessary to give effect to this resolution.

ITEM No.3:-
APPOINTMENT OF MR.RAKESH BHATNAGAR AS THE CHIEF FINANCIAL OFFICER AND KEY MANAGERIAL PERSONNEL (KMP) OF THE COMPANY

The Chairman informed Board that the company needs to appointment a Chief Financial officer and Key Managerial Personnel (KMP) of the company to fulfill the requirement of the companies Act, 2013 as well as SEBI Listing Regulations.

The Board considered the recommendation of the Nomiantion and Remuneration Committee And approved the appointment of **Mr. Rakesh Bhatnagar** as the Chief Financial officer and Key Managerial Personnel (KMP) of the Company.

The Board considered that **Mr. Rakesh Bhatnagar** is having requisite qualification to hold the position of the Chief Financial officer and Key Managerial Personnel (KMP) of the company therefore He may be appointed as the Chief Financial officer and Key Managerial Personnel

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(KMP) of the company. The Board Considered and after discussion passed the following resolution:-

"**RESOLVED THAT** pursuant to the provision of section 203 of the companies Act, 2013 read with Rule 8 of the companies (Appointment and remuneration of Managerail Person) Rules, 2014 and other applicable provision (including any statutory modifications or re-enactment thereof for the time being enforce) if any of the companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as approved by the Nomination and Remuneration committee, the consent of the Board be and is hereby accorded to appoint **Mr. Rakesh Bhatnagar** to perform the duties which may be performed by a Chief Financial officer (CFO) and Key Managerial Personnel (KMP) of the company under the companies Act, 2013 and other duties assigned to him by the Board from time to time on the terms and conditions and Remuneration as per the draft of the appointment letter Placed before the Board.

"**RESOLVED FURTHER THAT** any Director of the company be and is hereby authorized to file necessary e-forms with the registrar of companies (ROC) Madhaya Pradesh and to do all such acts, deeds and things as may be necessary to give effect to this resolution.

// CERTIFIED TURE COPY//

For Girdharilal Sugar and Allied Industries Limited

Rajesh Agrawal
Director
(DIN: - 00107009)