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: 28/09/2019

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

Subject:-VotingResults (E-Voting & Poll) of 30th Annual General Meeting

Dear Sir / Ma' am

Pursuant to Regulation 44 (3) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and Section 108 and 109 of the Companies Act, 2013 read with Rule 20 & 21 of Companies (Management and Administration) Rules, 2014, we are enclosing herewith Voting results (E-voting and Poll) in the prescribed format for the resolutions proposed at 30th Annual General Meeting of the Company 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 (M.P.) - 455 001 Along with Scrutinizer report.

The resolutions have been passed by the shareholders with requisite majority. The result of the voting is also being hosted on the website of the company, www.gsail.org .

Kindly take the same on your record and acknowledge the same.

For Girdharilal Sugar and Allied Industries Limited

Narendra Gupta
(Company Secretary & Compliance officer)
M.No.- ACS-47935

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

Voting Results

Date of the 30th Annual General Meeting	**27th September, 2019**
Total Number of Shareholders on record date	**61115**
No. of shareholders present in the Meeting either in person or through proxy:	
Promoters and Promoter Group:	**8**
Public:	**37**
No. of shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	**Not Provided**
Public:	

For Girdharilal Sugar and Allied Industries Limited

GIRDHARILAL SUGAR AND ALLIED INDUSTRIES LIMITED DEWAS

Narendra Gupta
(Company Secretary cum Compliance Officer)

1.To receive, consider and adopt the Audited Standalone 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:

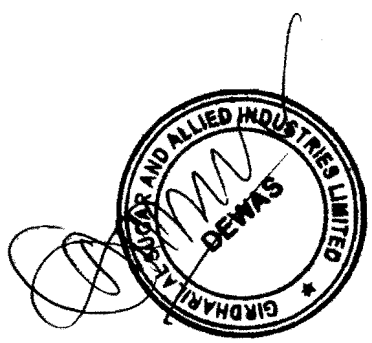
Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	12888291	2522100	19.5689	2522100	0	100	0
	Poll		7091819	55.0253	7091819	0	100	0
	Postal Ballot(if Applicable)		-	-	-	-	-	-
	Total	12888291	9613919	74.5942	9613919	0	100	0
Public- Institutions	E-Voting	485641	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if Applicable)		-	-	-	-	-	-
	Total	485641	0	0	0	0	0	0
Public- Non Institutions	E-Voting	5794955	300	0.0052	300		100	0
	Poll		9300	0.1605	9300	0	100	0
	Postal Ballot(if Applicable)		-	-	-	-	-	-
	Total	5794955	9600	0.1657	9600	0	100	0
Total		19168887	9623519	50.2038	9623519	0	100	0



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.

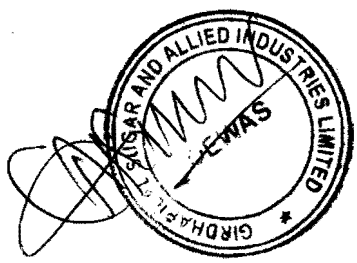
Resolution required: (Ordinary/ Special)	**Ordinary**
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polle (7)=[(5)/(2 100
Promoter and Promoter Group	E-Voting	12888291	2522100	19.5689	2522100	0	100	0
	Poll		7091819	55.0253	7091819	0	100	0
	Postal Ballot(if Applicable)		-	-	-	-	-	-
	Total	12888291	9613919	74.5942	9613919	0	100	0
Public- Institution s	E-Voting	485641	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if Applicable)		-	-	-	-	-	-
	Total	485641	0	0	0	0	0	0
Public- Non Institution s	E-Voting	5794955	300	0.0052	300		100	0
	Poll		9300	0.1605	9300	0	100	0
	Postal Ballot(if Applicable)		-	-	-	-	-	-
	Total	5794955	9600	0.1657	9600	0	100	0
Total		19168887	9623519	50.2038	9623519	0	100	0



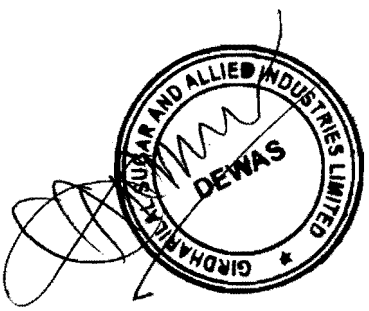
3. Confirmation of Mrs. Sandhya Choubey (DIN: 08461659) as an Independent Director of the Company.

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(]*100
Promoter and Promoter Group	E-Voting	12888291	2522100	19.5689	2522100	0	100	0
	Poll		7091819	55.0252	7091819	0	100	0
	Postal Ballot(if Applicable)		-	-	-	-	-	-
	Total	12888291	9613919	74.5942	9613919	0	100	0
Public- Institution s	E-Voting	485641	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if Applicable)		-	-	-	-	-	-
	Total	485641	0	0	0	0	0	0
Public- Non Institution s	E-Voting	5794955	300	0.0052	300		100	0
	Poll		9300	0.1605	9300	0	100	0
	Postal Ballot(if Applicable)		-	-	-	-	-	-
	Total	5794955	9600	0.1657	9600	0	100	0
Total		19168887	9623519	50.2038	9623519	0	100	0



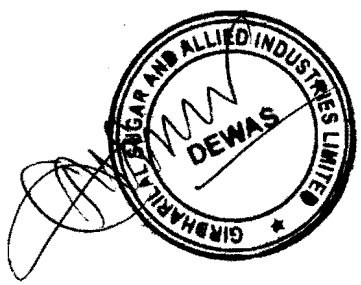
4. Confirmation of Remuneration of Cost Auditor

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(1)]*100
Promoter and Promoter Group	E-Voting	12888291	2522100	19.5689	2522100	0	100	0
	Poll		7091819	55.0253	7091819	0	100	0
	Postal Ballot(if Applicable)		-	-	-	-	-	-
	Total	12888291	9613919	74.5942	9613919	0	100	0
Public- Institutions	E-Voting	485641	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if Applicable)		-	-	-	-	-	-
	Total	485641	0	0	0	0	0	0
Public- Non Institutions	E-Voting	5794955	300	0.0052	300		100	0
	Poll		9300	0.1605	9300	0	100	0
	Postal Ballot(if Applicable)		-	-	-	-	-	-
	Total	5794955	9600	0.1657	9600	0	100	0
Total		19168887	9623519	50.2038	9623519	0	100	0



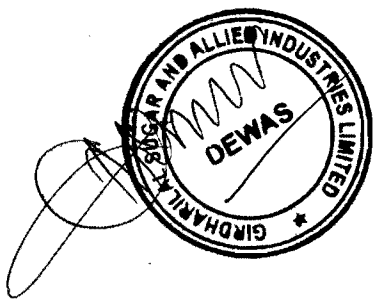
5. Confirmation of Change in Designation of Mr. Ram Gopal Agrawal (DIN:-00359638) from Independent Director to Non-Independent Director of the Company

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	12888291	2522100	19.5689	2522100	0	100	0
	Poll		6403754	49.6866	6403754	0	100	0
	Postal Ballot(if Applicable)		-	-	-	-	-	-
	Total	12888291	8925854	69.2555	8925854	0	100	0
Public- Institution s	E-Voting	485641	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if Applicable)		-	-	-	-	-	-
	Total	485641	0	0	0	0	0	0
Public- Non Institution s	E-Voting	5794955	300	0.0052	300		100	0
	Poll		9300	0.1605	9300	0	100	0
	Postal Ballot(if Applicable)		-	-	-	-	-	-
	Total	5794955	9600	0.1657	9600	0	100	0
Total		19168887	8935454	46.6144	8935454	0	100	0



6. To Approve To Enter To Related Party Transactions by the Company

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	12888291	1905300	14.7832	1905300	0	100	0
	Poll		4768499	36.9987	4768499	0	100	0
	Postal Ballot(if Applicable)		-	-	-	-	-	-
	Total	12888291	6673799	51.7819	6673799	0	100	0
Public- Institution s	E-Voting	485641	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if Applicable)		-	-	-	-	-	-
	Total	485641	0	0	0	0	0	0
Public- Non Institution s	E-Voting	5794955	300	0.0052	300		100	0
	Poll		9300	0.1605	9300	0	100	0
	Postal Ballot(if Applicable)		-	-	-	-	-	-
	Total	5794955	9600	0.1657	9600	0	100	0
Total		19168887	6683399	34.8659	6683399	0	100	0



VC & ASSOCIATES
COMPANY SECRETARIES

Vipin Chhawchhriya
B.Com, CS

Email : vcassociates29@gmail.com
Mob. : 9828262650
306A, B-Block, Silver Mall,
R.N.T. Marg, Indore-452001 (M.P.)

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman of 30th AGM of
Girdharilal Sugar and Allied Industries Limited,
(CIN: L15424MP1989PLC005564)
45/47-A, Industrial Area No. 1, A.B. Road,
Dewas (M.P.) - 455 001

28th September, 2019

Subject: Consolidated Scrutinizers' Report on Remote E-voting and Voting by Poll conducted for the 30th Annual General Meeting held on 27th September, 2019:

Dear Sir,

I, **Vipin Kumar Chhawchhriya** proprietor of **M/s VC & Associates**, Practicing Company Secretary, Indore was appointed as Scrutinizer of Girdharilal Sugar and Allied Industries Limited ("the Company") for the purpose of Scrutinizing the Remote E-voting and Poll Process of the Company in the fair and transparent manner as per the provision of section 108 and 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (the rule) as amended and regulation 44 of the SEBI (LODR) Regulation, 2015, for the resolution(s) as contained in the Notice of 30th Annual General Meeting ("AGM") of the Company held on Friday, the 27th Day of September, 2019 at 10:00 A.M. [IST] at the Registered Office of the Company and concluded on 11:00 A.M. [IST].

The Management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules in relation to E-voting on the resolution(s) contained in the Notice to the 30th AGM of the members of the Company.

Our responsibility as a Scrutinizer for the process of voting through remote e-voting and for the poll at the AGM is to ensure that the voting process conducted in fair and transparent manner and is restricted to make a Consolidated Scrutinizer's Report of the cast 'in favour' or 'against' the resolutions stated below, based on the reports generated from e-voting system provided by Central Depository Services (India) Limited ("CDSL"), the authorized agency to provide e-voting facilities engaged by the Company and poll papers received from the members at the AGM.

I submit my consolidated report for remote e-voting and voting by poll results as under:

VC & ASSOCIATES ★ M No. 39361 C.P. No. 14655 ★ COMPANY SECRETARIES

1. The Company had appointed Central Depository Services (India) Ltd (CDSL) as the agency for providing the remote e-voting process and allotted EVSN 190903064 for the same.
2. The voting rights were reckoned as on Friday, 20th September, 2019 being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and poll process.
3. As on the cut-off date, there were 61115 members as per the ROM uploaded by RTA and adequate quorum was present in the annual general meetings for all the items of the notice of the meeting.
4. Disclosure relating to shareholder physically Present and Voted at the meeting:
   A. voting of the person who was interested in any of the resolution of the meeting was not considered for the purpose of passing of particular resolution;
5. Remote E-voting was opened from Tuesday, 24th September, 2019 at 9.00 A.M. [IST] and ended on Thursday, 26th September, 2019 at 5.00 P.M. [IST]
6. On the completion of the E-Voting and Poll Process, I opened the ballot box and unblocked the votes casted through remote e-voting in the presence of Miss Divya Tapria and Miss Sanjana Kashyap witness, who are not in the employment of the company.
7. Based on the above voting, all resolutions carried on with requisite majority, accordingly we request the Chairman of the Meeting to announce the results of the meeting.

At the 30th annual General Meeting of the Company held on 27th September, 2019 the Chairman of the meeting had suo-motto called for the poll facilities to the members present in the meeting and the members who could not participate in remote e-voting to record their votes through the poll process.

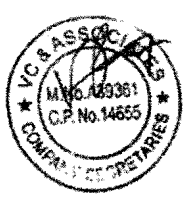
The relevant records relating to remote electronic voting shall remain in our safe custody until the Chairman considers, approves and declare the results for 30th AGM and the same shall thereafter be handed over to the Company Secretary for safe keeping.

The brief analysis of the result of e-voting and Ballot forms are as under:-

Resolution No. 1- Ordinary Resolution:
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;

Particulars	Remote E-voting		Ballot Forms		Total		Percentage
	No. of Members	No. of Votes	No. of Members	No. of Votes	No. of Members	No. of Votes	
Favor	4	2522400	45	7101119	49	9623519	100
Against	-	-	-	-	-	-	-
Invalid	-	-	-	-	-	-	-
Total	**4**	**2522400**	**45**	**7101119**	**49**	**9623519**	**100**

Resolution No. 2- Ordinary Resolution:
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;



Particulars	Remote E-voting		Ballot Forms		Total		Percentage
	No. of Members	No. of Votes	No. of Members	No. of Votes	No. of Members	No. of Votes	
Favor	4	2522400	45	7101119	49	9623519	100
Against	-	-	-	-	-	-	-
Invalid	-	-	-	-	-	-	-
Total	**4**	**2522400**	**45**	**7101119**	**49**	**9623519**	**100**

Resolution No. 3- Ordinary Resolution:

Confirmation of Mrs. Sandhya Choubey (DIN: 08461659) as an Independent Director of the Company;

Particulars	Remote E-voting		Ballot Forms		Total		Percentage
	No. of Members	No. of Votes	No. of Members	No. of Votes	No. of Members	No. of Votes	
Favor	4	2522400	45	7101119	49	9623519	100
Against	-	-	-	-	-	-	-
Invalid	-	-	-	-	-	-	-
Total	**4**	**2522400**	**45**	**7101119**	**49**	**9623519**	**100**

Resolution No. 4- Ordinary Resolution:

Confirmation of Remuneration of Cost Auditor;

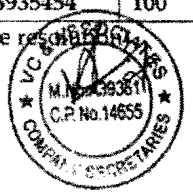
Particulars	Remote E-voting		Ballot Forms		Total		Percentage
	No. of Members	No. of Votes	No. of Members	No. of Votes	No. of Members	No. of Votes	
Favor	4	2522400	45	7101119	49	9623519	100
Against	-	-	-	-	-	-	-
Invalid	-	-	-	-	-	-	-
Total	**4**	**2522400**	**45**	**7101119**	**49**	**9623519**	**100**

Resolution No. 5- Ordinary Resolution:

Confirmation of Change in Designation of Mr. Ram Gopal Agrawal (DIN: 00359638) from Independent Director to Non- Independent Director of the Company;

Particulars	Remote E-voting		Ballot Forms		Total		Percentage
	No. of Members	No. of Votes	No. of Members	No. of Votes	No. of Members	No. of Votes	
Favor	4	2522400	45	6413054	49	8935454	100
Against	-	-	-	-	-	-	-
Invalid	-	-	-	*688065	-	-	-
Total	**4**	**2522400**	**45**	**7101119**	**49**	**8935454**	**100**

*(Vote considered invalid being cast by Promoter/ Promoter Group interested in the resolution)



Resolution No. 6- Ordinary Resolution:

To Approve to Enter to Related Party Transactions by the Company;

Particulars	Remote E-voting		Ballot Forms		Total		Percentage
	No. of Members	No. of Votes	No. of Members	No. of Votes	No. of Members	No. of Votes	
Favor	4	1905600	45	4777799	49	6683399	100
Against	-	-	-	-	-	-	-
Invalid	-	*616800	-	*2323320	-	-	-
Total	**4**	**2522400**	**45**	**7101119**	**49**	**6683399**	**100**

*(Vote considered invalid being cast by Promoter/ Promoter Group interested in the resolution)

All the Resolutions under remote e-voting and ballot form shall be deemed to have been passed with the requisite majority.

Issued at Dewas (M.P.) dated 28th September, 2019

For VC & ASSOCIATES
Practicing Company Secretaries

VC & ASSOCIATES M. No.A39361 C.P. No.14655 COMPANY SECRETARIES

CS Vipin Kumar Chhawchhriya
Proprietor
M. No: ACS-39361,
COP No: 14655

Witnesses:

1. Miss Divya Tapria :
2. Miss Sanjana Kashyap :

Received the Report together with other data/record mentioned therein:

GIRDHARILAL SUGAR AND ALLIED INDUSTRIES LIMITED DEWAS

Countersigned
For Girdharilal Sugar and Allied Industries Limited
Narendra Gupta
Company Secretary cum Compliance officer

Place: Dewas (M.P.)
Date: September 28, 2019