Girdharilal Sugar and Allied Industries Limited

Registered Office : 45/47-A, Industrial Area No.1,
A.B.Road, Dewas-455001
Tel.Ph. (07272) 258502, 258503, 258504
E-mail :preind2002@yahoo.com
CIN : L15424MP1989PLC005564

To, **Date: 01/10/2015**

The Manager Listing Department
The National Stock Exchange of India Limited
Exchange Plaza,
Bandra- Kurla Complex, Bandra (East)
Mumbai-400 051

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

Sub: Details regarding the Voting Results of the Annual General Meeting of the Company held on 30th September, 2015 under the clause 35A of the Listing Agreement.

Dear Sir / Madam,

In Compliances of Clause 35A of the Listing Agreement, please find attached the details of Voting Results along with Scrutinizers Report of the 26th Annual General Meeting of the Company held on 30th September 2015 at the Registered of the Company at 45/47-A,Industrail Area No.1, A.B. Road, Dewas(M.P.)-455 001.

Please take the same in your record.

Thanking you

Yours Faithfully

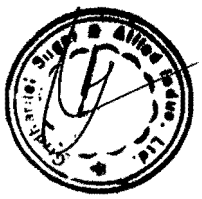
For **Girdharilal Sugar and Allied Industries limited**

Manoj Naik
Compliance officer

Outcome of Voting of Annual General Meeting

(As per Clause 35A of Listing Agreement)

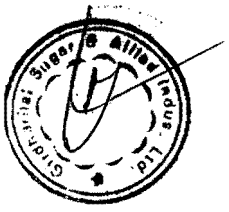
Date of Annual General Meeting	30TH September,2015		
Total number of shareholders as on record date	61124		
No. of shareholders present in the meeting either in person or through proxy	Promoters & Promoter Group	Public	
	In Person	In Person	Through Proxy
	11	29	5
No. of shareholders attended the meeting through Video Conferencing	Promoters & Promoter Group	Public	
	3	0	



AGENDA WISE VOTING RESULTS

All the resolutions were carried through E-voting and Poll.

Item No.	Particulars of Resolutions	Mode of Voting (Poll/E-voting)	Resolution Required (Ordinary /Special)	Remarks
1.	Adoption of Financial Statements for the year ended March 31, 2015 and Directors Report and Auditors thereon.	Poll and E-voting	Ordinary	The Resolution was passed with requisite majority.
2.	Re-appointment of Mr. Rajesh Agrawal (00107009) who retires by rotation.	Poll and E-voting	Ordinary	The Resolution was passed with requisite majority.
3.	Appointment of Auditors and fix their remuneration	Poll and E-voting	Ordinary	The Resolution was passed with requisite majority.
4.	Confirm the appointment of Mrs. Sangeeta Agrawal who was appointed as Additional Director	Poll and E-voting	Ordinary	The Resolution was passed with requisite majority.
5.	Authorization to Board of Directors to create mortgage and/or charge on assets of the company under section 180(1) (a) of the companies act, 2013.	Poll and E-voting	Special	The Resolution was passed with requisite majority.
6.	Authorization to Board of Directors to borrow money Under Section 180(1) (C) of the Companies Act, 2013.	Poll and E-voting	Special	The Resolution was passed with requisite majority.
7.	Approval to Remuneration of Cost Auditors as per provisions of Section 148 of the Companies Act, 2013.	Poll and E-voting	Ordinary	The Resolution was passed with requisite majority.



The Consolidated Results of the e-voting and poll Agenda wise is as under:

Resolution No.1:

Adoption of Financial Statement for the year ended March 31, 2015 and Directors Report and Auditors Report thereon. (Ordinary Resolution)

Promoter /Public	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 (7)=[(5)/(2)]*100
Promoter and Promoter Group	12872971	11690507	90.81	11690507	Nil	100	-
Public Institutional Holders	587341	218600	37.21	218600	Nil	100	-
Public - Others	5708575	27200	0.47	27200	Nil	100	-
Total	19168887	11936307	62.26	11936307	Nil	100	-

Resolution No.2:

Re-appointment of Mr. Rajesh Agrawal (00107009) who retires by rotation. (Ordinary Resolution)

Promoter /Public	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 (7)=[(5)/(2)]*100
Promoter and Promoter Group	12872971	11690507	90.81	11690507	Nil	100	-
Public Institutional Holders	587341	218600	37.21	218600	Nil	100	-
Public - Others	5708575	27200	0.47	27200	Nil	100	-
Total	19168887	11936307	62.26	11936307	Nil	100	-

Resolution No.3:

Appointment of Auditors and fix their remuneration. (Ordinary Resolution)

Promoter /Public	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 (7)=[(5)/(2)]*100
Promoter and Promoter Group	12872971	11690507	90.81	11690507	Nil	100	-
Public Institutional Holders	587341	218600	37.21	218600	Nil	100	-
Public - Others	5708575	27200	0.47	27200	Nil	100	-
Total	19168887	11936307	62.26	11936307	Nil	100	-

Resolution No.4:

Confirm the appointment of Mrs. Sangeeta Agrawal who was appointed as Additional Director. (Ordinary Resolution)

Promoter /Public	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 (7)=[(5)/(2)]*100
Promoter and Promoter Group	12872971	11690507	90.81	11690507	Nil	100	-
Public Institutional Holders	587341	218600	37.21	218600	Nil	100	-
Public - Others	5708575	27200	0.47	27200	Nil	100	-
Total	19168887	11936307	62.26	11936307	Nil	100	-

Resolution No.5:

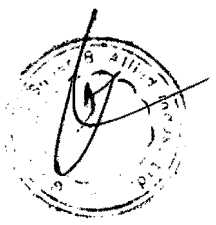
Authorization to Board of Directors to create mortgage and/or charge on assets of the company under section 180(1) (a) of the companies act, 2013. (Special Resolution)

Promoter /Public	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 (7)=[(5)/(2)]*100
Promoter and Promoter Group	12872971	11690507	90.81	11690507	Nil	100	-
Public Institutional Holders	587341	218600	37.21	218600	Nil	100	-
Public – Others	5708575	27200	0.47	27200	Nil	100	-
Total	19168887	11936307	62.26	11936307	Nil	100	-

Resolution No.6:

Authorization to Board of Directors to borrow money Under Section 180(1) (C) of the Companies Act, 2013. (Special Resolution)

Promoter /Public	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 (7)=[(5)/(2)]*100
Promoter and Promoter Group	12872971	11690507	90.81	11690507	Nil	100	-
Public Institutional Holders	587341	218600	37.21	218600	Nil	100	-
Public – Others	5708575	27200	0.45	27200	Nil	100	-
Total	19168887	11936307	62.26	11936307	Nil	100	-



Resolution No.7:

Approval to Remuneration of Cost Auditors as per provisions of Section 148 of the Companies Act, 2013. (Ordinary Resolution)

Promoter /Public	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 (7)=[(5)/(2)]*100
Promoter and Promoter Group	12872971	11690507	90.81	11690507	Nil	100	-
Public Institutional Holders	587341	218600	37.21	218600	Nil	100	-
Public – Others	5708575	27200	0.47	27200	Nil	100	-
Total	19168887	11936307	62.26	11936307	Nil	100	-

Copy of Scrutinizers report on E-voting and polled are enclosed herewith.

Yours faithfully

For Girdharilal Sugar and Allied Industries Limited

Manoj Naik
Compliance officer

R. Lohia & Co.
Company Secretaries

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

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014)*]*

To,
Mr. Rajesh Agrawal,
Chairman,
26th Annual General Meeting of the Equity Shareholders of
Girdharilal Sugar and Allied Industries Limited,
Held on 30th September, 2015 at 45/47-A, Industrial Area No. 1,
A.B. Road, Dewas

Dear Sir,

I, Rajesh Lohia, Company Secretary in Practice, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the twenty sixth Annual General Meeting of the Equity Shareholders of Girdharilal Sugar and Allied Industries Limited, held on 30th September, 2015 at the registered office of the company at 45/47-A, Industrial Area No. 1, A.B. Road, Dewas, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, I find 45 ballot polling was exercised by members.
2. The result of the Poll is as under:

Resolution: Item No.1 (Ordinary Resolution)

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast*
45	11916107	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast*
NIL	NIL	NIL

R. Lohia & Co. CP No. 2604 Company Secretaries

R. Lohia & Co.
Company Secretaries
414, ManasBhavanExtn, 11 RNT Marg, Indore.
Phone:4040247(O) // 9826063895
E-mail: lohiarajesh@rediffmail.com

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Resolution: Item No.2 (Ordinary Resolution)

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes*
45	11916107	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes
NIL	NIL	NIL

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Resolution: Item No.3 (Ordinary Resolution)

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes*
45	11916107	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes
NIL	NIL	NIL

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

R. Lohia & Co.
Company Secretaries
414, ManasBhavanExtn, 11 RNT Marg, Indore.
Phone:4040247(O) // 9826063895
E-mail: lohiarajesh@rediffmail.com

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Resolution: Item No.4 (Ordinary Resolution)

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes*
45	11916107	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes
NIL	NIL	NIL

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Resolution: Item No.5 (Special Resolution)

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes*
45	11916107	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes

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NIL	NIL	NIL

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Resolution: Item No.6 (Special Resolution)

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes*
45	11916107	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes
NIL	NIL	NIL

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Resolution: Item No.7 (Special Resolution)

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes*
45	11916107	100

Voted **against** the resolution:



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Company Secretaries

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(ii)

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

*Percentage calculation with respect to total votes cast in the physical ballot form (11900107).

Thanking you,

Yours faithfully,

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

30/9/15

(Rajesh Lohia)
Practicing Company Secretary
FCS 4548
CP 2694

Place: Indore
Dated: 30/09/2015

R. Lohia & Co.
Company Secretaries

414, ManasBhavanExtn, 11 RNT Marg, Indore.
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E-mail: lohiarajesh@rediffmail.com

Consolidated Report of Scrutinizer on E-Voting Process And Ballot

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

To
Mr. Rajesh Agrawal,
Chairman,
26th Annual General Meeting,
Girdharilal Sugar and Allied Industries Limited,
45/47-A, Industrial Area No. 1,
A.B. Road, Dewas

Dear Sir,

Sub: Scrutinizer's Report on E-Voting Process conducted pursuant to the provision of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for twenty sixth Annual General Meeting.

The Board of Directors of Girdharilal Sugar and Allied Industries Limited ('the Company') vide resolution passed on 31st July, 2015 has provided the members of the company, a facility to exercise their right on the resolutions as set out in the notice of twenty sixth Annual General Meeting held on 30th September, 2015 by way of electronic means as required under the provision of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

I, Rajesh Lohia, Company Secretary in Practice having membership no. 4548, has been appointed as the scrutinizer by the Board of Directors of the company vide resolution passed on 31st July, 2015 as required under section 108 of the Companies Act, 2013 read with Rule 20(ix) of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisites majority for passing of resolution as contained in the notice convening the twenty sixth Annual General Meeting of the company held on 30th September, 2015.

The management of the company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolution contained in the notice for the Annual General Meeting of the members of the company. My responsibility as a scrutinizer for the e-voting process is restricted to ensure that the e-voting process is conducted in a fair and transparent manner and make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by company.

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

R. Lohia & Co.
Company Secretaries

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The notice dated 31st July, 2015 convening the twenty sixth Annual General Meeting of the Company to be held on 30th September, 2015 along with the statement setting out material facts under section 102 of the Companies Act, 2013 was sent to members of the Company.

The members of the Company holding shares on the commencement of Book Closer date (21st September, 2015) were entitled to vote on the resolutions proposed as set out in the Annual General Meeting.

In this regard, I submit my report as under:

1. The e-voting period remained open from Monday, 21st September, 2015 (11:30 am) to Tuesday, 22nd September, 2015 (5:00 pm).

2. At the end of the e-voting period, I have unblocked the electronics votes in the presence of two witnesses not in the employment of the Company.

3. The details containing list of shareholders who vote for or against each of the resolutions that were put to vote were downloaded from e-voting website of CDSL (www.evotingindia.com).

4. Pursuant to clause 35B of the Listing Agreement entered by the Company, the Company has also provided facility of voting through the physical ballot from to those members who do not have access to the e-voting facility. This report includes the result of voting through the physical ballot forms in addition to votes cast through e-voting website of CDSL by the eligible shareholders.

5. I have scrutinized the votes casted through electronics means and also through physical ballot forms for the purpose of this report. The result of the voting is as under:

Item No. (of AGM Notice)	Voting Type	Votes in favour of resolution		Votes against resolution		Invalid votes	
		Nos.	%age*	Nos.	%age*	Nos.	%age
Item No.1 (Ordinary Resolution)	E-voting	20200	0.17%	0	0	0	0
	Poll	11916107	99.83%				
	Total	11936307	100%				
Item No.2 (Ordinary Resolution)	E-voting	20200	0.17%	0	0	0	0
	Poll	11916107	99.83%				
	Total	11936307	100%				
Item No.3 (Ordinary	E-voting	20200	0.17%	0	0	0	0

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Resolution)	Poll Total	11916107 11936307	99.83% 100%				
Item No.4 (Ordinary Resolution)	E-voting Poll Total	20200 11916107 11936307	0.17% 99.83% 100%	0	0	0	0
Item No.5 (Special Resolution)	E-voting Poll Total	20200 11916107 11936307	0.17% 99.83% 100%	0	0	0	0
Item No.6 (Special Resolution)	E-voting Poll Total	20200 11916107 11936307	0.17% 99.83% 100%	0	0	0	0
Item No.7 (Special Resolution)	E-voting Poll Total	20200 11916107 11936307	0.17% 99.83% 100%	0	0	0	0

*Percentage calculation with respect to total votes cast (11936307).

Conclusion:

All the 7 resolutions have secured majority votes in favour, therefore the resolutions be considered to have been carried with requisite majority.

Thanking you,

Yours faithfully,



30/9/15

(Rajesh Lohia)
Practicing Company Secretary
FCS 4548
CP 2694
Place: Indore.
Dated: 30/09/2015

R. Lohia & Co.
Company Secretaries

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E-mail: lohiarajesh@rediffmail.com

Report of Scrutinizer on E-Voting Process

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

To
Mr. Rajesh Agrawal,,
Chairman,
26th Annual General Meeting,
Girdharilal Sugar and Allied Industries Limited,
45/47-A, Industrial Area No. 1,
A.B. Road, Dewas

Dear Sir,

Sub: Scrutinizer's Report on E-Voting Process conducted pursuant to the provision of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for twenty sixth Annual General Meeting.

The Board of Directors of Girdharilal Sugar and Allied Industries Limited ('the Company') vide resolution passed on 31st July, 2015 has provided the members of the company, a facility to exercise their right on the resolutions as set out in the notice of twenty sixth Annual General Meeting held on 29th September, 2015 by way of electronic means as required under the provision of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

I, Rajesh Lohia, Company Secretary in Practice having membership no. 4548, has been appointed as the scrutinizer by the Board of Directors of the company vide resolution passed on 31st July, 2015 as required under section 108 of the Companies Act, 2013 read with Rule 20(ix) of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisites majority for passing of resolution as contained in the notice convening the twenty sixth Annual General Meeting of the company held on 30th September, 2015.

The management of the company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolution contained in the notice for the Annual General Meeting of the members of the company. My responsibility as a scrutinizer for the e-voting process is restricted to ensure that the e-voting process is conducted in a fair and transparent manner and make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by company.

The notice dated 31st July, 2015 convening the Twenty Sixth Annual General Meeting of the Company to be held on 30th September, 2015 along with the

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statement setting out material facts under section 102 of the Companies Act, 2013 was sent to members of the Company.
The members of the Company holding shares on the commencement of Book Closer date (21st September, 2015) were entitled to vote on the resolutions proposed as set out in the Annual General Meeting.

In this regard, I submit my report as under:

1. The e-voting period remained open from Monday, 21st September, 2015 (11:30 am) to Tuesday, 22nd September, 2015 (5:00 pm).

2. At the end of the e-voting period, I have unblocked the electronics votes in the presence of two witnesses not in the employment of the Company.

3. The details containing list of shareholders who vote for or against each of the resolutions that were put to vote were downloaded from e-voting website of CDSL (www.evotingindia.com).

4. Pursuant to clause 35B of the Listing Agreement entered by the Company, the Company has also provided facility of voting through the physical ballot form to those members who do not have access to the e-voting facility. **This report does not include the result of voting through the physical ballot forms.**

5. I have scrutinized the votes casted through electronics means for the purpose of this report. The result of the voting is as under:

Item No. (of AGM Notice)	Voting Type	Votes in favour of resolution		Votes against resolution		Invalid votes	
		Nos.	%age*	Nos.	%age*	Nos.	%age
Item No.1 (Ordinary Resolution)	E-voting	20200	100%	0	0	0	0
Item No.2 (Ordinary Resolution)	E-voting	20200	100%	0	0	0	0
Item No.3 (Ordinary Resolution)	E-voting	20200	100%	0	0	0	0
Item No.4 (Ordinary Resolution)	E-voting	20200	100%	0	0	0	0
Item No.5 (Special Resolution)	E-voting	20200	100%	0	0	0	0
Item No.6 (Special Resolution)	E-voting	20200	100%	0	0	0	0
Item No.7	E-voting	20200	100%	0	0	0	0

R. Lohia & Co. CP No 2694 Company Secretaries

R. Lohia & Co.
Company Secretaries

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E-mail: lohiarajesh@rediffmail.com

(Special Resolution)							

*Percentage calculation with respect to total votes cast under E- voting process (20200).

Thanking you,

Yours faithfully,



(Rajesh Lohia)
Practicing Company Secretary
FCS 4548
CP 2694
Place: Indore.
Dated: 30/09/2015