GIRDHARILAL SUGAR AND ALLIED INDUSTRIES LIMITED

45/47-A, INDUSTRIAL AREA NO. 1, A.B. ROAD, DEWAS - 455 001 (MP) India
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CIN NO. L15424MP1989PLC005564

Date: 01.10.2016

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

Dear Sirs/Mam,

Sub: **Results of Voting and Scrutinizer Report - 27th Annual General Meeting held on 30.09.2016**

Ref: **Girdharilal Sugar and Allied Indsutries Limited BSE: 507506 NSE: NARMADASU**

With reference to the above subject, please find attached the following documents with regard to voting results of the business transacted at the 27th Annual General Meeting of the shareholders of the company held on 30th September, 2016.

1. Voting Results in the format prescribed under Regulation 44 of SEBI (LODAR) Regulations, 2015.
2. Consolidated Report of Scrutinizer of Shri Rajesh Lohia, Practicing Company Secretary on remote-voting and voting at the AGM.

This is for your kind information.

Thanking You

Yours Faithfully,
Girdharilal Sugar and Allied Indsutreis Limited

Vishnu

Vishnu Dutta Sharma
Company Secretary & Compliance Officer

Girdharilal Sugar and Allied Industreies Limited

Results of E-voting along with the Annual General Meeting held on 30.09.2016

Date of the AGM/EGM	30.09.2016
Total number of shareholders on record date	61371
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	8
Public:	27
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	3
Public	NIL

Agenda- wise disclosure (to be disclosed separately for each agenda item)

Resolution required: (Ordinary)			1. To Receive, consider and adopt the Financial Statements for the year ended as at March 31, 2016, the Reports of the Directors and Auditors thereon.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Not Interested					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]* 100	-4	-5	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	12887971	2522100	19.56941089	2522100	0	100	0
	Poll		6276153	48.69775855	6276153	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8798253	68.26716944	8798253	0	100	0
Public- Institutions	E-Voting	587341	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	5693575	0	0	0	0	0	0
	Poll		23500	0.412745946	23500	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		23500	0.412745946	23500	0	100	0
Total		19168887	8821753	46.02120613	8821753	0	100	0

GIRDHARILAL SUGAR AND ALLIED INDUSTRIES LIMITED

Resolution required: (Ordinary)			2. To Appoint a Director in place of Smt. Sangeeta Agrawal (DIN: 00419726) who retires by rotation and being eligible, offers herself for re-appointment.					
Whether promoter/ promoter group are interested in the			Interested					
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	12887971	2522100	19.56941089	2522100	0	100	0
	Poll		6276153	48.69775855	6276153	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8798253	68.26716944	8798253	0	100	0
Public- Institutions	E-Voting	587341	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	5693575	0	0	0	0	0	0
	Poll		23500	0.412745946	23500	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		23500	0.412745946	23500	0	100	0
Total		19168887	8821753	46.02120613	8821753	0	100	0



Resolution required: (Ordinary)			3. To Appoint Auditors and to fix their remuneration and this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.					
Whether promoter/ promoter group are interested in the			Not Interested					
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	12887971	2522100	19.56941089	2522100	0	100	0
	Poll		6276153	48.69775855	6276153	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8798253	68.26716944	8798253	0	100	0
Public- Institutions	E-Voting	587341	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	5693575	0	0	0	0	0	0
	Poll		23500	0.412745946	23500	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		23500	0.412745946	23500	0	100	0
Total		19168887	8821753	46.02120613	8821753	0	100	0



Resolution required: (Ordinary)			4. Ratification of Remuneration of M/s. M.Goyal & Company, Cost Accountant (FRN 000051) as Cost Auditors of the Company					
Whether promoter/ promoter group are interested in the			Not Interested					
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	12887971	2522100	19.56941089	2522100	0	100	0
	Poll		6276153	48.69775855	6276153	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8798253	68.26716944	8798253	0	100	0
Public- Institutions	E-Voting	587341	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	5693575	0	0	0	0	0	0
	Poll		23500	0.412745946	23500	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		23500	0.412745946	23500	0	100	0
Total		19168887	8821753	46.02120613	8821753	0	100	0

GIRDHARILAL SUGAR AND ALLIED INDUSTRIES LIMITED
DEWAS

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) Amendments Rules, 2015]

To
Mr. Rajesh Agrawal, Chairman,
27th Annual General Meeting,
Girdharilal Sugar and Allied Industries Limited,
45/47-A, Industrial Area No. 1, A.B. Road, Dewas (M.P.)

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) Amendments Rules, 2015 for twenty seventh Annual General Meeting.

The Board of Directors of Girdharilal Sugar and Allied Industries Limited ('the Company') vide resolution passed on 27th May, 2016 has provided the members of the company, a facility to exercise their right on the resolutions as set out in the notice of twenty seven Annual General Meeting held on 30th September, 2016 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) Amendments Rules, 2015.

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 27th May, 2016 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 seven Annual General Meeting of the company held on 30th September, 2016.

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 27th May, 2016 convening the Twenty Seven Annual General Meeting of the Company to be held on 30th September, 2016 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 (20th September, 2016) were entitled to vote on the resolutions proposed as set out in the Annual General Meeting.

R. Lohia & Co. CP No. 4548 Company Secretaries

In this regard, I submit my report as under:

1. The e-voting period remained open from Tuesday, 27th September, 2016 (5:00 Pm) to Thursday, 29nd September, 2016 (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 Regulation 44(1) of the Listing Obligation (LOADR) 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	2522100	100%	0	0	0	0
Item No.2 (Ordinary Resolution)	E-voting	2522100	100%	0	0	0	0
Item No.3 (Ordinary Resolution)	E-voting	2522100	100%	0	0	0	0
Item No.4 (Ordinary Resolution)	E-voting	2522100	100%	0	0	0	0

*Percentage calculation with respect to total votes cast under E- voting process 2522100

Thanking you,

Yours faithfully,

30/9/16

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

(Rajesh Lohia)
Practicing Company Secretary
FCS 4548
CP 2694
Place: Indore.
Dated: 30/09/2016

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) Amendments Rules, 2015]

To
Mr. Rajesh Agrawal, Chairman,
27th Annual General Meeting,
Girdharilal Sugar and Allied Industries Limited,
45/47-A, Industrial Area No. 1, A.B. Road, Dewas (M.P.)

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) Amendments Rules, 2015 for twenty seven Annual General Meeting.

The Board of Directors of Girdharilal Sugar and Allied Industries Limited ('the Company') vide resolution passed on 27th May, 2016 has provided the members of the company, a facility to exercise their right on the resolutions as set out in the notice of twenty seven Annual General Meeting held on Friday, 30th September, 2016 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) Amendments Rules, 2015.

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 27th May, 2016 as required under section 108 of the Companies Act, 2013 read with Rule 20(ix) of the Companies (Management and Administration) Amendments Rules, 2015 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 Seven Annual General Meeting of the company held on 30th September, 2016.

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 27th May, 2016 convening the twenty Seven Annual General Meeting of the Company to be held on 30th September, 2016 along with the

Lohia & Co.

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 (20th September To 24th September 2016) 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 Tuesday, 27th September, 2016 (09:00 am) to Thursday, 29th September, 2016 (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 44 of the Listing Obligation 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	2522100	28.59%	0	0	0	0
	Poll	6299653	71.41%				
	Total	8821753	100%				
Item No.2 (Ordinary Resolution)	E-voting	2522100	28.59%	0	0	0	0
	Poll	6299653	71.41%				
	Total	8821753	100%				
Item No.3 (Ordinary Resolution)	E-voting	2522100	28.59%	0	0	0	0
	Poll	6299653	71.41%				
	Total	8821753	100%				
Item No.4 (Ordinary Resolution)	E-voting	2522100	28.59%	0	0	0	0
	Poll	6299653	71.41%				
	Total	8821753	100%				

R. Lohia & Co. CP No. 2694

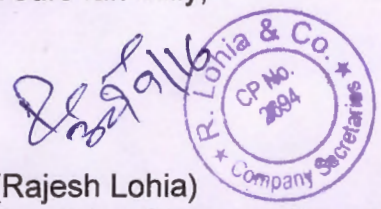
*Percentage calculation with respect to total votes cast (8821753).

Conclusion:

All the 4 resolutions have secured majority votes in favour, therefore the resolutions are considered to have been carried with requisite majority.

Thanking you,

Yours faithfully,



(Rajesh Lohia)
Practicing Company Secretary
FCS 4548
CP 2694
Place: Indore.
Dated: 30/09/2016

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) Amendments Rules, 2015])]

To,
Mr. Rajesh Agrawal, Chairman,
27th Annual General Meeting of the Equity Shareholders of
Girdharilal Sugar and Allied Industries Limited,
Held on Friday, 30th September, 2016 at
45/47-A, Industrial Area No. 1, A.B. Road, Dewas (M.P.)

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 Seven Annual General Meeting of the Equity Shareholders of Girdharilal Sugar and Allied Industries Limited, held on Friday, 30th September, 2016 at the registered office of the company at 45/47-A, Industrial Area No. 1, A.B. Road, Dewas, (M.P.) submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, I find 35 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*
35	6299653	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. 2694 Company Secretaries

(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*
35	6299653	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*
35	6299653	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 2894 Company Secretaries

(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*
35	6299653	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

*Percentage calculation with respect to total votes cast in the physical ballot form (6299653).

Thanking you,

Yours faithfully,

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

30/9/16

(Rajesh Lohia)
Practicing Company Secretary
FCS 4548
CP 2694

Place: Indore
Dated: 30/09/2016