GIRDHARILAL SUGAR AND ALLIED INDUSTRIES LIMITED

45/47-A, INDUSTRIAL AREA NO. 1, A.B. ROAD, DEWAS - 455 001 (MP) India
PHONE NOS : 91 7272 259505/258502/03/ 04 & FAX NO : 91 7272258505
Email: preind2002@yahoo.com - **CIN NO. L15424MP1989PLC005564**

Date: 04.09.2018

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-NARMADASUG

Sub: **Notice of Annual General Meeting and Book Closure.**

Dear Sir(s)/Madam(s)

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith notice of the 29th Annual General Meeting of the Company to be 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 - 455 001(M.P.) India.

Further in terms of Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with section 91 of the Companies Act, 2013 and rules made thereunder, the Register of Members and Share Transfer Book will remain closed from Saturday, 22nd September, 2018 to Friday, 28th September, 2018 (both days inclusive) for the purpose of AGM.

The Company has fixed Friday, the 21st day of September, 2018 as the Cut-off date to record the entitlement of the members /shareholders, to cast their vote electronically (e-voting), in respect of all items of business for the 29th Annual General Meeting of the Company.

The details pursuant to Section 108 of the Companies Act, 2013 and the rules made thereunder are as follows:

Date & time of commencement of e-voting : 25th September, 2018 at 9:00 AM
Date & time of end of e-voting : 27th September, 2018 at 5:00 PM

This is for the information of the Exchange and Members thereof.

Thanking You

Yours Faithfully,
For **Girdharilal Sugar and Allied Industries Limited**

Vishnu Dutt Sharma
Company Secretary & Compliance Officer

CC:

Purva Sharegistry (I) Private Limited
9, Shiv Shakti Industrial Estate
J.R. Boricha Marg, Lower Parel (E)
Mumbai-400 011

Central Depository Services (India) ltd.
16th Floor, Phiroze Jeejeebhoy Towers
Dalal Street, Fort, Mumbai-400001

NOTICE

NOTICE is hereby given that the Twenty Ninth (29th) Annual General Meeting of the members of the Company will be held on Friday, 28th September, 2018 at the registered office of the Company at 45/47-A, Industrial Area No.1, A.B. Road, Dewas, Madhya Pradesh - 455001 at 10.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements for the year ended 31st March, 2018, the Report of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Rajesh Agrawal, (DIN 00107009) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. CONFIRMATION OF REMUNERATION OF COST AUDITOR

To consider and, if thought fit, to pass, with or without modification(s) the following Resolution as an Ordinary Resolution

"RESOLVED THAT, pursuant to 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** (Registration No.000051) be and are hereby appointed as the Cost Auditors of the company to conduct audit of cost records made 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. 35,000 (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."

Place: DEWAS (M.P.)
Date: 13th August, 2018

FOR AND ON BEHALF OF THE BOARD

RAJESH AGRAWAL
CHAIRMAN & MANAGING DIRECTOR

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on behalf of him/her and such proxy need not be a member of the company. Proxies duly stamped and signed must be deposited at the company's registered office not less than 48 hours before the time for the holding the meeting.

2. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

3. The relevant details as required under Regulation 27 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, of persons seeking re-appointment/appointment as Directors at the annual general meeting are annexed hereto.

4. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts in respect of the business under Item no. 3 is annexed hereto.

5. Members/ Proxies are requested to bring along with them Annual Reports being sent to them and should bring the attendance slip sent herewith, duly filled, in order to attend the meeting.

6. The Share Transfer Book and Register of Members of the Company will remain closed from 22nd September, 2018 to 28th September, 2018 (both days inclusive) for the purpose of Annual General Meeting of the Company.

7. Members are requested to send their queries, if any, at least seven days in advance of the meeting.

8. The Register of Director's Shareholding maintained under section 170 of the Companies Act, 2013, will be available for inspection at the venue to the Annual General Meeting of the company during the Annual General Meeting. The Register of Director's Share Holding is also available for inspection of the members at the registered office of the Company, fourteen days before and three days after, the date of the Annual General Meeting of the Company.

9. Members of the Company had approved appointment of M/s. Sunil Bandi & Co., Chartered Accountants, as the Statutory Auditors at the twenty eighth annual general meeting of the Company which is valid till the conclusion of the thirty third annual general meeting of the Company. In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM.

10. The Company has connectivity from the CDSL and equity shares of the Company may also be held in the Electronic form with any Depository Participant (DP) with whom the members/ investors having their depository account. In case of any query/difficulty in any matter relating thereto may be addressed to the Share Transfer Agents Purva Sharegistry India Private Limited 9, Shiv Shakti, Ind. Estt, J R Boricha Marg, Near Lodha Excellus, Lower Parel (E)Mumbai- 400 011

11. To promote green initiative as per circular issued by Ministry of Corporate Affairs in 2011, Members are requested to register their e-mail addresses through their Depository Participant where they are holding their Demat Accounts for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.

12. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those members who have not registered their email address with the Company or Depository Participant(s).

13. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore requested to submit their PAN and Bank Account Details to Purva Sharegistry India Pvt. Ltd. by sending a duly signed letter along with self attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should be in the name of the Member. In the alternative members are requested to submit a copy of bank passbook/ statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository participant.

Voting through electronic means

The Instructions for shareholders voting electronically are us under

(i) The voting period begins at 09.00 A.M. on Tuesday, 25th September, 2018 and ends at 5.00 P.M. on Thursday, 27th September, 2018. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 21st September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have cast their votes by e-voting prior to the AGM may also attend the meeting but shall not be entitled to cast their vote at the meeting venue.

(iii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iv) Click on Shareholders tab.

(v) Now Enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. I) If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT FOR ITEM 2 AND 3 OF THE NOTICE

Item No. 2 - Brief profile of director, who retires by rotation and offers himself for re-appointment.

Shri Rajesh Agrawal, aged about 55 years is the Chairman & Managing Director of the Company. He is one of the Promoters of the company. He is Commerce graduate and MBA from Devi Ahilya Vishwavidhyalaya, Indore and having more than 27 years of rich experience in the field of Business Management and forming the policies relating to Marketing and Human Resource Development.

He also holds Directorship in our Promoter Group Company Premier Proteins limited, since 1987.

None of the Directors, except Shri Rajesh Agrawal or his relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolutions under Item No. 2 to be passed as an ordinary resolution.

Item No. 3 – Confirmation of Remuneration of Cost Auditor

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditor **M/s M. Goyal & Co., Cost Accountant (Firm Reg. No. 000051)** to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019, the audit fees will be 35000 /-plus GST and out of pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2019.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board Recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Shareholders.

Place: DEWAS (M.P.)
Date: 13th August, 2018

FOR AND ON BEHALF OF THE BOARD

RAJESH AGRAWAL
CHAIRMAN & MANAGING DIRECTOR

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING
(Pursuant to Regulation 36 of the Listing Regulation)

Particulars	Date of Birth	Date of Appointment	Qualifications	Expertise in specific functional areas	Chairman ships / Directorships/ Memberships of committees of other Public Companies
Shri Rajesh Agrawal	03/03/1963	08.02.1993	B.Com, MBA	Business Management	Premier Proteins Limited

ANNUAL GENERAL MEETING 28.09.2018

ADMISSION SLIP

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.

Name (in block letters) _____

Member's Folio Number : _____

Name of Proxy (in block letters to be filled in case the Proxy attends instead of the Member)

_____ No. of Shares held _____

I hereby record my presence at the Annual General Meeting of Girdharilal Sugar and Allied Industries Limited on Friday, 28th of September 2018 at 10.00 A.M. at 45/47-A, Industrial Area No. 1, A.B. Road, Dewas (M.P.) 455 001.

Please ☑ the appropriate box Member ☐ Proxy

_____

Member's / Proxy's Signatures*

Note : Please note that no gift/gift coupon will be distributed at the AGM.

*To be signed at the time of handing over this slip.

(Please complete this attendance slip and hand it over at the entrance of the hall)

GIRDHARILAL SUGAR AND ALLIED INDUSTRIES LIMITED

CIN : L15424MP1989PLC005564

Regd. Office : 45/47-A, Industrial Area No. 1, A.B. Road, Dewas (M.P.) 455 001.

Form No. MGT-11

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule19 (3) of the Companies (Management and Administration) Rules, 2014)

CIN :	**L15424MP1989PLC005564**
Name of Company	**GIRDHARILAL SUGAR AND ALLIED INDUSTRIES LIMITED**
Registered Office	**45/47-A, Industrial Area No. 1, A.B. Road, Dewas (M.P.) 455 001.**
Name of Member (s)	
Registered Address	
Email Id	
Folio No/Client Id	**DP ID**

I/We, being the member(s) of ..... Shares of the above named company, hereby Appoint

1.	Name		
	Address		
	E-mail Id	Signatures	
	Or failing him		
2.	Name		
	Address		
	E-mail Id	Signatures	
	Or failing him		
3.	Name		
	Address	Signatures	
	E-mail Id		

as my/our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 29th Annual General Meeting Meeting of the Company, to be held on Friday the 28th September, 2018 at 10:00 A.M. at 45/47-A, Industrial Area No. 1 A.B. Road, Dewas (M.P.) 455 001 and at any adjournment of such resolutions as are indicated below:

**I wish my above proxy to vote in the manner as indicated in the box below:

S.No.	Particulars of Resolution	For	Against
1.	To receive, consider and adopt the Financial Statements for the year ended as at March 31, 2018, and the Reports of the Directors and the Auditors thereon for the said period.		
2.	Re-appointment of Shri Rajesh Agrawal (DIN:00107009) as Directors of the Company who retire by rotation.		
3.	Approve remuneration of Cost Auditor under section 148 of Companies Act, 2013.		

E-COMMUNICATION REGISTRATION FORM

Folio No. / DP Id and Client ID : .....

Name of 1st Registered Holder : .....

Name of Joint Holder(s) : .....

Registered Address : .....

.....

E-mail address (to be Registered) : .....

I/we Shareholder(s) of Girdharilal Sugar and Allied Industries Limited agree to receive communication from the Company in electronic mode. Please register my above e-mail ID for your records for sending communication through e-mail.

Date : .....

Signature : .....

(1st holder only)

Note :

Sharesholder(s) are requested to keep the Company informed as when there is any change in the e-mail address.