

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: 29.09.2017

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
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Dear Sirs,

Sub: 28th Annual Report -2016-17.

Ref: Girdharilal Sugar and Allied Indsutreis Limited BSE: 507506 NSE: NARMADASU

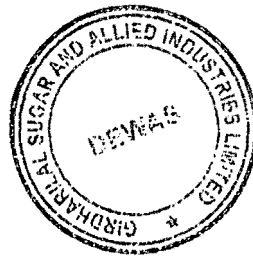
With reference to the above subject, please find attached herewith the Annual Report for the Finaical Year ended 2016-17 pursunat to Listing Regulation 34(1) of the Listing Obligation.

This is for your kind information.

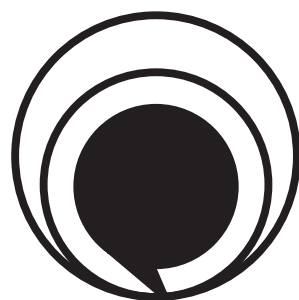
Thanking You

Yours Faithfully,
Girdharilal Sugar and Allied Indsutreis Limited

Secretarial Department



**GIRDHARILAL SUGAR
AND ALLIED INDUSTRIES LIMITED**



**28th Annual Report
2016-17**

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Printed Matter Inside

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GIRDHARILAL SUGAR AND ALLIED
INDUSTRIES LIMITED**

45/47-A, INDUSTRIAL AREA NO.1,
A.B. ROAD, DEWAS 455 001 (M.P.)
Ph.: 07272 - 259505
Website : www.gsail.org
Email : preind2002@yahoo.com

To, _____

CORPORATE INFORMATION

Board of Directors <ol style="list-style-type: none"> Mr. Rajesh Agrawal- Chairman & Managing Director Mr. Tarachand Jain - Additional Director (Appointed with effect from 01.06.2017) Mr. Ram Gopal Agrawal- Non Executive Independent Director Mrs.Sangeeta Agrawal- Woman Director 	Committees of Directors <p>Audit Committee</p> <ol style="list-style-type: none"> Mr. Tarachand Jain - Chairman Mr. Ram Gopal Agrawal-Member Mr. Rajesh Agrawal-Member <p>Nomination & Remuneration Committee</p> <ol style="list-style-type: none"> Mr. Tarachand Jain - Chairman Mr. Ram Gopal Agrawal-Member Mr. Rajesh Agrawal-Member <p>Stakeholders Relationship Committee</p> <ol style="list-style-type: none"> Mr. Tarachand Jain - Chairman Mr. Ram Gopal Agrawal-Member Mr. Rajesh Agrawal-Member
Company Secretary & Compliance Officer Mr. Vishnu Dutt Sharma	Registrar & Share Transfer Agent Purva Sharegistry India Private Limited 9, Shiv Shakti, Ind. Estt, J R Boricha Marg, Near Lodha Excellus, Lower Parel (E) Mumbai - 400 011 www.purvashare.com Email : purvash@mtnl.net.in/busicom@gmail.com Tel.: 022-23016761
Registered Office 45/47-A, Industrial Area No.1 A.B.Road Dewas, Madhya Pradesh-455001 <i>Website : www.gsail.org</i> Email : preind2002@yahoo.com Tel.: 07272-259505	Auditors M/S. M. Mehta & Co. Chartered Accountants, Indore
Bankers Canara Bank	Corporate Identification Number : L15424MP1989PLC005564

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NOTICE

NOTICE is hereby given that the Twenty Eight (28th) Annual General Meeting of the members of the Company will be held on Friday 29th September, 2017 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 as at March 31, 2017, the Reports of the 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 herself for re-appointment.
3. To appoint Auditor and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to recommendation of the Audit Committee and the Board of Directors, **Sunil Bandi & Co. Chartered Accountants, Indore (M.P.)** (Firm Registration Number 007419C), be and are hereby appointed as Statutory Auditors of the Company in place of **M/S. M. Mehta & Co. Chartered Accountants, Indore (M.P.)** (Firm Registration Number 000957C) whose tenure expires at the ensuing Annual General Meeting, at such remuneration plus reimbursement of out-of pocket, travelling and living expenses etc., as may be mutually agreed between the Board of Directors of the Company and the said Auditors.”

“RESOLVED further that Sunil Bandi & Co. Chartered Accountants, Indore (M.P.), if appointed as the Statutory Auditors of the Company, shall hold office for a period of five years, from the conclusion of this Twenty Eight (28th) Annual General Meeting till the conclusion of Thirty Three (33rd) Annual General Meeting of the Company (subject to ratification of the appointment by Members at every Annual General Meeting held after this Annual General Meeting).”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), Company

Secretary and Secretarial Officer of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

SPECIAL BUSINESS :

4. Re-appointment of Mr. Rajesh Agrawal (DIN: 00107009) as Executive Chairman and Managing Director of the Company.

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

“RESOLVED THAT pursuant to recommendation of the Board, Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Rajesh Agrawal, as Executive Chairman and Managing Director (designated as “Executive Chairman”) of the Company for a period of Five years with effect from September 01, 2017 to August 31, 2022, as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Rajesh Agrawal.

“FURTHER RESOLVED THAT the consent of the Shareholders of the Company be and is hereby also accorded to pay aforesaid remuneration as minimum remuneration as per Schedule V, of the Companies Act, 2013, wherein any financial year the Company has no profits or inadequate profits.”

“FURTHER RESOLVED THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorised to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in

relation thereto in order to give effect to the foregoing resolution and to seek such approval/consent from the government departments, as may be required in this regards."

"FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby also authorised to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. Rajesh Agrawal, Chairman and Managing Director, including the components of the above mentioned remuneration payable to him subject to the overall cap of Rs. 18, 00,000/- (Rupees Eighteen Lacs only) per annum with yearly increment of 5%.

"RESOLVED FURTHER THAT Mr. Rajesh Agrawal, Managing Director of the Company be and is hereby authorized to sign, issue, to file documents as may be required with the various authorities".

5. APPOINTMENT OF MR. TARACHAND JAIN (DIN:07837497) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Tarachand Jain (holding DIN: 07837497), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, for five consecutive years with effect from June 01, 2017 and whose office shall not be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT any of the Directors of the Company and Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds and things, including signing and issuing letter of appointment and to complete all other formalities as may be required in this regard"

6. CONFIRMATION OF REMUNERATION OF COST AUDITOR

To consider and, if thought fit, to pass, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting;

"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."

FOR AND ON BEHALF OF THE BOARD

Place: DEWAS (M.P.)

Date: 28th August, 2017

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 instead of himself 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 of 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 by Regulation 27 of the Listing Regulation entered into with the Stock Exchanges, of persons seeking re-appointment/appointment as Directors under Item No. 2, to 6 of the Notice, 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 nos. 2 to 6 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 23rd September 2017 to 28th September, 2017 (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. 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 Shareregistry India Private Limited 9, Shiv Shakti, Ind. Estt, J R Boricha Marg, Near Lodha Excellus, Lower Parel (E) Mumbai-400 011
 10. 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.
- (iv) Click on Shareholders tab.
 - (v) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
 - (vi) 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.
 - (vii) Next enter the Image Verification as displayed and Click on Login.
 - (viii) 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.
 - (ix) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● 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)	<p>Enter the Dividend Bank Details or Date of Birth (DOB) (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>l) 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).</p>

Voting through electronic means

The Instructions for shareholders voting electronically are as under

- (i) The voting period begins on 09.00 A.M. Tuesday, 26th September, 2017 and ends on 5.00 P.M. Thursday 28th September, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday 22nd September, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (x) After entering these details appropriately, click on "SUBMIT" tab.
 - (xi) 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.

- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiv) 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.
- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) 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.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xix) 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.
- (xx) 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.

- (xxi) 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.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

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

Shri Rajesh Agrawal, aged about 54 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 26 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 and Smt. Sangeeta Agrawal or their relatives is 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- This Explanatory Statement is provided though strictly not required as per Section 102 of the Act.

As per the provisions of the Companies Act, 2013 ("the Act"), no listed company shall appoint an audit firm (including its affiliate firms) as auditors for more than two terms of five consecutive years. The Act also provided for additional transition period of three years from the commencement of the Act i.e. 1st April, 2014. M/ M. Mehta & Co. (along with its network Firms) have completed period of ten years and will also be completing the additional transition period of three years at the conclusion of the forthcoming Annual General Meeting.

Accordingly, the term of the present Auditors, M/s M. Mehta & Co. (taken together with its network firms) expires at the conclusion of the forthcoming Annual General Meeting. The Audit Committee and the Board of Directors have placed on record their appreciation for the professional services rendered by M/s M. Mehta & Co. and its network Firms during their association with the Company as its auditors.

For the purpose of appointment of new Auditors, the Audit

Committee along with the Management invited proposals from the reputed firms of Chartered Accountants and had detailed discussion with representatives of those firms. The Committee considered various parameters such as reputation of the firm, knowledge and experience of the partners, understanding of Dairy business, technical assessment of the Audit skills and the Audit fees and based on these detailed analysis, recommended Sunil Bandi & Co. Chartered Accountant, Membership No. 007419C, Indore as the Company's new Statutory Auditor. The Board of Directors based on the recommendation of the Audit Committee proposes the appointment of the Sunil Bandi & Co., Chartered Accountant, Membership No. 007419C, Indore as the Statutory Auditors of the Company to the Members for their approval.

If approved by the Members, the appointment of Sunil Bandi & Co., Chartered Accountants as a Statutory Auditor will be for a period of five years commencing from the conclusion of Twenty Eight Annual General Meeting till the conclusion of the Thirty three Annual General Meeting (subject to ratification of the appointment by Members at every Annual General Meeting held after this Annual General Meeting).

Sunil Bandi & Co., Chartered Accountants have confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as statutory auditor in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors recommends the Resolution at Item No. 3 of the Notice for your approval. None of the Directors, Key Managerial Personnel and other relatives are concerned or interested in the Resolution at Item No. 3 of the Notice.

As Special Business

Item No. 4

The term of appointment of Shri Rajesh Agrawal is going to be expired on 31/08/2017. The board has consider reappointment of him as chairman and managing director for further period of five years from 01/09/2017 to 31/08/2022 subject to approval of shareholder in the ensuing Annual General Meeting.

In terms of the provisions of the Companies Act, and the Articles of Association of the Company, approved by the

Nomination and Remuneration Committee and the Board Of Directors have, at their meeting held on 29/05/2017, reappointed him as Chairman and Managing Director of the company for the further period of five years with effect from September 01, 2017 on the current remuneration of Rs 18,00,000/- (rupees Eighteen lakh only) per annum with yearly increment of 5%. In case the company has no profits or its profits are inadequate, then the minimum remuneration shall be paid to him in accordance with the provision of companies act, 2013 read with schedule V of the act.

Following are the details of the annual salary (payable monthly) proposed to be paid to Shri Rajesh Agrawal, Chairman and managing director:-

Consolidated Salary perquisites and performance bonus etc Rs 18, 00,000/- (Rupees Eighteen lakh only) with yearly increment @ 5%.

In addition to the above, he shall be entitled to receive the following:

- a) Gratuity as per the rules of the company, but not exceeding half a month's salary for each completed year of service.
- b) Encashment of leave at the end of tenure.
- c) Provision of car for use on Company's business.
- d) Free landline telephone facility at residence along with free mobile telephone facility long distance personal calls to be recovered by company.
- e) He shall also be entitled to reimbursement of entertainment expenses actually and properly incurred in the course of business of the company.

None of the directors except Shri Rajesh Agrawal Smt. Sangeeta Agrawal may be deemed to be concerned or interested in the resolution.

Item No. 5

Ordinary Resolution

Shri Tarachand Jain(DIN: 07837497) was appointed as an Additional Director w.e.f. June 01, 2017 in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Shri Tarachand Jain candidature for appointment as Director of the Company in accordance with the

provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Shri Tarachand Jain on the board is desirable and would be beneficial to the company and hence recommend resolution No. 5 for adoption.

In order to comply with the provisions of Section 149(4), (10) & (11) and 152(6)(e) of the Companies Act, 2013 and as per the Listing Compliances, It is proposed to formally appoint Shri Tarachand Jain to hold office for 5 (five) consecutive years for a term up to conclusion of the 32th Annual General Meeting of the Company in the calendar year 2021. It may be noted that Shri Tarachand Jain has given a declaration under Section 149(7) of the Companies Act, 2013 that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013.

Further, in the opinion of the Board also, he fulfills the conditions specified in the Companies Act, 2013 for such an appointment. It may also be mentioned that none of the other Directors (other than Shri Tarachand Jain) /Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

Item No. 6

The Board, on the recommendation of the Audit Committee,

Place: DEWAS (M.P.)
Date: 28th August, 2017

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, 2018, the audit fees will be 35000 /- Including .Service Tax (Rupees Thirty Five Thousand Only).

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. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.

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. 6 of the Notice.

The Board Recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Shareholders.

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 Clause 36 of the Listing Agreement)

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
Shri Tarachand Jain	29/10/1961	01.06.2017	B.Com, CA Inter	Financial Management & Marketing	-

DIRECTOR'S REPORT

Dear Shareholders,

Your directors are pleased to present the Twenty Eight (28th) Annual Report and the Audited Financial Statements for the financial year ended 31st March, 2017.

1. Financial Highlights

The highlights of the financial results of the Company for the year ended 31st March, 2017 is summarized below

Particulars	(₹ in Lacs)	
	2016-2017	2015-2016
Sales, Interest and other receipts	10945	10452
Gross Profit before financial cost & Depreciation & Exceptional Items	409	633
Financial Cost	256	243
Depreciation	111	98
Exceptional Items	143	-
Profit for the year	185	292
Less: Tax Expenses	106	73
Balance	291	219
Balance brought forward from last year	1007	788
Balance Carried to Balance Sheet	1298	1007

2. Operational Highlights & Future Prospects

Your Directors, had in the last Report, informed the Members that the Company has completed its modernization-cum-expansion program at a cost of Rs.1340 Lacs. The said modernization program has resulted in saving in cost of production.

The net result of the current Financial Year was positive, mainly for Dairy Division. During the year under consideration, the Company's turnover and other receipts stands at Rs.10945 Lacs as against Rs.10452 Lacs in the previous year. The year ended with a profit of Rs.291 Lacs after considering interest, depreciation and adjustment for deferred tax as against profit of Rs.219 Lacs in the previous year.

In Dairy division the company has processed 26809 KI of Milk and 1010 Mt of S.N.F./Fat (including 11133 KI of Milk on job work basis) as against 22549 KI of milk and 75 Mt of S.N.F./Fat in the previous year (Including 14468 KI on job work basis) and has achieved a turnover of Rs.7831 Lacs as against Rs.4174 Lacs in the previous year. The turnover includes sale value of manufactured products, trading goods as well as processing receipts for job work done on behalf of other established parties. It may be stated that in order to encash the opportunity, the Company has also traded in liquid milk, besides manufacturing pure ghee, SMP and processing milk on behalf of other parties. Demand for dairy products was partly subdued in the flush season due to possible demonetization effect.

The company expects the dairy operations to be favorable in the forthcoming year. However, due to effect of demonetization as well as expected introduction of Goods and Service Tax, w.e.f. 01/07/2017, it is expected that the 1st half of the current year will see a tough time even for Dairy Industry and its operations may be subdued. However, the Company is optimistic that the 2nd half of the current year will be quite favorable in view of the fact that various legislation and measures taken by the Government for betterment of economy will settle by 2nd half of the year. The Company expects to achieve satisfactory performance by processing milk for self as well as on behalf of other reputed parties and also by trading in Dairy products including milk.

In the last report, your Directors had informed that the Soya operations including refinery was closed in November, 2015 due to continuous disparity in the last few years. However, the economics of Soya processing was visible by the start of Soya season in the year under review and as such the Company once again started processing soybean in November, 2016. However, the parity in Soya operations did not continue for long and the company had to once again close the Soyabean Plant by February, 2017. The Company may think of restarting its Soya operations in future only when the said operations become profitable. During the year, the Company had processed 9386 MT of Soyabean seed as against 15738 MT in the previous year. The Soya Division recorded a turnover of Rs.3114 lacs as against Rs.6278 lacs in the previous year.

3. Share Capital

The company's application to BSE/CDSL for listing/admission of 578887 shares issued to the shareholders of Premier Industries (India) Ltd (Transferor company) in terms of BIFR order dt 15/01/2014 is pending and the company expects to get their approval shortly.

4. Dividend

Due to financial prudence, no dividend is declared.

5. Directors

Shri Rajesh Agrawal (DIN:00107009) is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Shri Rajesh Agrawal Chairman & Managing Director of the company seeks for re-appointment as chairman & managing Director

The board on the recommendation of Nomination and Remuneration Committee has consider reappointment of him as chairman and managing director for further period of five years from 01/09/2017 to 31/08/2022 subject to approval of shareholder in the ensuing Annual General Meeting.

Shri Tarachand Jain was appointed as Additional director on the board of the company with effect from 1st of June, 2017 and eligible for appointment as Independent director of the company subject to approval of shareholders of the company.

6. Deposits

During the year under review, your Company has not accepted any fixed deposits under Section 73 of the Companies Act, 2013.

7. Fixed Assets

During the year the company has added Fixed Assets of Rs.27.89 Lacs (7.82 lacs capital work in progress carried from earlier year). The Fixed Assets are adequately insured.

8. Management Discussion and Analysis

The Management's Discussion and Analysis of operations for the year under review, as stipulated under regulation 34 (2) (e) of the Listing Regulations, 2015 with the stock exchanges, is provided in annexure attached to this report.

9. E-Voting Facility

The company has already provided E-Voting facilities to the shareholders of the company.

10. Appointment of Cost Auditor

As per the Companies (Cost Records and Audit) Rules, 2014 the Company has appointed **M/s. M. Goyal & Co., Cost Accountants**, Jaipur (Raj.), as the Cost Auditors for the purpose of conduct of Cost Audit of the Cost

Accounting Records of the Company for the Financial Year 2017-2018.

11. Directors' Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that

- i. In the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- ii. They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- iii. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. They have prepared the annual accounts on a going concern basis;
- v. They have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- vi. They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2016-17.

12. Number of Meetings of the Board

Five meetings of the board were held during the year. For details of the meetings of the board, please refer to the corporate governance report, which forms part of this report.

13. Board evaluation

The Board of Directors has carried out an Annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") laid down in Schedule V of the (Listing Regulations and Disclosure Requirements) Regulation,

2015.

The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of the criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning, etc.

The performance of the Committees was evaluated by the Board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

14. Audit committee

The details pertaining to composition of audit committee are included in the Corporate Governance Report, which forms part of this report.

15. Auditors

Under Section 139 of the Indian Companies Act, 2013 and the Rules made there under, it is mandatory to rotate the statutory auditor on completion of the maximum term permitted under the said section. The audit committee of the company has proposed, and on August 28, 2017, the Board of Directors of the Company has recommended the appointment Sunil Bandi & Co., Chartered Accountants, Indore (M.P.)

As per the provisions of section 139(2) of the Company's Act, 2013 tenure of existing Statutory Auditors, M/S. M. Mehta & Co. Chartered Accountants, Indore (M.P.) ends on ensuring Annual General Meeting and Company requires rotating appointment of Statutory Auditors.

Accordingly, the Audit Committee and the Board of Directors respectively at their meeting held on 28th August, 2017, have recommended the Appointment of Sunil Bandi & Co., Chartered Accountants, Indore (M.P.) as Statutory Auditor of the Company, to hold office from conclusion of this Annual General Meeting till the conclusion of the 33rd Annual General Meeting.

The Company has received a certificate from Sunil Bandi

& Co to the effect that their appointment, if made, would be within the limits prescribed under Section 141 of The Companies Act, 2013. The Board of Directors recommends to the shareholders the appointment of Sunil Bandi & Co as Statutory Auditors of the Company.

16. Auditors' report

Your Directors would like to provide following clarification on points mentioned in the Auditors Report.

A. Under Qualified Opinion

The Company has not provided for liabilities for Minimum Alternate Tax (MAT) under Income Tax Act, 1961 as the company of the opinion that-

- a) That the Board for Industrial and Financial Reconstruction (BIFR), vide its order dated 15/01/2014, had ordered for merger of Premier Industries (India) Ltd.(Transferor Company) with Girdharilal Sugar And Allied Industries Limited (Transferee Company) with all its Assets and Liabilities.
- b) That the BIFR had provided in its order several reliefs and concessions to the merged Company (GSAIL). According to clause-16.7 of Relief & Concessions, BIFR has directed CBDT to consider "to exempt/grant relief to the company from the provisions of Section 41(1), 45,72(3), 43B, 79,80 read with 139, 115JB and provisions of Chapter-XVII of the Income Tax Act."
- c) That the Company in the meanwhile has approached the concerned Income Tax authorities for granting aforesaid relief under various Sections/Chapter of income Tax Act.

B. Under Emphasis on matters

- 1) As regards interest on loans given to related party, your Directors would like to clarify that the said related party is a sick company since 2002, registered with BIFR as Case No.449/2002 and are facing severe liquidity crunch. The said related Company had approached to our Company for waiver of interest for this financial year and for earlier financial year. Your Directors in their meeting had considered the request and agreed for waiver thereof in view of precarious liquidity crunch in the said related company
- 2) Various unpaid/undisputed liabilities relate to the transferor company i.e. Premier Industries (I) Ltd., which was sick industrial company since 1999. The Company is of the opinion that it will enjoy waiver of interest on payment of those liabilities in view of its BIFR status as well as Relief Undertaking status which is likely to be granted by State Government of M.P in due course in terms of BIFR order.
- 3) As regards non deposition of unclaimed Debenture amount your Directors would like to state that BIFR vide its order dt 15/01/2014, under clause 16.1.2 (Debenture Holders) has given direction "to exempt the Company from the provisions of section 205 C of

The Companies Act 1956 (now section 125 of The Companies Act 2013). BIFR has further deferred repayment of Debenture Holders liabilities for 3 years commencing from F.Y.2014-15 till 2016-17.

- 4) The company has provided its liabilities towards Gratuity based on the calculation provided under the Gratuity Act as in previous years. Actuarial Valuation of gratuity liability will be completed in the current year 2017-18 and differences, if any, will be adjusted accordingly.
- 5) As regards provision of Industrial Promotion Assistance of Rs. 1.43 crore receivable from Govt. of M.P., your Directors would like to state that on the strength of approval letter dated 21/03/2013 issued by State Govt. of M.P. while sanctioning merger in terms of Industrial Policy 2010, the Company has since incurred Capital Expenditure and hence provided a sum of Rs. 1,42,65,678/- as VAT Incentive receivable in terms of provisions of the said Policy.

17. Secretarial auditors' report

Secretarial auditors' report does not contain any major qualifications, reservations or adverse remarks. The company is complying with all necessary formalities and further improvements are being made as an annexure which forms part of this report.

18. Particulars of loans, guarantees and investments

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

19. Transactions with related parties

The transaction with related parties falls under the scope of Section 188(1) of the Act. Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in the Financial Statement.

20. Extract of annual return

As provided under Section 92(3) of the Act, the extract of annual return is given in Annexure II in the prescribed Form MGT-9, which forms part of this report.

21. Particulars of employees

The Company has not paid any remuneration attracting the provisions of the Companies Act, 2013 under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

22. Disclosure requirements

As per Regulation 36 of the listing obligation entered into with the stock exchanges, corporate governance report with practicing company secretary's report thereon and

management discussion and analysis are attached, which form part of this report.

The Company has formulated a Whistle Blower Policy to provide Vigil Mechanism for employees including Directors of the Company to report genuine concerns. The provisions of this policy are in line with the provisions of the Section 177(9) of the Act.

23. Code of conduct

The Board has laid down a code of conduct for all Board members and Senior Management personnel of the Company. Board members and senior management personnel have affirmed compliance with the said code of conduct for the financial year 2016-17.

24. Listing

The equity shares of the Company are listed with Bombay Stock Exchange and efforts are being made to lift the suspension of trading in NSE. The Shares of the company is admitted at CDSL and efforts are being made to get it admitted at NSDL.

25. Conservation of Energy, Research and Development, Technology Absorption, Foreign exchange Earning and outgo

The details regarding Energy Conservation, Technology Absorption, Foreign Exchange Earning and outgo as required by section 134 (3m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are given in Annexure-1 and forms part of this report.

26. Corporate Governance

The Company has been practicing the principles of good Corporate Governance during the year. As required under Regulation 27 of the Listing Obligation with the Stock Exchanges, the report on Management Discussion and Analysis, Corporate Governance as well as the Auditors certificate on Corporate Governance form part of the Annual Report. Your Company is also following the Secretarial Standard norms issued by the Institute of Company Secretaries of India (ICSI).

27. Acknowledgement

Your Directors place on record their sincere appreciation for significant contribution made by employees through their dedication, hard work and commitment.

Your Directors also acknowledge the support extended by the Bankers, Government agencies, Shareholders and investors at large and look forward to receive the same support for our endeavor to grow consistently.

FOR AND ON BEHALF OF THE BOARD

RAJESH AGRAWAL
CHAIRMAN & MANAGING DIRECTOR

Place: DEWAS (M.P.)
Date: 28th August, 2017

ANNEXURE -1**PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN****EXCHANGE EARNING AND OUTGO.**

Information as required under section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is set out hereunder:

A. CONSERVATION OF ENERGY**(a) Energy Conservation Measures taken:**

The following measures have been taken by the Company for conservation of energy.

1. The company has completed modernization programme during the year. A new Agro/Baggage based efficient Boiler was installed together with up gradation of other Plant & Equipments including Electrical fittings.
2. Utilizing proper load of plant and equipments, electronic motors etc.
3. Reducing the maximum demand proper distribution of load.

(b) Impact of the above measures :

The above measures would lead to all round saving in cost and improved performance of the plant.

(c) Foreign Exchange:

1. Earned Rs. NIL
2. Outgo Rs. NIL

	Current year	Previous year
POWER & FUEL CONSUMPTION		
Electricity		
Purchased Unit	1777306	1862361
Total Amount	14538214	14522446
Average Rate/Unit Paisa		
OWN GENERATION		
Through Diesel Generator Units	---	12176
Cost /liter of Diesel oil	---	350425
Cost /Unit Paisa	---	28.78
Through steam turbine/Generator Unit	N.A.	N.A.
Unit per liter of fuel oil gas cost/unit	N.A.	N.A.
Coal (Specify quality and where used)		
Quantity(Tonnes MT) (BCD grade and slack)	3529.151	4655.100
TOTAL AMOUNT	19020094	25083142
Average rate per MT	5389.43	5388.31
FURNACE OIL		
Quantity (k. Liter)	---	28722
Total Amount	---	925307
Average Rate/Per KL	---	32216
HUSK/Bio Coal		
Quantity	1353.686	2206.411
Total Amount	5174010	6876031
Average Rate/MT	3822.16	3116.39
OTHER/INTERNAL GENERATIONS		
Quantity	N.A.	N.A.
Total Cost	N.A.	N.A.
Rate / Unit	N.A.	N.A.
CONSUMPTION PER UNIT OF PRODUCTION		
(See note below) Standard (If any)		
Products (with details) Unit	Nil	Nil
Electricity KWH/MT	Nil	Nil
Furnace oil Liter/MT	Nil	Nil
Coal (Specify Quality) MT	Nil	Nil
Others (Specify) Diesel Unit/MT	Nil	Nil

NOTE : Production-wise consumption standards in respect of raw material processing, refined oil, dairy products have not been Segregated due to common Services and changes in product

Place: DEWAS (M.P.)
Date: 28th August, 2017

FOR AND ON BEHALF OF THE BOARD

RAJESH AGRAWAL
CHAIRMAN & MANAGING DIRECTOR

Form No.MGT-9

Annexure II

EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2017

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

1. REGISTRATION AND OTHER DETAILS:

1.	CIN:	L15424MP1989PLC005564
2.	Registration Date:	October 27, 1989
3.	Name of the Company:	Girdharilal Sugar And Allied Industries Limited
4.	Category / Sub-Category of the Company:	Company Limited by shares / Indian Non-Government Company
5.	Address of the Registered office and contact details:	45/47-A, Industrial Area No.1, A.B. Road, Dewas (M.P.) Phone:- 07272-258502, 259505
6.	Whether listed company:	Yes
7.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Registrar & Share Transfer Agent Purva Sharegistry India Private Limited 9, Shiv Shakti, Ind. Estt, J R Boricha Marg, Near Lodha Excellus, Lower Parel (E) Mumbai- 400 011 www.purvashare.com Ph.: 022-23016761

2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

S.No.	Name and Description of main products / services	NIC Code of the Product / Service	% to total turnover of the Company
1.	Soya Product	10406, 10402	28.38%
2.	Dairy Product	10502, 10504	71.62%

3. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**i. Category wise Share Holding**

	Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01.04.2016				No. of Shares held at the end of the year i.e. 31.03.2017				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
	A. Promoters									
a.	Individuals / Hindu Undivided Family	7450000	2173203	9623203	50.20	7487700	2135603	9623303	50.20	0
b.	Central Government / State Governments(s)	0	0	0	0	0	0	0	0	0
c.	Bodies Corporate	1062600	2202168	3264768	17.03	1062600	2202168	3264768	17.03	0
d.	Financial Institutions / Banks	0	0	0	0	0	0	0	0	0
e.	Others Trust	0	0	0	0	0	0	0	0	0
	Sub-Total (A) (1)	8512600	4375371	12887971	67.23	8550300	4337771	12888071	67.23	0
	2. Foreign									
a.	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0	0	0	0	0	0
b.	Bodies Corporate	0	0	0	0	0	0	0	0	0

c.	Institutions	0	0	0	0	0	0	0	0	0
d.	Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
e.	Others - Trust	0	0	0	0	0	0	0	0	0
Sub-Total (A) (2)		0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter and Promoter Group (A)		8512600	4375371	12887971	67.23	8550300	4337771	12888071	67.23	0
B.	Public Shareholding									
1.	Institutions									
a.	Mutual Funds / UTI	218605	0	218605	1.14	286700	5	286705	1.50	0.36
b.	Financial Institutions / Banks	336	368400	368736	1.92	218600	336	218936	1.14	-0.78
c.	Central Government / State Governments(s)	0	0	0	0	0	0	0	0	0
d.	Venture Capital Funds	0	0	0	0	0	0	0	0	0
e.	Insurance Companies	0	0	0	0	0	0	0	0	0
f.	Foreign Institutional Investors	0	0	0	0	0	0	0	0	0
g.	Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0
h.	Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
i.	Foreign Portfolio Investors (Corporate)	0	0	0	0	0	0	0	0	0
j.	Any Other (specify)	0	0	0	0	0	0	0	0	0
Sub-Total (B) (1)		218941	368400	587341	3.06	505300	341	505641	2.64	-0.42
2.	Non- Institutions									
a.	Bodies Corporate	36200	222338	258538	1.34	27700	217338	245038	1.28	-0.06
b.	Individuals -	0	0	0	0	0	0	0	0	0
i.	Individual shareholders holding nominal share capital upto Rs. 2 lakh	182000	5029470	5211470	27.18	198700	4973170	5171870	26.98	-0.20
ii.	Individual shareholders holding nominal share capital in excess of Rs.2 lakh	0	205800	205800	1.07	0	287500	287500	1.50	0.43
c.	Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
d.	Any Other	0	0	0	0	0	0	0	0	0
i.	Trusts	0	0	0	0	0	0	0	0	0
i.	Foreign Companies	0	0	0	0	0	0	0	0	0
iii.	Clearing Members / Clearing House	5200	0	5200	0.03	14600	0	14600	0.08	0.05
iv.	Hindu Undivided Family	2700	9867	12567	0.06	46300	9867	56167	0.29	0.23
Sub-total (B) (2)		226100	5467475	5693575	29.68	287300	5487875	5775175	30.13	0.58
Total Public Shareholding (B) = (B)(1)+(B)(2)		445041	5835875	6280916	32.76	792600	5488216	6280816	32.77	0.01
TOTAL (A)+(B)		8957641	10211246	19168887	100.00	9342900	9825987	19168887	100.00	0.00

C.	Shares held by Custodians and against which Depository Receipts have been issued	0	0	0	0	0	0	0	0	0
GRAND TOTAL (A)+(B)+(C)		8957641	10211246	19168887	100.00	9342900	9825987	19168887	100.00	0

ii. Shareholding of Promoters

Sr. No.	Shareholders Name	Shareholding at the beginning of the year 01.04.2016			Shareholding at the end of the year 31.03.2017			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
1.	Vertex Investments Pvt.Ltd	2148951	11.21	0.00	2148951	11.21	0.00	0.00
2.	Shri R. K. Agrawal	1600800	8.35	0.00	1600800	8.35	0.00	0.00
3.	Girdharilal Rajesh Kumar (H.U.F.)	966320	5.04	0.00	966320	5.04	0.00	0.00
4.	Yukti Investment Pvt. Ltd.	755676	3.94	0.00	755676	3.94	0.00	0.00
5.	R.K. Agrawal (H.U.F.)	1357000	7.07	0.00	1357000	7.07	0.00	0.00
6.	Mrs. Bimla Agrawal	1472114	7.67	0.00	1472114	7.67	0.00	0.00
7.	Shri Ram Gopal Agrawal	471335	2.46	0.00	471335	2.46	0.00	0.00
8.	Mrs. Sangeeta Agrawal	1387600	7.23	0.00	1387600	7.23	0.00	0.00
9.	Vastu Commodities Pvt. Ltd.	360141	1.87	0.00	360141	1.87	0.00	0.00
10.	Mrs. Suman Agrawal	236500	1.23	0.00	236500	1.23	0.00	0.00
11.	R.G. Agrawal (HUF)	216730	1.13	0.00	216730	1.13	0.00	0.00
12.	Mrs.Preeti Agrawal	952600	4.96	0.00	952600	4.96	0.00	0.00
13.	Shri Kushal Agrawal	952600	4.96	0.00	952700	4.96	0.00	0.00
14.	Mrs.Sushila Tulsian	1083	0.01	0.00	1083	0.01	0.00	0.00
15.	Pramod Kumar Bairoliya	1003	0.01	0.00	1003	0.01	0.00	0.00
16.	Sahadi Devi Bairoliya	1000	0.01	0.00	1000	0.01	0.00	0.00
17.	Geeta Devi Agrawal	850	0.00	0.00	850	0.00	0.00	0.00
18.	Vinod Kumar Bairoliya	733	0.00	0.00	733	0.00	0.00	0.00
19.	Anand Kumar Bairoliya	683	0.00	0.00	683	0.00	0.00	0.00
20.	Usha Devi Bairoliya	561	0.00	0.00	561	0.00	0.00	0.00
21.	Lalita Devi Bairoliya	561	0.00	0.00	561	0.00	0.00	0.00
22.	Uma Devi Bairoliya	461	0.00	0.00	461	0.00	0.00	0.00
23.	Swati Agrawal	150	0.00	0.00	150	0.00	0.00	0.00
24.	Anjana Poddar	5	0.00	0.00	5	0.00	0.00	0.00
25.	Fractional Shares	2514	0.01	0.00	2514	0.01	0.00	0.00
	Total	12887971	67.23	0.00	12888071	67.23	0.00	0.00

iii. Change in Promoters Shareholding (please specify, if there is no change)

The same is disclosed in point (ii) shareholding of promoter.

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Top 10 Shareholders*	Shareholding at the beginning of the year 01-04-2016		Cumulative Shareholding end of the year 31-03-2017	
		No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Punjab national Bank	368400	1.92	368400	1.92
2.	Admn. Specified Undertaking of UTI	218600	1.14	218600	1.14
3.	Thor Investments Limited	100300	0.52	100300	0.52
4.	Rajesh Kumar	66000	0.34	66000	0.34
5.	Madan & Co.Ltd.	60000	0.31	60000	0.31
6.	Sanjay Tekriwal	54500	0.28	54500	0.28
7.	Satya Prakash Mittal (HUF)	42200	0.22	42200	0.22
8.	Sandeep Kumar	34900	0.18	34900	0.18
9.	Sonal S.Shah	27500	0.14	27500	0.14
10.	Gouri Shriya	22900	0.11	22900	0.11

*The shares of the Company are traded on a daily basis and hence the date wise increase / decrease in shareholding is not indicated. Shareholding is consolidated based on permanent account number (PAN) of the shareholder.

v. Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Directors & Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year 01-04-2016		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Rajesh Agrawal	1-Apr-2016	At the beginning of the year	1600800	8.35	1600800	8.35
		31-Mar-2017	At the end of the year	1600800	8.35	1600800	8.35
2.	Mr. Ram Gopal Agrawal	1-Apr-2016	At the beginning of the year	471335	2.46	471335	2.46
		31-Mar-2017	At the end of the year	471335	2.46	471335	2.46
3.	Mr. Sadhuram Sharma*	1-Apr-2016	At the beginning of the year	0.00	0.00	0.00	0.00
		31-Mar-2017	At the end of the year	0.00	0.00	0.00	0.00
4.	Smt. Sangeeta Agrawal	1-Apr-2016	At the beginning of the year	1387600	7.23	1387600	7.23
		31-Mar-2017	At the end of the year	1387600	7.23	1387600	7.23
5.	Mr. Vishu Datta Sharma	1-Apr-2016	At the beginning of the year	0.000	0.00	0.000	0.00
		31-Mar-2017	At the end of the year	0.00	0.00	0.00	0.00

* Resigned from the board on 13.02.2017 & Mr. T.C. Jain appointed as Additional Director from 01.06.2017

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment (₹ in Crores)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal Amount	17.11	6.50	NIL	23.61
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	17.11	6.50	-	23.61
Change in indebtedness during the financial year				
‡Addition	-	2.17	NIL	2.17
‡Reduction	2.29	-	-	2.29
Net Change	2.29	2.17	-	-0.12
Indebtedness at the end of the financial year				
i. Principal Amount	14.82	8.67	NIL	23.49
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	14.82	8.67	NIL	23.49

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and / or Manager:**

(₹ In lakh)

Sr. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager	Company Secretary	Total Amount
		Mr. Rajesh Agrawal	Mr. Vishnu Dutt Sharma	
1.	Gross salary	13.80	2.49	16.29
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under Section 17(3) of the Income tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit	-	-	-
5.	Others, Allowances	-	-	-
	Total (A)	13.80	2.49	16.29
	Ceiling as per the Act (@ 10% of profits calculated under Section 198 of the Companies Act, 2013)	-	-	-

B. Remuneration to other directors: (Refer Corporate Governance Report for details) (₹ in thousand)

Sr. No.	Particulars of Remuneration	Fee for attending board / committee meetings	Commission	Others, please specify	Total Amount
1.	Independent Directors				
	Mr. Ram Gopal Agrawal	8000	-	-	8000
	Mr. Sadhuram Sharma	12000	-	-	12000
	Total (1)	20000	-	-	20000
2.	Other Non-Executive Directors				
	Smt. Sangeeta Agrawal	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	20000	-	-	20000
	Total Managerial Remuneration				
	Ceiling as per the Act (@ 1% of profits calculated under Section 198 of the Companies Act, 2013)	-	-	-	-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

There were no penalties, punishment or compounding of offences during the year ended March 31, 2017.

FORM No. MR-3

SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017**

(Pursuant to Section 204 (1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To
The Members,
Girdharilal Sugar and Allied Industries Limited,
45/47-A, Industrial Area No.1, A.B.Road,
Dewas (MP) 455001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Girdharilal Sugar And Allied Industries Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017 ("Audit period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute's books, forms and returns filed and other records maintained by the Company for the financial year under ended on 31st March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.

- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client ;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India (as applicable from 1st July 2015)
- (ii) The Listing Agreements entered into by the Company with Stock Exchanges;

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the observations that the systems and processes in the company is required to be further improved so as to commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines and the company is taking effective steps therefore.

We further report that the Board of Directors of the Company is duly constituted with proper balance of executive director and non executive director. Independency of Independent Director could not be verified. The Company, however confirm proper compliance of the same. The changes in the composition of the Board of Directors that took place during the period under review are still pending due to the approval of shareholders in the AGM in terms of

provision of the Companies Act, 2013.

Adequacy of notice is given to all Directors to schedule the Board Meeting, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exist for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decision at Board Meetings and Committee Meetings are carried out as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board.

We further report that a few irregularities might not have been traced due to non presentation of proper evidence at the time of verification and hence not been reported.

**For R. Lohia & Co.
Company Secretaries**

Place : Indore

Date : 29.05.2017

**Sd/-
Rajesh Lohia
(Proprietor)
FCS : 4548
CP : 2694**

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The corporate vision is to become a highly efficient, competent and qualitative manufacturing, trading and exporting house by utilizing best resources both in the domestic market as well as in the overseas market. The Company is in compliances with the requirements stipulated under Regulation 27 of the SEBI Listing Regulations, 2015 entered into with the Stock Exchanges with regard to Corporate Governance.

Internal Control Systems

The Company has both external and internal audit systems in place. The Board and the Management periodically review the findings and recommendations of the auditors and take necessary corrective actions whenever required.

2. BOARD OF DIRECTORS

The Board critically evaluates the Company's strategic direction, management policies and their effectiveness.

Composition of Board

The Company is having an appropriate size of the Board for real strategic discussion and avails the benefits of diverse experience and viewpoints.

Board Meetings held during the year

During the year 2016-17, Five Meetings of the Board of Directors were held. The details of attendance of Directors for the year 2016-17 at the Board Meetings and at the last Annual General Meeting are given below:

Name of Director	Category	Board meeting	Attendance at Last AGM
Mr. Rajesh Agrawal	Chairman & Managing Director	5	YES
Dr. Sadhuram* Sharma	Non Executive Independent Director	5	YES
Mr. Ram Gopal Agrawal	Non Executive Independent Director	5	YES
Mrs. Sangeeta Agrawal	Non Executive Woman Director	5	YES

*Resigned from the board & Mr. T.C.Jain is appointed as Additional Director

Board Support

The Company Secretary of the company attends all the meetings of Board and advises / assures the Board on Compliance and Governance principles.

3. AUDIT COMMITTEE

Composition of Audit Committee, its Meetings and Attendance

The Chairman of the Audit Committee is Dr. S.R. Sharma. During the year 2016-17, Four Audit Committee Meetings were held. The composition of the Audit Committee and number of meetings attended by the Members are given below:

Name of Director	Position held in Committee	No of Meetings attended
Dr. Sadhuram Sharma*	Chairman	4
Mr. Ram Gopal Agrawal	Member	4
Mr. Rajesh Agrawal	Member	4

*Resigned from the board & Mr. T.C.Jain is appointed as Additional Director

4. STAKEHOLDERS RELATIONSHIP COMMITTEE

Composition of the Committee, its Meetings and Attendance

The Chairman of the Stakeholders Relationship Committee is Dr. Sadhuram Sharma. During the year 2016-17, Four Meetings of the committee were held. The composition of the Stakeholders Relationship Committee and number of meetings attended by the Members are given below:

Name of Director	Position held in Committee	No of Meetings attended
Dr. Sadhuram Sharma*	Chairman	4
Mr. Ram Gopal Agrawal	Member	4
Mr. Rajesh Agrawal	Member	4

*Resigned from the board & Mr. T.C.Jain is appointed as Additional Director

5. NOMINATION AND REMUNERATION COMMITTEE

Composition of the Committee, its Meetings and Attendance

The Chairman of the Nomination & Remuneration Committee is Dr. Sadhuram Sharma. During the year 2016-17, Four Meetings of the committee were held.

The composition of the Nomination & Remuneration Committee and number of meetings attended by the Members are given below:

Name of Director	Position held in Committee	No of Meetings attended
Dr. Sadhuram Sharma*	Chairman	4
Mr. Ram Gopal Agrawal	Member	4
Mr. Rajesh Agrawal	Member	4

*Resigned from the board & Mr. T.C.Jain is appointed as Additional Director

6. DISCLOSURES

Code of Conduct

The Company has adopted a Code of Conduct for Directors and Senior Management. It is the responsibility of all employees and Directors to familiarize themselves with the Code and comply with the same.

The code includes provision where the employees of the company can voice their concern on violation and potential violation of the Code in a responsible and effective manner.

Accounting Treatment in Preparation of Financial Statements

The Company has followed the guidelines of Accounting Standard laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its Financial Statements.

Management Discussion and Analysis Report

The Management discussion and analysis report is prepared in accordance with the requirement of the SEBI Listing Regulations, 2015 and shall form part of the Annual Report to the shareholders.

The AGM for the year 2015-16 was held at the registered office on 30th September, 2016.

Details of Special Resolution passed at Extra-ordinary General Meeting in last Two years

During the year 2015-16 and 2014-15 no Extra-ordinary general Meeting was held.

Passing of Resolution by Postal Ballot

During the previous year, the company has approached the shareholders through postal ballot. The details of the postal ballot are as follows.

Date of Postal Ballot Notice: May 27, 2016

Voting Period: August 1, 2016 to August 30, 2016

Date of Declaration of result: September 1, 2016

Date of approval: August 30, 2016

Name of the resolution	Type of resolution	No. of votes polled	Votes cast in favour		Votes cast against	
			No. of votes	%	No. of votes	%
Authorizing for Loan and Investment by the company under section 186 of the Companies Act, 2013	Special Resolution	4677850	4622550	98.82	55300	1.18

Procedure for postal Ballot

In compliance with section 108 and 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company provides electronic voting (e-voting) facility in addition to physical ballot, to all its members. For this purpose, the company has engaged the services of CDSL.

Postal ballot notices and forms are dispatched, along with postage-prepaid business reply envelopes to registered members/beneficiaries. The same notice is sent by email to members who have opted for receiving communication through the electronic mode. The company also publishes a notice in the newspaper declaring the details and requirements as mandated by the Act and applicable rules.

Voting rights are reckoned on the paid-up value of the shares registered in the names of the members as on the cut-off date. Members who want to exercise their votes by physical postal ballot are requested to return the forms, duly completed and signed, to the scrutinizer on or before the close of the voting period. Those using the e-voting option are requested to vote before the close of business hours on the last date of e-voting.

The scrutinizer completes his scrutiny and submits his report to the Chairman, and the consolidated results of the voting are announced by the Chairman/authorised officer. The result are also displayed on the Company website, www.gsail.org, besides being communicated to the stock exchanges, depository and registrar and share agent. The last date for the receipt of postal ballot forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

Annual General Meeting for the financial year 2016-17

Date	Friday 29th September 2017
Venue	45/47 -A, Industrial Area No.1, A.B. Road, Dewas (M.P.)
Time	10.00 A.M.
Book closure date	Saturday, 23rd to Thursday, 28th September, 2017 (Both days inclusive)
Cutt-off-date	Friday, 22nd September, 2017
Last date of receipt of Proxy forms	27th September, 2017 (Before 10.00 A.M. at the Registered office of the Company)

Listing Details

At present, the Equity Shares of the Company are listed on the Bombay Stock Exchange Limited (BSE) and Listing on National Stock Exchange of India Limited (NSE) is suspended & steps are taken to lift the same.

7. Compliance**Mandatory Requirements**

The Company has fully complied with the applicable mandatory requirements of Schedule V of the SEBI, (Listing Regulations and Disclosure Requirements) Regulation, 2015.

Compliance on Corporate Governance

The quarterly compliance report on Corporate Governance has been submitted to the Stock Exchanges where the Company's Equity Shares are listed in the requisite format duly signed by the Compliance Officer.

Reconciliation of Share Capital

As stipulated by SEBI, during the year the Company had complied with the Regulation 55A of SEBI (D&P) Regulation 1996 by obtaining from a qualified Practicing Company Secretary 'Reconciliation of Share Capital Audit Report' to reconcile the total admitted, issued and listed capital with the Central Depository Services (India) Limited (CDSL) and Stock Exchanges.

Auditors Qualification on Financial Statement

The Directors, in their report dated 29.05.2017 have clarified on any

qualification/emphasis on matters given by the Auditors in their report for financial year 2016-17.

Practicing Company Secretary Certificate on Corporate Governance

The Company has obtained a Certificate from Practicing Company Secretary testifying to its compliance with the provision relating to Corporate Governance laid down in Schedule V of the SEBI, (Listing Regulations and Disclosure Requirements) Regulation, 2015. The Certificate is annexed to this Report and the same will be sent to the Stock Exchange along with the Annual Report to be filed by the Company. In addition to the certificate the secretarial auditor has also issued a certificate on corporate governance as part of the secretarial audit.

8. CEO/CFO Certification

As required by SEBI (Listing Regulations and Disclosure Requirements), Regulation, 2015, the CEO/CFO Certification is provided in this Annual Report.

9. Report on Corporate Governance

A separate section on Corporate Governance forms a part of the Annual Report. This Chapter read together with the information given in the chapter entitled Management Discussion and Analysis and Shareholders information, constitute a detailed compliance report on Corporate Governance during 2016-17.

Code of Conduct

In compliance with Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and the Companies Act, 2013, the company has framed and adopted a code of Conduct ("the Code"). The code is applicable to the members of the Board, the executive officers and all employees

of the Company. The code is available on our website, www.gsail.org.

All members of the Board, the executive officers and senior financial officers have affirmed compliance to the code as on March 31st, 2017

A declaration to this effect, signed by the CEO/MD/CFO, forms part of the CEO AND CFO certification.

10. Remote e-voting and ballot voting at the AGM

To allow the shareholders to vote on the resolutions passed at the AGM, the Company has arranged for a remote e-voting facility. The company has engaged CDSL to provide e-voting facility to all the members. Members, whose name appears on the register of members as on Friday, 22nd September, 2017 shall be eligible to participate in the e-voting.

The facility for voting through ballot will also be made available at the AGM, and members who have not already cast their vote by remote e-voting can exercise their vote at the AGM.

FOR AND ON BEHALF OF THE BOARD

RAJESH AGRAWAL

CHAIRMAN & MANAGING DIRECTOR

Place: DEWAS (M.P.)

Date: 28th August, 2017

CEO/CFO CERTIFICATION TO THE BOARD

To

The Board of Directors**Girdharilal Sugar and Allied Industries Limited****Dewas (M.P.)**

Dear members of the Board,

I, Rajesh Agrawal, Chairman & Managing Director of the company, to the best of my knowledge and belief, certify that:

1. We have reviewed Balance Sheet, Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flows and a summary of the significant accounting policies and other explanatory information of the Company and the Board report.
2. These statements do not contain any materially untrue statement or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.
3. These financial statements, and other financial information included in this report, present in all material respect a true and fair view of the company's affairs, the financial condition, result of operations and cash flows of the Company as at, and for, the period presented in this report, and are in compliance with the existing accounting standards and /or applicable laws and regulations.
4. There are no transactions entered into by the company during the year that are fraudulent, illegal or violative of the company's Code of Conduct and Ethics, except as disclosed to the company's auditors and the Company's audit committee of the Board of Directors.
5. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.
6. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year that are fraudulent, illegal or violative of the company's code of conduct.
7. We have indicated to the auditors and the Audit Committee
 - i) Significant changes in internal control during the year;
 - ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements and
 - iii) There is no instance of significant fraud, involving management or employee of the Company.
8. We affirm that we have not denied any personnel access to the audit committee of the company (in respect of matters involving alleged misconduct) and we have provided protection to whistleblower from unfair termination and other unfair or prejudicial employment practices.
9. We further declare that all Board members and senior management personnel have affirmed compliance with the Code of Conduct and Ethics for the year covered by this report.

Place: DEWAS (M.P.)**Date: 29th May, 2017****FOR GIRDHARILAL SUGAR AND ALLIED INDUSTRIES LIMITED****RAJESH AGRAWAL****CHAIRMAN &
MANAGING DIRECTOR****PRACTICING COMPANY SECRETARY
CERTIFICATE ON CORPORATE GOVERNANCE**

To

The Board of Directors**Girdharilal Sugar and Allied Industries Limited****Dewas (M.P.)**

We have examined the compliance of corporate governance by Girdharilal Sugar And Allied Industries Limited for the year ended on 31st March, 2017 as stipulated in Regulation 17 to 27 of the Listing Regulation and relevant provisions of Securities And Exchange Board of India (Listing Regulations and Disclosure Requirements) Regulations, 2015("Listing Regulations").

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to a review of the procedure and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the corporate governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statement of the company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by Directors and the Management we certify that the company has complied with the conditions of corporate governance as stipulated in the above mentioned Listing Regulations as applicable .

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

Place: Indore (M.P.)**Date: 29th May, 2017****For and on behalf of****M/s. R. Lohia & Co.,****Rajesh Lohia
Practicing Company Secretary
(CP .No.2694)**

THE MANAGEMENT DISCUSSION AND ANALYSIS REPORT. INDUSTRY STRUCTURE AND DEVELOPMENT

The company is having a Dairy plant where it process milk to manufacture pure ghee and skimmed milk powder at its manufacturing facilities at 45/47-A, Industrial Area No.1, A.B. Road, Dewas. The Dairy business is expected to grow in future and the company would like to take advantage of the brand image of its dairy products. The company has taken steps to expand Dairy business.

The company is also having a Soya Solvent Plant for processing of soya bean seed to extract oil and DOC. However, due to disparity in soya operations for the last few years, the management of the company has decided to close the Soya Unit till favorable economies in the Soya operations.

Economic Backdrop and Financial Environment

The Company's Dairy Plant is situated at Malwa Region of Madhya Pradesh which is rich in milk production. Being first in Private Sector in Dairy business at M.P., the Company is having advantages in procurement of milk and other inputs inspite of competition and other bottlenecks. The management is continuously exploring new sources of milk procurement as well as new market for finished goods to improve the profit margin. Similarly to attain higher production capacity utilization, the Company is entering into processing arrangement with milk cooperatives.

Outlook

The company carries a strong goodwill due to its fair dealings and straight policies. The company believes that its long association and strategic arrangement with the farmers, suppliers, customers, banks and government will be quiet beneficial in the long run and shall provide various opportunities to the company in Dairy business. The company is trying to keep up with the pace of growth of the Indian Economy.

Opportunities

The recent modernization and expansion programme completed during F.Y. 2016-17 has enabled the company to reduce cost of production substantially. The Management has also plan to introduce new value added products in the near future. The Company is also trying to tap new areas for marketing its Dairy Products.

Threats

The biggest threat faced by the Company is the establishment of smaller capacity Dairy Plants at milk producing area which may affect the margins of existing plants due to higher procurement cost of milk. The prevailing price of dairy products in international market as well as Govt policies may affect the margins in the Dairy Industry.

Internal Control System and Adequacy

The Company has adequate internal control procedure commensurate with its size and nature of the business. The internal control system is supplemented by regular reviews by management and well-documented policies and guidelines to ensure reliability of financial and all other records to prepare financial statements. The Company continuously upgrades these systems in line with best accounting practices. The company is benefited from having a team of professionals as promoter and independent directors who are capable of exercising various checks and controls effectively.

Human Resources

The Company has impressive record of maintaining human relations at all levels in past. Due to the professional approach of the management, the company has rarely faced any unrest or discomfort in connection with employee's relation even during restructuring of employees/labour force post closure of soya operations. The employees' relation remained cordial during the year.

Place: DEWAS (M.P.)

Date: 29th May, 2017

FOR AND ON BEHALF OF THE BOARD

RAJESH AGRAWAL
CHAIRMAN & MANAGING DIRECTOR

INDEPENDENT AUDITOR S REPORT

TO THE MEMBERS OF

GIRDHARILAL SUGAR AND ALLIED INDUSTRIES LIMITED

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of GIRDHARILAL SUGAR AND ALLIED INDUSTRIES LIMITED (The Company), which comprises the Balance sheet as at 31st March, 2017 and the statement of Profit and Loss and Cash Flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for matters stated in Section 134(5) of the Companies Act, 2013 ("The Act") with respect to the preparation of these financial statements that give a true and fair value of the financial positions, financial performance and cash flows of the company in accordance with the accounting standards referred to in section 133 of the Act, read with rule 7 of the Companies (Accounts) Rule, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provision of act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit,

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

BASIS OF QUALIFIED OPINION

The company has not provided Rs.1,01,09,852/-, for the year 2014-15 and Rs.57,98,339 /- for the year 2015-16 and 34,21,667/- for the year 2016-17 , towards MAT payable as per Sec115JB of Income Tax Act, 1961, Refer Note No.29 of notes to accounts. Had the above liability been considered there would have been a profit of Rs.2,56,56,573 /- as against the reported profit of Rs.2,90,78,240 /- and Reserves & Surplus as at the balance sheet date would have been Rs. (-)6,91,98,450/- as against reported figure of Rs.(-)4,98,68,592 /-

QUALIFIED OPINION

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017, and its Profit and its cash flows for the year ended on that date.

EMPHASIS ON MATTERS

We draw attention to the following matters in the Notes to the financial Statement:

- a. Note No. 17 (II) in respect of interest not adjusted on loans given to related party.
- b. Note No. 30 in respect of interest liability on unpaid undisputed statutory dues if any.
Our opinion is not modified in respect of this matter.
- c. Note No. 8 (c) in respect of non-deposition of unclaimed debentures amount to Investors Education and Protection Fund Account.
 - a. Note no. 35(a) in respect of not adjusting gratuity liability as per Actuary valuation.
 - b. Note no.27 in respect of provision of Industrial Promotion assistance received from Govt. of M.P.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017, and its profit and its cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) order, 2015 ("the order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 we give in the annexure a statement on the matters specified in paragraphs 3 and 4 and 5 of the order to the extent applicable.
2. As required by section 143(3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
- b. In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books of the Company.
- c. The Balance Sheet and statement of Profit and Loss Account and Cash Flow statement dealt with by these reports are in agreement with the books of account of the Company.
- d. In our opinion, the Balance Sheet and Profit & Loss Account and Cash Flow statement dealt with by this report comply with the account standards specified under section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014.
- e. On the basis of written information received from the directors of the Company and taken on record by the Board of Directors as on 31st March 2017, and the information and explanations given to us, we report that none of the directors is disqualified as on 31st March 2017, from being appointed as a director in terms of subsection (2) of section 164 of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure B", and
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements as referred to in note no.42 to the financial statements.
- ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, and as required on long-term contracts including derivative contracts.
- iii) According to the information and explanations given to us, the company has not transferred a sum of Rs.99.02 lacs to an account of unclaimed debenture account. However as per BIFR order dated 15.01.2014, the company was exempted from the provisions of Sec 125 of the Companies Act 2013 (earst while section 205C of the Companies Act 1956) and deferred the same payment till 2016-17. However during the year the company has issued letters to debenture holders requested them to claim the said amount . During the year the company has also paid Rs.9.02 to debenture holders on claim basis during the year 2016-17.
- iv) The Company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November 2016 to 30 December,2016 and these are in accordance with the books of accounts maintained by the company. Refer Note. 41 to the financial statements.

Place: Indore
Dated: 29-5-2017

For : **M.MEHTA & COMPANY**
Chartered Accountants
(Firm Regn. No. 000957C)

C A P R Bandi
PARTNER
(M. No. 016402)

Annexure referred to in our Independent Auditor's Report to the Members of the Company on the Financial Statements for the year ended 31st March, 2017 we report that:

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
- (b) The fixed assets of the Company have been physically verified by the management at reasonable intervals. As informed to us, no discrepancies have been noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company except original title deed of land situated at Halol ,Gujrat were not available for our verification. It was informed that the title deeds are lying with Canara Bank Debenture Trustees,Bangluru.
- ii. As explained to us, the inventory of the Company has been physically verified during the year by the management. In our opinion the frequency of the verification is reasonable and no material discrepancies were noticed on verification between the physical stocks and book records.
- iii. According to the information's and explanations given to us the Company has granted unsecured loans to one body corporate covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').
- (a) In our opinion, and according to the information and explanation given to us, no interest has been charged on loans, the same have been waived off, as per Board of Directors resolution dated 31/01/2014 and subsequent resolution passed on 31/07/2014. Which had been granted to the parties listed in the register maintained under section 189 of the Act. The other terms and conditions on such loans are not, prima facie, prejudicial to the interest of the company.
- (b) In case of loans granted to parties covered in the register maintained under section 189 of the Companies Act, 2013, these are interest free loans and the terms of arrangements do not stipulate any repayment schedule and the loans are repayable on demand. Accordingly paragraph 3(iii)(b) of the Order is not applicable to the Company in respect of the repayment of the loan amount.
- (c) There are no overdue amounts outstanding more than ninty days in respect of the loans granted to parties listed in the register maintained under section 189 of the Act.
- iv. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Act, with respect to

the loans and investments made and necessary approval (erstwhile section 372(A) of the Companies Act 1956) have been taken by way of special resolution passed in general meeting held on 29/08/2009.

- v. In our opinion and according to the information and explanations given to us, the company has not accepted deposit from public with the meaning of Section 73 to 76 or any other relevant provision of the Act.
- vi. We have broadly reviewed the cost records maintained by the company pursuant to the companies (cost records and audit) Rules, 2014, as amended and prescribed by the central government under sub section (1) of section 148 of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- vii. (a) According to the information and explanations given to us and the records of the company examined by us, in our opinion, the company has no statutory dues of Provident Fund, Employee state Insurance, Income Tax, Sales Tax, Service Tax, Custom duty, Excise duty, Value added Tax, cess and any other statutory dues with the appropriate authorities except following dues of sales tax, entry tax, Income Tax, and Service Tax for earlier years were due for payment for more than 6 month from the date they became payable as per books of accounts as at 31st March 2016.

Sr. No.	Name of the Statute	Nature of Due	Amount	Period
1.	M.P. Commercial Tax Act 1994	Regular	45550167	2006-07 to 2016-17
2.	Income Tax	Regular	2213260	2011-12
3.	Service Tax	Regular	239558	2013-14 to 15-16

- (b) According to the information and explanation given to us there are no dues of Income Tax, Sales Tax, Service Tax, duty of custom, duty of excise or value added tax which have not been deposited with the appropriate authorities on account of any dispute except as given below:

Name of the Statute	Nature of the Dues	Forum where dispute is pending	Period to which the amount relates	Amount
M.P. Commercial Tax Act 1994	Sales Tax, CST and Entry Tax	High Court/ Commissioner of Sales Tax / Deputy Commissioner.	1999-2000 to 2016-17	45065537
Income Tax Act 1961	Income Tax Demand	CIT Appeal	2009-10	19517760
Central Excise Act 1944	Excise Duty	Commissioner of Central Excise (Appeal)	2005-06	818153

- viii. The company has not defaulted in repayment of any loans or

borrowings from any Financial Institution, Banks, Government or debenture holders during the year, except Deferred Commercial Taxes of Rs. 147411211/-

- ix. The company did not raise any money by initial offer or further public offer (including debt instrument) and terms loans during the year. Accordingly, paragraph 3(ix) of the order is not applicable.
- x. To the best of our knowledge and belief and according to the information and explanations given to us, we report that no fraud on or by the company has been noticed or reported during the year.
- xi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. In our opinion and according to the information and explanations given to us, the company is not a nidhi company. Accordingly, paragraph 3(xii) of the order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Financial Statements as required by the applicable Accounting Standards.
- xiv. According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with him as per provisions of section 192 of the Companies Act 2013, hence Paragraph 3(xv) of the order is not applicable.
- xvi. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

Place: Indore
Dated: 29/5/2017

For : M.MEHTA & COMPANY
Chartered Accountants
(Firm Regn. No. 000957C)

CA P R Bandi
PARTNER
(M. No. 016402)

ANNEXURE - B TO THE AUDITORS' REPORT**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Girdharilal Sugar and Allied Industries Limited ("the Company") as of 31 March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment,

including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Indore
Dated: 29/05/2017

For : M.MEHTA & COMPANY
Chartered Accountants
(Firm Regn. No. 000957C)

CA P R Bandi
PARTNER
(M. No. 016402)

GIRDHARILAL SUGAR AND ALLIED INDUSTRIES LTD.

BALANCE SHEET AS AT 31ST MARCH , 2017

CIN :- L15424MP1989PLC005564

(in ₹)

Particulars	Note No	31 st March 2017	31 st March 2016
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	191653870	191653870
(b) Reserves and Surplus	3	-49868592	-72373530
(2) Non-Current Liabilities			
(a) Long-term borrowings	4	88928352	112116265
(b) Long term provisions	5	9277601	7918683
(3) Current Liabilities			
(a) Short-term borrowings	6	120229749	98541168
(b) Trade payables	7	273665756	209017141
(c) Other current liabilities	8	317132985	306753817
(d) Short-term provisions	9	307886	156410
Total		951327607	853783824
II. Assets			
(1) Non-current assets			
(a) <i>Fixed assets</i>	10		
Tangible assets- Property , Plant & Equipments		322506874	338128899
Tangible Capital work in progress		782457	0
(b) Non-current investments	11	1200	1200
(c) Deferred tax assets (net)	12	126864373	116281631
(d) Long term loans and advances	13	4893620	63581020
(e) Other non-current assets		0	529000
(2) Current assets			
(a) Inventories	14	165382757	141420366
(b) Trade receivables	15	123941467	61711324
(c) Cash and Bank balances	16	3198028	3597669
(d) Short-term loans and advances	17	203649048	128527179
(e) Other current assets	18	107783	5536
Total		951327607	853783824

Summary of Significant Accounting Policies

1

The Accompanying Notes 2 To 46 are Integral Part of the Financial Statement.

AS PER OUR REPORT OF EVEN DATE
FOR **M/S M. MEHTA & COMPANY**
CHARTERED ACCOUNTANTS
(Firm Reg. No. 000957C)

FOR AND ON BEHALF OF THE BOARD

CA : P.R. BANDI
PARTNER
M.No. 16402

RAJESH AGRAWAL
CHAIRMAN, MANAGING DIRECTOR & CFO
DIN NO: 00107009

R.G.AGRAWAL
DIRECTOR
DIN NO.: 00359638

PLACE: DEWAS
DATE: 29/05/2017

VISHNU DATT SHARMA
COMPANY SECRETARY
M.No. 31223

GIRDHARILAL SUGAR AND ALLIED INDUSTRIES LTD.
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2017
CIN :- L15424MP1989PLC005564 (in ₹)

Particulars	Note No	31st March 2017	31st March 2016
Revenue:			
Revenue from operations (Gross)	19	1117942275	1065157658
Less: Excise Duty / VAT		26676090	22539882
Revenue from Operations (Net)		1091266185	1042617776
Other Income	20	3257353	2593088
Total Revenue		1094523538	1045210864
Expenses:			
Cost of materials consumed	21	657937385	808287619
Purchase of Stock-in-Trade	22	327970718	43415376
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	23	-25661958	16742646
Employee benefit expense	24	20294890	19397561
Other expenses	25	73078447	93998094
Total Expenses		1053619482	981841296
Earnings Before Financial Cost, Depreciation amortization and Tax Expenses		40904056	63369568
Financial costs	26	25618662	24307260
Depreciation and amortization expense	10	11055573	9833566
Profit Before Tax And Exceptional Items		4229821	29228742
Exceptional Items	27	14265678	0
Profit Before Tax		18495498	29228742
Tax expense:			
(1) Current tax	29	0	0
(2) Deferred tax	28	10582742	-7339305
(3) Short Provision For earlier years		0	-10471
Profit for the Year		29078240	21878966
Earnings per share of Rs. 10 each	33		
(1) Basic		1.52	1.14
(2) Diluted		1.52	1.14

Summary of Significant Accounting Policies 1

The Accompanying Notes 2 To 46 are Integral Part of the Financial Statement.

AS PER OUR REPORT OF EVEN DATE
FOR M/S M. MEHTA & COMPANY
CHARTERED ACCOUNTANTS
(Firm Reg. No. 000957C)

FOR AND ON BEHALF OF THE BOARD

CA : P.R. BANDI
PARTNER
M.No. 16402

RAJESH AGRAWAL
CHAIRMAN, MANAGING DIRECTOR & CFO
DIN NO: 00107009

R.G.AGRAWAL
DIRECTOR
DIN NO.: 00359638

PLACE: DEWAS
DATE: 29/05/2017

VISHNU DATT SHARMA
COMPANY SECRETARY
M.No. 31223

GIRDHARILAL SUGAR AND ALLIED INDUSTRIES LTD.
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017
CIN :- L15424MP1989PLC005564

<u>CASH FLOW FROM OPERATING ACTIVITIES</u>		31st March 2017	31st March 2016
Net Profit before taxation and extraordinary item		29078240	29228742
<u>Adjustment for:</u>			
Depreciation		11055573	9833566
Provision for Gratuity		740461	667519
Provision for Leave Encashment		160433	64261
Prior Period Expenses (net)		0	3645
Miscellaneous balances Written Off		-2562629	-13444050
Bad Debts		0	0
Interest Paid		24880175	23729177
Interest received		-383195	-396196
Operating Profit before Working Capital Changes		62969058	49686664
Increase/Decrease in Inventory		-23962391	32586751
Increase/Decrease in Loans and Advances		-16434469	-32852393
Increase/Decrease in Other current Liabilities and Provisions		78199912	-3140646
Increase/Decrease in trade receivables		-62230143	53762542
Increase/Decrease in Other current assets		426753	393389
Cash generated from Operations		38968720	100436307
Prior Period Expenses		0	-3645
Income Tax		-10582742	72887
NET CASH FLOW FROM OPERATING ACTIVITIES		28385978	100505549
<u>CASH FLOW FROM INVESTING ACTIVITIES</u>			
Interest received		383195	396196
Purchase of Fixed Assets / Capital WIP		-2789307	-27865742
NET CASH FLOW FROM INVESTING ACTIVITIES		-2406112	-27469546
<u>CASH FLOW FROM FINANCING ACTIVITIES</u>			
Amount of Secured Loan raised/repaid		-1499332	-52553810
Unsecured Loan Repaid/Raised		0	2921659
Interest Paid		-24880175	-23729177
NET CASH FLOW FROM FINANCING ACTIVITIES		-26379507	-73361328
NET INCREASE IN CASH AND CASH EQUIVALENTS		-399641	-325325
Cash and Cash Equivalents at the beginning of the period		3597669	3922994
Cash and Cash Equivalents at the end of the period		3198028	3597669

Notes : 1. Figures in minus represents Cash outflows.

2. Cash & cash equivalents represents Cash & Bank Balances only.

AS PER OUR REPORT OF EVEN DATE
FOR **M/S M. MEHTA & COMPANY**
CHARTERED ACCOUNTANTS
(Firm Reg. No. 000957C)

FOR AND ON BEHALF OF THE BOARD

CA : P.R. BANDI
PARTNER
M.No. 16402

RAJESH AGRAWAL
CHAIRMAN, MANAGING DIRECTOR & CFO
DIN NO: 00107009

R.G.AGRAWAL
DIRECTOR
DIN NO.: 00359638

PLACE: DEWAS
DATE: 29/05/2017

VISHNU DATT SHARMA
COMPANY SECRETARY
M.No. 31223

GIRDHARILAL SUGAR AND ALLIED INDUSTRIES LIMITED**Notes on Financial Statements for the Year Ended 31st March 2017****Corporate Information**

The Company was incorporated on 27/10/1989. The Registered office of the company is situated at 45/47-A Industrial Area No.1,A.B.Road,Dewas (M.P.). Presently the company is engaged in Agro based activities. The company has a Dairy plant, Soya Solvent plant and edible oil refinery at Dewas (M.P.). The Company had issued shares to the Public in past. The shares are listed at BSE and are admitted at CDSL. The Registrar and Share Transfer Agent is Purva Sharegistry (India)Pvt. Ltd.,9 Shivshakti Industrial Estate,off N.M.Joshi Marg,Lower Parel(E), Mumbai.

Significant Accounting Policies for the Year Ended 31st March 2017.**1 Basis of Preparation of Financial statements**

The financial statements are prepared in accordance with Indian Generally Accepted Accounting principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards specified under section 133 of The Companies Act 2013 read with the rule 7 of Companies (Accounts) Rules, 2014 and the relevant provisions of The Companies Act 2013 as applicable. Accounting policies have been consistently applied except where a newly issued accounting standard initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The Accounting policies adopted in preparation of Financial statements are consistent with those followed in the previous year.

2 USE OF ESTIMATES

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Although these estimates are based on management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in

the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future period.

3 Fixed Assets**(i) Tangible Assets-Property,Plant and Equipment**

Fixed Assets are stated at cost net of recoverable taxes and includes amounts added on revaluation, less accumulated depreciation and impairment loss, if any. All costs, including financing costs till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the fixed assets are capitalized.

(ii) Intangible Assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortization / depletion. All costs, including financing costs till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets are capitalized.

4 Depreciation**(i) Tangible Fixed Assets - Property,Plant and Equipment**

Depreciation on tangible fixed assets has been provided to the extent of depreciable value on Straight Line Method as per the useful life prescribed in Schedule II to the Companies Act 2013 except in respect of plant and machinery in whose case the life of the asset has been assessed on technical basis taking into account the nature of the asset and the operating conditions the useful life has been taken 20 years. In respect of Additions made during the year, Depreciation is charged on prorata basis from the date of addition.

(ii) Intangible Assets

Intangible Assets are amortized on a straight line basis over the estimated useful Economic Life.

5 Borrowing Cost

Borrowing costs that are attributable to the

acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Profit and Loss account.

6 Impairment of Assets

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

7 Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

Current investments are carried in the financial statements at lower of the cost and fair value determined in on an individual investment basis. Long term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the Investments.

8 Inventories

The Company values its Raw Material at cost on FIFO basis. Finished goods, are valued at cost or net realisable value, whichever is lower and all other items at cost.

9 Revenue Recognition

- (i) Revenue from operation includes sale of goods and processing receipts. Revenues recognized only when risk and rewards incidental to ownership are transferred to customers and it can be reliably measured and it is reasonable to expect ultimate collection.
- (ii) Revenue in respect of Insurance/Other claims, interest Commission etc. is recognized only when it is reasonably certain that ultimate collection will be made.

10 Foreign Currency Transaction

- i. Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.
- ii. Monetary items denominated in foreign currencies at the year end are restated at year end rates. In case of items which are covered by forward exchange contracts, the difference between the year end rate and rate on the date of the contract is recognized as exchange difference and the premium paid on forward contracts is recognized over the life of the contract.
- iii Non monetary foreign currency items are carried at cost.
- iv Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Profit and Loss account except in case of long term liabilities, where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

11 Retirement and Employee Benefits

- (i) **Defined Contribution Plan** - The Company makes specified monthly Contribution towards Provident Fund ,ESIC and Labour welfare fund. The company's contribution is recognised as an expense in the Profit and Loss Statement during the period in which employee rendered the related service. There are no other obligation other than the contribution payable to the respective authorities.
- (ii) **Defined Benefit Plan** - Company's liabilities towards gratuity are determined on the basis of simple calculation as per the Gratuity Act and Labour Act only and no Actuarial report has been made for the same. Leave Encashment are determined on the basis of simple calculation.

12 Income Taxes

- (i) Current tax comprises Company's tax liability for the current financial year as well as

additional tax paid, if any, during the year in respect of earlier years on receipt of demand from the authorities. For computation of taxable income under the Income Tax Act, 1961, accrual basis of accounting has been adopted and consistently followed by the Company.

- (ii) Deferred tax assets and liabilities are computed on the timing differences at the Balance Sheet date using the tax rate and tax laws that have been enacted or substantially enacted by the Balance sheet date. Deferred tax assets are recognized based on management estimates of reasonable certainty that sufficient taxable income will be available against which such deferred tax assets can be realized. Unrecognized deferred tax assets of earlier years are re-assessed and recognized to the extent that it has become reasonably certain that future taxable income will be available against which such deferred tax assets can be realized.

13 Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be outflow of resources. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. Contingent liabilities are not recognized but are disclosed in the notes. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Contingent assets are neither recognized nor disclosed in the financial statements.

14 Contingencies and event occurring after the Balance Sheet date

All the contingencies and event occurring after the balance sheet date which have a material effect on the financial position of the company are considered for preparing the financial statements.

15 Lease Rent

- i Operating Lease Payments are recognized as an expense in the Statement of Profit & Loss

on a straight line basis over the lease term.

- ii Assets under Financial Lease are capitalized at the inception of the lease term at the lower of fair value of the leased property and present value of minimum lease payments.

16 Segment Reporting

The company identifies primary business segment based on the different risks and returns, the organisation structure and the internal reporting systems. The operating segments are the segments where separate financial information is available and for which operative Profit/ Loss amount are evaluated regularly by the board of directors in deciding how to allocate resources and in assessing performance. The accounting policies adopted for segment reporting are in line with the accounting policies of the company. Segment revenue, segment results, segment assets and segment liabilities have been identified to segment on the basis of their relationship to the operating activities of the segment. Inter segment revenues is accounted on the basis of transactions which are primary determined based on market/ fair value factor. Revenue expenses, assets and liabilities which are relates to the company as a whole are not allocable to segment in reasonable basis have been included under "Unallocated revenue/results/assets/liabilities.

17 Cash Flow Statement

Cash flows are reported using indirect method, where by profit /(loss) before extraordinary items and tax is adjusted for the effects of transaction of non-cash nature and any deferrals or accruals of past or future cash receipts or payment. The cash flows from operating, investing and financing activities of the company are segregated based on the available information.

GIRDHARILAL SUGAR AND ALLIED INDUSTRIES LTD.**Notes to the Accounts for the year ended 31st March 2017****1 SHARE CAPITAL**

Particulars	31.03.2017	31.03.2016
a Authorized Share Capital		
27500000 Equity Shares (Prev. Year 27500000) of Rs. 10- Each	275000000	275000000
Issued, Subscribed and Paid Up Capital		
19168887 Equity Shares (Prev. Year 18590000) of Rs. 10- Each	191688870	191688870
Less: Calls unpaid (Rs.5 per Share) on 7000 Equity Shares of Rs.10/Each	35000	35000
Add:- Issued during the year	0	0
	191653870	191653870

b Reconciliation of Shares outstanding at the beginning and at the end of the year.

	Nos.	Amount	Nos.	Amount
Equity Shares				
At the Beginning of the Year	19168887	191688870	19168887	191688870
Issued during the year	0	0	0	0
Cancelled During The Year	0	0	0	0
Outstanding at the end of the year	19168887	191688870	19168887	191688870

c Terms / Rights Attached to Shares**Equity Shares**

The Company has only one class of Equity shares having a par value of 10/-. Each holder of equity shares is entitled to one vote per share.

The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the Year Ended 31st March 2017 the amount per share dividend recognized as distributions to equity shareholders was Rs. Nil (For 31st March 2016 was Rs nil).

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

d There is no holding / ultimate holding company.**e Details of Shareholders holding more than 5% shares in the Company. (In Nos.)**

Name of the Share holders	31.03.2017	31.03.2016		
	Nos.	%	Nos.	%
Equity				
Vertex Investments Pvt. Limited	2148951	11.21	2148951	11.21
R.K.Agrawal	1600800	8.35	1600800	8.35
Girdharilal Rajesh Kumar HUF	966320	5.04	966320	5.04
Rajesh Kumar HUF	1357000	7.08	1357000	7.08
Bimla Devi Agrawal	1472114	7.69	1472114	7.69
Sangeeta Agrawal	1387600	7.23	1387600	7.23

f There are no Shares reserved for issue under options / Contracts / Commitments.**g Details of Shares Issued other than by Cash / Issued by way of Bonus / Brought Back in immediately preceding Five Years**

578887 578887

h There are no Securities converting into Shares.**l Calls Unpaid**

35000 35000

From others (Rs 5 per Share unpaid on 7000 Shares)

j Shares Forfeited

0 0

3 RESERVE & SURPLUS**a Capital Reserve**

Opening Balance	14000000	14000000
Addition during the year	0	0
Transfer during the year	0	0
Closing Balance	14000000	14000000

b Security Premium Reserve Account

(Created during Financial Year 2013-14 in terms of BIFR order dt. 15/01/2014)

l Amalgamation Reserve Account

Opening Balance -366741216 -366741216

ll Fixed Assets Fair Value Reserve Account

Opening Balance	200000000	200000000
Less : Written off Till Last Year	20384566	13811264
Less :- Written Off During the Year	6573302	173042132
Total	-193699084	-187125782

c Profit & Loss Account

Balance as per last Balance Sheet	100752252	78873286
Less :- Profit For the Year	29078240	21878966
Total Reserve & Surplus	129830492	100752252
	-4968592	-72373530

4 LONG TERM BORROWINGS**a Particulars**

I Loans & Advances from Related Parties (unsecured)	34700000	34700000
II Canara Bank Term Loan Account	52519157	70000000
III Funded interest Term Loan (Secured)	0	5253865
IV Others (Car Loan)	1709195	2162400
	88928352	112116265

b Out of the Above

Total Secured	54228352	77416265
Total Unsecured	34700000	34700000
	88928352	112116265

c Out of the Above Loans Guranteed by Directors & Others.

54228352 77416265

d Terms and Conditions of Borrowings

- 1) Loans from Related parties includes a sum of Rs.34700000/- received in past towards promoters contribution (in erstwhile transferor company Premier Industries(India) Ltd.) in terms of Revival package approved by AAIFR and is interest free.
- 2) i) The Term Loan from Canara Bank is primarily secured by way of first charge on Hypothecation of Assets purchased out of such loan as well as collaterally secured by way of second charge on all Fixed Assets of the company. Term Loan of 52519157/- has been shown under Long Term Borrowings and balance of Rs.20000000/- payable in 12 months has been shown under current Liabilities. Interest is payable @ 14% p.a.
- ii) Funded Interest Term Loan (FITL) represent aggregate interest on Working Capital Term Loan (WCTL) as funded by Canara Bank in terms of BIFR package . FITL is payable during the period commencing from December '2015 till November '2017. The FITL is Interest Free.
- iii) The car Loan is secured in favour of Hdfc Bank Ltd. by way of first charge as lien on car purchased out of such loan. The loan is also guaranteed by director.

5 LONG TERM PROVISIONS

Provision for Employee Benefits		
Gratuity	8152143	6985589
Leave Encashment	1125458	933094
Total of Provisions	9277601	7918683

6 SHORT TERM BORROWINGS

a Particulars		
Working Capital Loans (Secured) From Canara Bank	68263243	68289125
Loans & Advances from Related Parties (Unsecured)	39694656	29252043
Other Loans & Advances (Unsecured)	12271850	1000000
	120229749	98541168
b Out of the Above		
Total Secured	68263243	68289125
Total Unsecured	51966506	30252043
	120229749	68289125
c Out of the Above Loans Guranteed by Directors & Others	68263243	68289125

d Terms and Conditions of Borrowings

- i) Working Capital Loan from Bank is secured against Hypothecation of Current Assets. Further the Loan is guaranteed by Mr. Rajesh Agrawal, Chairman & Managing Director of the company. The Interest on the loan is payable @ 14% p.a.
- ii) Short Term Loan from one of the related parties (Vertex Investments Pvt. Ltd.) is interest free. The Loan is repayable on demand.
- iii) Other Loans and Advances represents Inter Corporate loans taken from other parties and the same are payable on demand and bearing interest i.e. @15% p.a. To 18% p.a.

e Default in payment of Borrowings**7 TRADE PAYABLES**

Due to Micro, Small and Medium Enterprises	4734415	5018546
Trade Payables	268931341	203998595
	273665756	209017141

8 OTHER CURRENT LIABILITIES

Unpaid Matured Debenture and Interest accrued thereon (secured)#	8999572	9901954
Other Payables	134980130	124037997
Current Maturity of Long Term Debts (secured)	173153283	172813866
	317132985	306753817

a.#Debentures were secured by mortgage of Land situated in Gujarat and immovable Property at Dewas (MP) and floating charges on all the assets of the company save and except immovable property (by the erstwhile company Premier Industries (India) Ltd., the transferor company).

b. The transferor Company had earlier converted 13.5% Secured Convertible Debenture into Equity Shares based on the consent from the Debenture Holders as per provision of Companies Act and various approvals received from the appropriate authorities at that time. The transferor Company had already reminded the remaining Debenture Holders to surrender original Debenture Certificate and to get the refund of their money from the transferor Company. As on 31/03/2017 Debenture to the extent of Rs.89.99 lacs (net of call in arrears) are due for redemption (including interest).

c. BIFR vide order dated 15.01.2014, under clause 16.1.2 (Debenture Holders) has given direction " to exempt the company from the provisions of section 205 C OF The Companies Act'1956 (Now Section 125 of the companies Act, 2013) for not depositing the Unclaimed Debentures Amount of Rs. 99.02 Lacs with Investor Education & Protection Fund " BIFR order has further deferred repayment of debenture holders liability for 3 years commencing from F.Y.2014-15 till F.Y.2016-17. However during the year the company has once again issued letters to debenture holders requested them to claim the said amount . During the year the company has also paid Rs.9.02 to debenture holders on claim basis during the year 2016-17.

d) Current maturity of long term debts includes Deferred Payment Liabilities of Rs. 147411211/- which represent net aggregate amount of Commercial Taxes (Sales tax, Vat, Entry tax etc.) liabilities Deferred by the company, being a Sick Industrial unit, in terms of Rehabilitation Package approved by B.I.F.R., and as per Policy Package of the Stat Govt . As per BIFR order the amount of Deferred Tax of Rs. 14,74,11,211/- was payable up to 31.03.2017, However the same has not been paid til in F.Y.2016-17 due to matters pending with regard to Industrial Promotion Assistance (Including Vat Incentive) receivable by the company in terms of state Govt approval & reliefs and concessions granted by BIFR.

9 SHORT TERM PROVISIONS

Provision for Employee Benefits		
Gratuity	307886	141689
Leave Encashment	0	14721
Total of Provisions	307886	156410

10 FIXED ASSETS

As per Attached Sheet	322506874	338128899
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11 NON CURRENT INVESTMENTS**Long Term**

a Investment in Debentures or Bonds (At Cost) M.P.Govt. Bonds (Unquoted)	1200	1200
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12 DEFERRED TAX ASSETS/LIABILITIES

Deferred Tax Assets		
Disallowances under 43B	64930260	47835033
Carry Forward Losses	64561454	70761427
	129491714	118596460
Deferred Tax Liabilities		
Depreciation	2627341	2314829
	2627341	2314829
Net Deferred Tax Asset	126864373	116281631

13 LONG TERM LOANS & ADVANCES

a Security Deposits		
Unsecured Considered good	1744238	1059792
b Other Loans & Advance		
Income Tax Refundable	3149382	2521228
c Loans & Advances to Related Parties Premier Proteins Limited (unsecured considered short term for the current year.)	0	60000000
Total Loans & Advances	4893620	63581020

14 INVENTORIES

a Particulars		
Raw Materials	9686459	10886101
Finished Goods & WIP	138997532	113335574
Stores & Spares	3820303	3842874
Others	12878463	13355817
	165382757	141420366

- b** The company values its raw material at cost on FIFO basis. Finished goods & WIP are valued at cost or net realisable value which ever is lower & other items at cost.

15 TRADE RECEIVABLES

a Outstanding for a period exceeding 6 months from the due date.		
Unsecured Considered Good	12528282	22481318
b Others		
Unsecured Considered Good	111413185	39230006
Total Trade Receivables	123941467	61711324

16 CASH & BANK BALANCES

Cash In Hand	63286	161380
Balances with Bank (*)	1470869	3152908
Balances with Bank held as Margin Money/ Security (Maturity more than 12 months)	1663873	812381
Total	3198028	4126669
Less: Amount Disclosed under Non Current Assets.	0	529000
Total of Cash & Cash Equivalents	3198028	3597669

*(Including balance of Rs. 40306/- lying in seized account.)

17 SHORT TERM LOANS & ADVANCES

(Unsecured Considered Good)		
a Security Deposits	18718492	15950541
b Advances Recoverable in Cash	26314380	22227638
Due from related party		
Premium Protiens Limited	142585234	88623311
(Including transfer from long term loans)		
c Other Loans & Advances		
Advance Income Tax (Net of Provision)	481954	586259
Prepaid Expenses	759051	615456
Balances with Statutory / Govt. Authorities	14789937	523974
Total Loans & Advances	203649048	128527179

Terms and conditions of Loan Given

- I) The loans are receivable on demand in terms of mutual understanding between the parties
- II) Interest for the financial year 2012-13 to 2016-17 on above amount of loan given to related parties have been waived off by the Board of Directors.

18 OTHER CURRENT ASSETS

Interest Accrued on Deposits	107783	5536
Total Other Current Assets	107783	5536

19 REVENUE FROM OPERATIONS

a Sale of Products		
Finished Goods	1063921770	1000118545
b Other Operating Revenues		
Processing Charges	26769343	29634578
Settlement of Contracts and Suppliers Credit Balance Written Off	0	11781069
Miscellaneous Sales /Receipts	575072	1083584
	1091266185	1042617776

Details of Product Sold

Finished Goods		
Solvent Division		
Deoiled Cakes/Powder/Nuggets	200831453	436537231
Solvent oil/Refined oil/Sludge	108764258	177186232

Dairy Division			22 PURCHASE OF STOCK IN TRADE		
SMP/Dairy Whitner	309640157	226876299	a Details of Purchase of Traded Goods		
Pure Ghee	114607507	147481056	SMP/Dairy Whitner	34489206	43415376
Milk	330078395	12038984	Pasturised Milk	293481512	0
	1063921770	1000119802		327970718	43415376
Processing Charges	26769343	29634578	23 CHANGES IN INVENTORY		
Settlement of Contracts and Suppliers Credit Balance Written Off	0	11781069	a (Increase) / Decrease in Inventories		
Miscellaneous Sales /Receipts and settlement of contracts	575072	1082327	Opening Stock of Inventories		
	27344415	42497974	Finished Goods	113335574	130078220
	1091266185	1042617776	Less: Closing Stock of Inventory		
20 OTHER INCOME			Finished Goods	138997532	113335574
Interest	383195	396196	Net Increase / Decrease	-25661958	16742646
Sundry Balances W/Off (net)	2562629	1662981	b Details of Inventories		
Other Non Operating Income (Net of Expenses)	311529	533911	Finised Goods		
	3257353	2593088	Deoiled Cakes/Powder/Nuggets	5309400	20363314
Details of Other Non Operating Income			Solvent oil/Refined oil/Sludge	1882728	2906330
Weighing Charges	45770	62160	SMP/Dairy Whitner	55056580	10362000
Packing & Forwarding Charges	0	454153	Pure Ghee	19368964	874640
Miscellaneous Receipts	265759	17598	WIP	57379860	78829290
	311529	533911		138997532	113335574
21 COST OF MATERIAL CONSUMED			24 EMPLOYEE BENEFIT EXPENSES		
Opening Stock of Raw Material	16040918	34536951	Salaries & Wages	17156446	15861977
Add: Purchases	656064710	800776986	Bonus	568299	517828
Less: Sales /Return	0	10985400	Contribution to Provident & Other Funds	1326641	1236932
	672105628	824328537	Staff Welfare Expenses	255042	288102
Less: Closing Stock of Raw Material	14168243	16040918	Gratuity Expenses	740461	1271669
	657937385	808287619	Leave Encashment Expenses	160433	139812
Details of Raw Material Consumed			Medical reimbursements	87568	81241
Soya Seed	282958856	565848865		20294890	19397561
Hexane	1052329	2085154	25 OTHER EXPENSES		
Milk	358898028	227035109	Consumption of Stores & Spares	3780459	6952120
Others	15028172	13318491	Power & Fuel	38791247	48061574
	657937385	808287619	Freight & Cartage	4352226	4895950
Details of Stock of RM					
Soya Seed	8073598	10195325			
Haxene	1579411	657326			
Milk	33450	33450			
Others	4481784	5154817			
	14168243	16040918			

Rent	128000	88000
Repairs to Buildings	150192	342450
Repairs to Machinery	980375	332164
Insurance	556344	650809
Rates & Taxes	936195	1155959
Auditor Remuneration	289205	164622
Processing Charges	28874	7538651
Printing & Stationary	675978	713737
Telephone Charges	516489	533864
Travelling & conveyance Expenses	1515965	2794322
Vehicle Repairs & Maintenance	1182063	1769527
Legal & Professional Charges	3118517	1933224
Secretarial Charges	1597563	658816
Security Guard Expenses	1480140	1650959
Other Expenses	5340158	4947709
Selling Expenses	2203327	1776456
Packing & Forwarding Expenses	5455130	7033536
Prior Year Expenses	0	3645
	73078447	93998094
Details of Payment to Auditors		
Audit Fee	200000	85000
Tax Audit Fee	20000	20000
Certification Charges	36205	44397
Service Tax	33000	15225
	289205	164622
26 FINANCIAL COST		
Interest on Working Capital Loans	9699234	14358948
Interest on Term Loan	11510333	4844500
Interest on Unsecured Loans	1222336	1083697
Interest on others	2448272	3442032
Bank Charges	738487	578083
	25618662	24307260
	14265678	0
27 EXCEPTIONAL ITEMS		

State Government of M.P. vide its letter dated 21/03/2013 had approved merger of Premier Industries (I) Ltd., a sick industrial unit (CIN No.L15143MP1973PLC001234) with Girdharilal Sugar And Allied Industries Ltd. (CIN No.L15424MP1989PLC005564) and also approved various Industrial Promotion facilities to Girdharilal Sugar And Allied Industries Ltd. Facility No.2 of said letter provides for reimbursement of Commercial Taxes, to the extent of 50% of Capital Expenditure to be incurred by the Company, as Industrial Promotion Assistance as provided in Industrial Promotion Policy 2010.

Subsequently, BIFR vide its Order dated 15/01/2014 has

approved the said merger w.e.f 01/04/2013 and had directed State Government to provide aforesaid relief in Clause -16.2 (5) of its Order. The Company has since incurred/acquired additional capital expenditure of Rs.1340 lac for modernization/expansion and has completed the necessary statutory and legal formalities and hence provided in F.Y. 2016-17 a sum of Rs.1,42,65,678/- being Industrial Promotion Assistance receivable from Government of M.P. in terms of aforesaid orders and shown the same as exceptional items in P & L A/c and as balance with Govt. Authorities under the head Short Term loans and advance in Balance Sheet.

28 TAX EXPENSES

a Income Tax			
Current Year		0	0
b Deferred Tax		-10582742	7339305
		-10582742	7339305

29 Provision for Income Tax (MAT) has not been made for the year amounting to Rs.3421667/- (Previous Year Rs. 5798339). The company is of the view that there will be no Income Tax Liability on the following grounds:

- Board for Industrial and Financial Reconstruction (BIFR), vide its order dated 15/01/2014, had ordered for merger of Premier Industries (Transferor Company) with Girdharilal Sugar And Allied Industries Ltd. (Transferee Company) with all its Assets and Liabilities.
 - That the BIFR had provided in its order several reliefs and concessions to the merged company (GSAIL). According to clause – 16.7 of Reliefs & Concessions, BIFR has directed CBDT to consider “to exempt/grant relief to the company from the provisions of Section 41(1), 45, 72(3), 43B, 79, 80 read with 139, 115JB and provisions of Chapter – XVII of the Income Tax Act.”
 - That the company has approached the concerned Income Tax authorities for granting aforesaid relief under various Sections/Chapter of Income Tax Act.
 - That as per order the Rehabilitation Package sanctioned by BIFR is valid up to 31/03/2019.
- 30** Interest liability if any on various unpaid /undisputed statutory dues have not been separately quantified and adjusted during the year.

31 RELATED PARTY DISCLOSURE

a Names of Related Parties and Related Party Relationship

Name of Related Party	Relation
Premier Proteins Ltd.	
Vertex Investments P. Ltd.	
Manthan Milk Products Pvt. Ltd.	
Indrajit Solar Power P. Ltd.	
Yukti Investments Pvt. Ltd.	
Key Managerial Person	
Rajesh Agrawal	Key Managerial Person – Chairman
R.G.Agrawal	Director
Dr. S.R. Sharma	Director
(Resigned w.e.f. 13.02.2017)	
Shri. Vishnudutt Sharma	
Kushal Agrawal	Relative of Key Managerial Person

b The details of the related party transactions entered into by the Company.			Key Managerial Person	
Particulars			Chairman and Managing Director	
Capital Transactions			Rajesh Agrawal	
Loan Taken			Salary Paid	
Vertex Investments P. Ltd.	2832600	5000000	1260000	1230000
Loan Given			Company Secretary	
Premier Proteins Limited	0	50822429	Shri Vishnudutt Sharma	249000
Receipt against Loan Given			Directors Sitting Fees/Audit Committee Fee	
Premier Proteins Limited	6370856	23610733	Dr. S.R. Sharma	12000
Revenue Transactions			Shri R.G. Agrawal	
Premier Proteins Limited				8000
Processing Charges Paid	0	7516800	c The details of amounts due to :-	
Vertex Investments P. Ltd.			Vertex Investments P. Ltd.	32592643
Reimbursement of Expenses	360000	360000	Indrajit Solar Power P. Ltd.	3250000
Relatives of Key Managerial Persons			Yukti Investments Pvt. Ltd.	10000000
Kushal Agrawal			Manthan Milk Products Pvt. Ltd.	435356
Salary Paid	600000	600000	Rajesh Agrawal	6700000
			The details of amounts due From :-	
			Premier Proteins Limited	142585234
				148623311

32 SEGMENT REPORTING

a Identification of Segments :- The company is primarily engaged in Agro Based Activities, However, for the sake of classification, the reportable business segment can be Soya Division and Dairy Division. The type of products are Refined/Solvent oil, De-oiled cakes etc. in Solvent Division and Ghee, Skimmed Milk Powder, Milk etc. in Dairy Division.

b Segment Information	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
Particulars	Soya	Dairy	Others	Total
Revenue				
External Sales	309662116	781605326	0	1091267442
	(614195842)	(416643379)	(0)	(1030839221)
Inter Segment Sales	0	0	0	0
	(0)	(0)	(0)	(0)
Results	-44926831	46283236	98238	1454643
	(-45690376)	(60844176)	(98238)	(15252038)
Operating Profit	-44926831	46283236	0	1356405
	(-45690376)	(60844176)	(98238)	(15252038)
Other Income	8818419	8321417	0	17139836
	(36108412)	(349109)	(0)	(13977961)
Profit Before Tax	-36108412	54604653	0	18496241
	(-32061524)	(61193285)	(98238)	(29229999)
Income Tax	-10582742	0	0	-10582742
	(7349776)	(0)	(0)	(18003271)
Net Profit	-25525670	54604653	0	29078983
	(-39412557)	(61193285)	(98238)	(21878966)
c As at 31.03.2017 Segment Assets				
Segment Assets	396767729	428650970	0	825418699
	(340379886)	(316624819)	(80682760)	(783652305)
Unallocated Assets	0	0	0	0
	396767729	428650970	0	825418699
	(340379886)	(316624819)	(80682760)	(783652305)
As at 31.03.2016 Segment Liabilities				
Segment Liabilities	382649463	427654381	0	810303844
	(395337410)	(332600468)	(6565606)	(734503484)
Unallocated Liabilities	0	0	0	0
	382649463	427654381	0	810303844
	(395337410)	(332600468)	(6565606)	(734503484)

Note : Figures in Brackets pertains to previous years.

33 EARNING PER SHARE

Particulars		
Profit/ Loss After Tax	29078240	21878966
Less: Dividends on Preference Shares and Tax Thereon	0	0
Net Profit	29078240	21878966
No of Shares Basic	19168887	19168887
No of Shares Diluted	19168887	19168887
Earning Per Share Basic	1.52	1.14
Earning Per Share Diluted	1.52	1.14

34 LEASES

In respect of Accounting Standard AS-19 "Lease" issued by the Institute of Chartered Accountants of India which is mandatory w.e.f. 01/04/01 and is applicable to all leased assets for which lease commence on or after 01/04/01, the company has not so far taken any assets on finance lease during the year. In respect of operating lease for premises (Office, factory, Godown etc.), the leasing arrangements which are not non-cancellable range between 11 months and 5 years generally or longer, and are usually renewable by mutual consent on mutually agreeable terms. The aggregate lease rental payable are charged as rent under the head "office and administrative expenses".

35 EMPLOYEE BENEFIT

- The company has provided its Defined Benefit Plans liability towards Gratuity based on the simple calculation provided under the Gratuity Act. The Company has determined liability as required as per revised AS-15, which was mandatory w.e.f. 01/04/2007. However Actuarial valuation of the gratuity will be done in next year & will be provided later on. The quantum of Addition liability if any at present uncertainable.
- As the Company has not separately invested any of his liability of Gratuity in any specific Govt. Bonds/Securities, hence the change in Assets if any have also been not provided/adjusted
- Disclosures as required by revised AS-15 have also not been given in view of notes (a) & (b) above.

36 DISCLOSURE UNDER MICRO SMALL AND MEDIUM ENTERPRISES DEVELOPMENT LIMITED

Particulars		
The principal amount outstanding	4734415	5899050
The interest amount outstanding	0	0
The Principal amount paid beyond appointed dates	0	0
The Interest amount paid on delay payments	0	0
The Amount Interest Due and Payable (Principal already paid)	0	0
The Amount of Interest Accrued and unpaid	0	0

37 VALUES OF IMPORTS CALCULATED ON CIF BASIS**0** 0**38 EXPENDITURE IN FOREIGN CURRENCY (ACCRUAL BASIS)****0** 127520**39 EARNINGS IN FOREIGN CURRENCY (ACCRUAL BASIS)****0** 0**40 RAW MATERIAL CONSUMPTION**

Particulars	31.03.2017	%	31.03.2016	%
Raw Material				
Imported	0	0%	0	0%
Indigenous	657937385	100%	808287619	100%
Spare Parts				
Imported	0	0%	0	0%
Indigenous	3780459	100%	6952120	100%

41 SPECIFIED BANK NOTES

Details of Specified Bank Notes held and transacted during the period 8 November 2016 to 30 December 2016 are as under :-

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	355000	39577	394577
(+) Permitted receipts	0	1117578	1117578
(-) Permitted payments		617514	617514
(-) Amount deposited in Banks	355000	0	355000
Closing cash in hand as on 30.12.2016	0	539641	539641

42 CONTINGENT LIABILITY / COMMITMENTS

(a) Not provided for in respect of	31.03.2017	31.03.2016
Sales Tax Demand in Appeal/Revision	45065537	39225834
Excise Duty in Appeal	818153	818153
Income Tax Demand under appeal (A.Y. 2009-10)	19517760	19517760
(b) Guaranty Given by Company	1670000	1015890

43 COMMITMENTS

Capital	0	0
Revenue	0	0

44 In the opinion of the Board, the current assets on Realisation in the ordinary course of business have a value at least equal to the amount at which these are stated and the provisions for known liabilities are adequate.

45 Sundry Debtors, Creditors and Advance account balances are subject to confirmation.

46 No hedging / derivative transactions were done by the company during the year

47 PREVIOUS YEAR FIGURES

Previous Year Figures have been regrouped wherever necessary.

AS PER OUR REPORT OF EVEN DATE
FOR **M/S M. MEHTA & COMPANY**
CHARTERED ACCOUNTANTS
(Firm Reg. No. 000957C)

FOR AND ON BEHALF OF THE BOARD

CA : P.R. BANDI
PARTNER
M.No. 16402

RAJESH AGRAWAL
CHAIRMAN, MANAGING DIRECTOR & CFO
DIN NO: 00107009

R.G.AGRAWAL
DIRECTOR
DIN NO.: 00359638

PLACE: DEWAS
DATE: 29/05/2017

VISHNU DATT SHARMA
COMPANY SECRETORY
M.No. 31223

GIRDHARILAL SUGAR AND ALLIED INDUSTRIES LTD.
FIXED ASSETS SCHEDULE (AS ON 31.03.2017)

Particulars	Original cost		Depreciation and amortization				Net book value
	01/04/16	Additions during the period	31.03.2017	01.04.2016	Additions during the period	Deductions during the period	
Tangible assets :			0	0	0		0
Land Lease hold	37406	0	37406	15812	377	0	16189
	(37,406)	0	(37,406)	(15,435)	(377)	-	(15,812)
Free Hold Land	185010		185010	-		0	0
	(185,010)		(185,010)			-	(185,010)
Buildings	40,058,323	436,826	40,495,249	3,165,136	12,753,949	0	44,404,885
	(30,274,500)	(9,783,823)	(40,058,323)	(1,967,961)	(1,197,175)	-	(3,165,136)
Plant and equipment	332,862,310	113,854	333,999,564	357,908,3	15,784,582	0	515,633,665
	(210,852,391)	(122,009,819)	(332,862,310)	(21,015,370)	(14,763,713)	-	(35,779,083)
Furniture and fixtures	15,924,22	61,370	16,537,92	637,360	162,798	0	800,158
	(1,235,918)	(356,504)	(1,592,422)	(525,071)	(112,289)	-	(637,360)
Vehicles	360,1894	375,000	3,97,6894	611,075	405,769	0	1,01,6844
	(1,774,107)	(1,827,787)	(3,601,894)	(277,761)	(333,314)	-	(611,075)
Total	378,337,365	2,006,850	380,344,215	40,208,466	17,628,875	-	57,837,341
Previous year	244,359,332	133,978,033	378,337,365	23,801,588	16,406,868	0	40,208,466
Capital Work In Progress	0	782,457	782,457	0	0	0	0
previous Year	(100,332,248)	-	(100,332,248)	-	-	-	-

(I) figures in brackets relates to the previous year.

(II) Depreciation has been provided on Fixed Assets in accordance with provisions of Schedule II of The Companies Act, 2013.

(I) Depreciation as per revised schedule-II of The Companies Act 2013 up to 31.03.2014 have been charged directly to Profit & Loss Account.

(III) Depreciation on net fair value of assets (fair value minus written down value of assets in transferor company) have been directly charged to Fair Value Reserve Account Rs. 6573302/- (previous year Rs. 6573302/-).

ANNUAL GENERAL MEETING 29.09.2017

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, 29th of September 2017 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 :	
E-mail 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		Signature	
	Or falling him			
2.	Name			
	Address			
	E-mail Id		Signature	
	Or falling him			
3.	Name			
	Address		Signature	
	E-mail Id			

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company, to be held on Friday the 29th September, 2017 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, 2017, 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.	Re-appointment of Shri Rajesh Agrawal (DIN : 00107009) as Executive Chairman and Managing Director of the Company		
4.	Appointment of Sunil Bandi & Co. Chartered Accountants, (Firm Regi.No.007419C) as Statutory Auditors of the Company.		
5.	To confirm the appointment of Additional Director Shri T.C. Jain		
6.	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:

Shareholder(s) are requested to keep the Company informed as when there is any change in the e_mail address.