



GIRDHARILAL SUGAR AND ALLIED INDUSTRIES LIMITED

Regd. Office: - 45/47-A, INDUSTRIAL AREA NO. 1, A.B. ROAD, DEWAS (M.P.) - 455 001

PHONE NOS : +91- 07272 -259505/258502/03/ 04

CIN NO- L15424MP1989PLC005564

PAN NO- AABCG5514H

Email: preind2002@yahoo.com. website: www.gsail.org

Date: 03/09/2019

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

To,
The Manager- Listing Department
Bombay Stock Exchange Limited
Floor 25, P.J. Towers,
Dalal Street,
Mumbai-400 001

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

Sub: 30th Annual Report for the Financial Year 2018-19

Dear Sir/Madam,

In compliance of Regulation 34(1) of the SEBI (Listing Obligation and Disclosure requirements) Regulation, 2015, we are enclosing herewith Annual Report for the financial year 2018-19 of the company.

Kindly take the same in your record

Thanking You

Yours Faithfully,

For Girdharilal Sugar and Allied Industries Limited

Narendra Gupta
(Company Secretary & Compliance Officer)



GIRDHARILAL SUGAR AND ALLIED INDUSTRIES LIMITED



30th Annual Report

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<p>Annual General Meeting: Date : 27th Day of September, 2019. Day : Friday Time: 10:00 AM Place: Registered Office</p>	<p>Board of Directors 1. Mr. Rajesh Agrawal - (Chairman cum Managing Director) 2. Mr. Tarachand Jain - (Non Executive Independent Director) 3. Mrs. Sandhya Choubey - (Non Executive Independent Director) w.e.f. 28.05.2019 4. Mr. Ram Gopal Agrawal - (Non Executive Non Independent Director) w.e.f. 28.05.2019 5. Mrs. Hansa Nagar - (Non Executive Non Independent Director) resigned w.e.f. 28.05.2019</p>
<p>Registered Office 45/47-A, Industrial Area No.1 A.B.Road Dewas, Madhya Pradesh-455001 Website: www.gsail.org Email.:preind2002@yahoo.com Tel: 07272-259505</p>	<p>Key Managerial Personnel: 1. Mr. Rajesh Agrawal - Chairman cum Managing Director 2. Mr. Rakesh Bhatnagar - (Chief Financial Officer) w.e.f. 26.03.2019 3. Mr. Narendra Gupta - (Company Secretary cum Compliance Officer) w.e.f. 26.03.2019 4. Mr. Vishnu Dutt Sharma - (Company Secretary cum Compliance Officer) Resigned w.e.f. 26.03.2019</p>
<p>Corporate Identification Number : L15424MP1989PLC005564</p>	
<p>Banker: Canara Bank</p>	<p>Secretarial Auditor:- CS Aakruti Somani Practicing Company Secretary, Address - 53, Narsingh Bazaar Flat No. 102 Indore (M.P.) 452002</p>
<p>Registrar & Share Transfer Agent Purva Sharegistry India Private Limited 9, Shiv Shakti, Ind. Estt, JR Boricha Marg, Near Lodha Excellus, Lower Parel (E) Mumbai- 400 011 Website :- www.purvashare.com Email id :- support@purvashare.com Tel: 022-23016761</p>	<p>Statutory Auditors:- M/s Sunil Bandi & co. Chartered Accountants, Address - 108, Ahinsa Tower , 7 M.G. Road , Indore -452018</p>
	<p>Internal Auditor :- Mr. Narendra Sen Address - 43/2, Mohan Pura , Indore (M.P.)-452002</p>

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NOTICE OF 30TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirtieth (30th) Annual General Meeting of the members of the Company will be held on Friday, 27th September, 2019 at 10.00 A.M. at the registered office of the Company at 45/47-A, Industrial Area No.1, A.B. Road, Dewas, Madhya Pradesh - 455001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon; and
2. To appoint a Director in place of Mr. Ram Gopal Agrawal, (DIN 00359638) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES:-

3. **CONFIRMATION OF MRS. SANDHYA CHOUBEY (DIN: 08461659) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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 149, 150, 152, Schedule IV and other Applicable provision, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs. Sandhya Choubey (DIN: 08461659) who was appointed as an additional (Independent) director of the Company by the Board of Directors with effect from 28th May, 2019 and who hold office till the date of ensuing AGM, in terms of section 161 of the Companies Act, 2013 and in respect of which she has submitted a declaration that she meets the criteria for independency as provided in Section 149(6) of the Act and who is eligible for appointment as Independent Director, the approval of the members of the Company be and are hereby accorded to changes her designation as Independent Director of the Company 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 be and are hereby authorized to do all the needful acts, deeds, matters and things to give effect to this resolution including filing of all related E-forms with the Registrar of Companies Gwalior (M.P.)”

4. **CONFIRMATION OF REMUNERATION OF COST AUDITOR**

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

“**RESOLVED THAT,** pursuant to section 148 and other applicable provisions of the Companies Act, 2013 read with the , Companies (Cost records and Audit Rules), 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s M. Goyal & Co. Cost Accountants (Registration No.000051) be and is hereby appointed as the Cost Auditors of the company to conduct the audit of cost records made and maintained by the company for the Financial Year ended on 31st March 2020 at a remuneration of Rs. 35,000/- (Rupees thirty five thousand only) excluding GST and out-of-pocket expenses, the same has been approved by the Board of Directors of the Company be and is hereby ratified.”

“**RESOLVED FURTHER THAT** any of the Director 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.”

5. CONFIRMATION OF CHANGE IN DESIGNATION OF MR. RAM GOPAL AGRAWAL (DIN:-00359638) FROM INDEPENDENT DIRECTOR TO NON- INDEPENDENT DIRECTOR OF THE COMPANY

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 the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules & regulations made there under, consent of the members of the Company be and is hereby accorded to the change in designation of Mr. Ram Gopal Agrawal from Independent Director to Non-Independent Director of the company and he shall be liable to retire by rotation of Directors.

"RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all the needful acts, deeds, matters and things to give effect to this resolution including filing of all related E-forms with the Registrar of Companies Gwalior (M.P.)."

6. TO APPROVE TO ENTER TO RELATED PARTY TRANSACTIONS BY THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Companies Act 2013 and other applicable provisions, if any of the Companies (Meeting of the Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force) and in accordance with the provisions of Memorandum and Articles of Association of the Company, the Securities Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended from time to time, consent of the members of the company be and is hereby accorded for entering into Related party Transactions by the company upto the maximum per annum amounts as appended :

Name of the Related Party	Name of the Director or KMPs, who is related.	Nature of Relationship	Nature, Material Terms, Monetary Value and particulars of the contract or arrangement.
Manthan Milk Products Pvt. Ltd.	Mr. Rajesh Agrawal	Company in which relatives of Directors are interested	Sale purchase or supply of goods of Rs. 10,00,00,000/- p.a. in ordinary course of Business on prevailing market price

"RESOLVED FURTHER THAT the Board of Directors of the company or any Committee thereof or any person authorized by the Board be and are hereby authorized to execute the documents, deeds or writings required to be executed in relation to the transfer and vesting of Business Undertakings and other incidental documents, make applications to regulatory and governmental authorities for the purposes of obtaining all approvals, consents, permissions and sanctions required by the company and to do all acts and deeds to give effects to this resolution."

**By order of the Board of Directors
For Girdharilal Sugar And Allied Industries Limited**

**SD/-
Rajesh Agrawal
(DIN: - 00107009)
Chairman & Managing Director**

**Place: Dewas (M.P.)
Date: 13th August, 2019**

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE AT LEAST 48 HOURS PRIOR THE MEETING.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten (10) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder. A Proxy Form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. The Ministry of Corporate Affairs ("MCA") has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliance by Companies and has issued a circular on April 21, 2011 stating that the service of document by a Company can be made through electronic mode. Electronic copy of the Annual Report for the FY 2018-19 is being sent to all the members whose email ID's are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the year 2018-19 is being sent in the permitted mode.
4. Members of the Company had approved appointment of M/s. Sunil Bandi & Co., Chartered Accountants, as the Statutory Auditors at the 28th (twenty eighth) Annual General Meeting of the Company which is valid till the conclusion of the 33rd (thirty third) annual general meeting of the Company. In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM.
5. The Company has connectivity from the CDSL and equity shares of the Company may also be held in the Electronic form with any Depository Participant (DP) with whom the members/ investors having their depository account. In case of any query/difficulty in any matter relating thereto may be addressed to the Share Transfer Agents Purva Sharegistry India Private Limited 9, Shiv Shakti, Ind. Estt, JR Boricha Marg, Near Lodha Excellus, Lower Parel (E) Mumbai- 400 011
6. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
7. Member(s), Proxies and Authorized Representatives are requested to bring the attendance slip annexed herewith, duly filled in, for attending the meeting.
8. The Register of Members, Beneficial Owner and Share Transfer Books of the Company will remain closed from Saturday 21st day of September, 2019 to Friday, 27th day of September, 2019, both days inclusive for the purpose of Annual General Meeting.
9. Members who hold shares in dematerialized form are requested to quote Depository Account Number (Client ID No.) for recording of attendance at the meeting.
10. Members are requested to notify to the Company immediately, quoting Registered Folio No., change in their address, if any, with the pin code number.
11. Non-resident members are requested to immediately notify: - (i) change in their residential status on return to India for permanent settlement; and (ii) particulars of NRE account, if not furnished earlier.
12. Members who are holding shares in identical names in more than one folios, are requested to write to the Company/Purva Sharegistry (I) Pvt. Ltd., the Registrar and Share Transfer Agent, to consolidate their holding in one folio.
13. Shareholders who are still holding physical share certificate are advised to dematerialize their shareholding to avail benefit of dematerialization.
14. Details required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting is annexed herewith to Notice as Annexure-I. The Directors have furnished the requisite declarations for their appointment/re-appointment.
15. 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.3, 4,5,6 is annexed hereto.
16. 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.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
18. As per SEBI notification date 30.11.2018 and further clarification on 27.03.2019, SEBI has amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 "except in case of transmission or transposition of securities requests for effecting transfer of securities shall not be processed unless the securities are held in

- dematerialised form with a depository with effect from April 1, 2019". The amendment does not prohibits the Investor from holding the shares in physical form, Investor has the option of holding shares in physical form even after April 1, 2019.
19. Any Investor who has desirous of transferring shares (which are held in physical form) after April 1, 2019 can do so, only after the shares are dematerialised.
 20. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, and the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting of the Company.
 21. Electronic copy of the Notice of the 30th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email ID's are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 30th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
 22. Members may also note that the Notice of the 30th Annual General Meeting and the Annual Report for the FY 2018-19 will also be available on the Company's website www.gsail.org for the purpose of downloading. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: Preind2002@yahoo.com.
 23. A route map showing directions to reach the venue of the 30th AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meetings".
 24. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the Company's Registered Office and at Company's office at 45/47-A Industrial Area No. 01 A.B. Road Dewas (M.P.)-455001 on all working days (except Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. up to the date of this Annual General Meeting ("AGM") and also at the AGM.
 25. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company is pleased to provide members facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means / remote e- voting and the business may be transacted through e-Voting Services provided by CDSL.
 26. The instructions for e-voting are as under:

Voting through electronic means

The Instructions for shareholders voting electronically are as under

- (i) The voting period begins on 09.00 A.M. Tuesday, 24th September, 2019 and ends on 5.00 P.M. Thursday, 26th September, 2019. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 20th September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members holding shares in physical or in Demat form as on Friday, 20th day of September, 2019, shall only be eligible for e- voting.
- (iii) The Facility for voting through Ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Ballot paper.
- (iv) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the company as on the cut-off date of, 20th day of September, 2019
- (v) Any person, who acquire shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., Friday, 20th day of September, 2019, may obtain the login ID and password by sending a request at support@purvashare.com or preind2002@yahoo.com or evoting@cdsl.co.in.
- (vi) Shareholders or Members who have cast their votes by e-voting prior to the AGM may also attend the meeting but shall not be entitled to cast their vote at the meeting venue.
- (vii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (viii) Click on Shareholders tab.
- (ix) 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.
- (x) Next enter the Image Verification as displayed and Click on Login.
- (xi) 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.
- (xii) If you are a first time user follow the steps given below:

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

- (xiii) After entering these details appropriately, click on "SUBMIT" tab.
- (xiv) 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.
- (xv) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xvi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xvii) 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.
- (xviii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xix) 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.
- (xx) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xxi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xxii) 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.
- (xxiii) 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.
- (xxiv) 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.
- (xxv) M/s VC & Associates, Practicing Company Secretary proprietor, Mr. Vipin Kumar Chhawchhriya, (Membership No. ACS- 39361 & COP No. 14655) has been appointed as the scrutinizer to receive and scrutinize the completed ballot forms and votes casted electronically by the members in a fair and transparent manner.
- (xxvi) The Scrutinizer shall after scrutinizing the vote cast at the AGM (Poll) and through Remote E-Voting not later than 48 hours from conclusion of AGM, make and submit a consolidated scrutinizers report to the Chairman. The Results declared along with the consolidated scrutinizers report shall be placed on the website of the company and CDSL.
- (xxvii) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.gsail.org within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited/ NSE Limited
- (xxviii) The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Friday 27th September, 2019 subject to receipt of the requisite number of votes in favour of the Resolutions.

EXPLANATORY STATEMENT FOR ITEM 3, 4, 5 and 6 OF THE NOTICE**Item No. 3 -****Ordinary Resolution**

Mrs. Sandhya Choubey, aged About 50 years, she has rich experience of 25 years in the field of education sector. She completed his M.A. in Economics and M.A. in Art from DAVV University Indore (M.P.) in the year 2006 and 2007. She has served lecture in various school, college and coaching institution.

The Board of Director on the recommendation of the nomination and remuneration committee appointed Mrs. Sandhay Choubey (DIN:08461659) as an additional (Independent director) of the company w.e.f. 28.05.2019 and holds office up to the date of ensuing Annual General meeting.

Mrs. Sandhay Choubey is not disqualified from being appointed as a director in terms of section 164 of the Companies Act, 2013 and has also given his consent to act as the director of the Company. Mrs. Sandhay Choubey has given a declaration to the Board that she meets the criteria of Independent director as provided under section 149(6) of the Companies' Act 2013. In the opinion of the Board, she fulfils the all the conditions specified in the Act and the rules framed there under and SEBI (Listing obligation and Disclosure requirements) regulation, 2015. For appointment as independent director.

Section 149(10) of the Companies Act 2013 provided that an independent director shall hold office for a term of upto 5 consecutive years on the Board. Further Section 149(13) of the Act states that the provision related to retirement of director by rotation shall not apply to the appointment of independent director. In compliance with the provisions of the Companies Act 2013, it is proposed to appoint Mrs. Sandhya Choubey as an Independent Director of the Company to hold office for a term upto 27-05-2024.

A copy of the draft letter of appointment for the independent Director setting out the terms and conditions for the appointment of independent Director is available for inspection by the members at the registered office of the Company on all working days between 11:00 A.M. to 1:00 P.M. upto the date of AGM.

Accordingly, the Board recommends the resolution to appoint Mrs. Sandhya Chaubey as an Independent Director for the Approval of members. Except Mrs. Sandhya Choubey none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.3 of the Notice. This Explanatory Statement may also be regarded as a disclosure under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. Mrs. Sandhya Chaubey is holding NIL Equity shares consisting NIL% of the paid up capital of the Company. The Board Recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Shareholders.

Item No. 4 -

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditor M/s M. Goyal & Co., Cost Accountant (Firm Reg. No. 000051) to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020, the audit fees will be Rs. 35000/-plus GST and out of pocket expenses.

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

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020.

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. 4 of the Notice.

The Board Recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Shareholders.

Item No. 5 -

Mr. Ram Gopal Agrawal holds share in the company is more than limit mentioned in section 149 and was appointed as Independent Director of the Company on the Board of the Company. Now Board of Directors of the company have changed his designation from Independent Director to Non Independent Director in the Board meeting held on 28.05.2019.

The Committee & the Board have proposed to change the designation of Mr. Ram Gopal Agrawal as Non-Independent Director of the Company. The change of designation of Mr. Ram Gopal Agrawal as such taken effect from 28.05.2019 and requires the confirmation of the Members of the Company by way of Ordinary Resolution passed in the upcoming Annual General Meeting as per provisions of The Companies Act, 2013. Based on the recommendation of the Nomination & Remuneration Committee & the Board, the matter is recommended to the Members for their approval for change in designation of Mr. Ram Gopal Agrawal, from Independent Director to Non- Independent Director of the company.

None of the Directors and/or Key Managerial personnel of the company and their relatives, except Mr. Ram Gopal Agrawal and their relatives, are in any way concerned or interested in the proposed change of designation of Mr. Ram Gopal Agrawal as Non-Independent Director of the company. The Directors recommend the aforesaid resolution for the approval by the members as Ordinary Resolution.

Item No.6

As per the provision of the companies Act 2013 read with companies (Meeting of the Board and its power) rules 2014 as amended, governs the related party transactions , pursuant to said provisions ,transaction of sales ,purchase of supply of goods or material amounting to 10% or more of the turnover of the company or Rs. 100 crore which ever is lower require prior approval of shareholders by way of Ordinary Resolution.

All prescribed disclosures as required to be given under the provisions of the Companies Act 2013 and the companies (Meeting of the Board and its power) rules 2014 are given in a tabular format in resolution itself for kind persual of the members.

Members are hereby informed that pursuant to regulation 23(7) of SEBI (listing obligation and disclosure requirements) regulations 2015 no member of the company shall vote on such resolution to approve any contract or arrangements which may be entered into by the company if such member is a related party.

The audit committee and Board of the Director of your company have approved this item in their meeting held on 28th May 2019, the audit committee and Board of Director are of the opinion that the transactions are on the Prevailing Market Price and in ordinary course of business and recommended the resolution set out in the accompanying notice for the approval of members of the company as a ordinary resolution.

Mr. Rajesh Agrawal are interested in the resolution except that none directors or key managerial personnel of the company or their relatives directly and indirectly concerned or interested in the passing of the above resolution.

ANNEXURE 1

Additional Information of Directors seeking re-appointment/appointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 and Secretarial Standard of General Meeting:

Name of Director	Mrs Sandhya Choubey	Mr. Ram Gopal Agrawal
DIN	08461659	00359638
Date of Birth	22/08/1969	22.10.1954
Date of Appointment	28/05/2019	25.01.2012
Expertise / Experience	25 years experience in education sector	32 years of experience in Corporate sectors
Qualification	M.A. (Art), M.A. (Economics)	B.A.
No. & % of Equity Shares held in the Company	NIL	2.46%
Other Directorships (excluding Pvt. Companies) as on 31st March, 2019	NIL	NIL
Chairman / Member of the Committees as on 31st March, 2019	NIL	Member of 1. Audit Committee 2. Nomination & Remuneration Committee 3.Stakeholder's Relationship Committee
Relationship between directors inter-se	Nil	Nil

**By order of the Board of Directors
For Girdharilal Sugar And Allied Industries Limited**

**Place: Dewas (M.P.)
Date: 13th August, 2019**

**SD/-
Rajesh Agrawal
(DIN: - 00107009)
Chairman & Managing Director**

DIRECTOR'S REPORT**Dear Shareholders,**

Your Directors are pleased to present the Thirtieth (30th) Annual Report and the Audited Financial Statements for the financial year ended 31st March, 2019.

1. Financial Highlights

The financial statements of the Company have been prepared to comply with the Indian Accounting Standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013. Upto the year ended March 31, 2019, the Company has prepared its financial statements in accordance with the requirement of Indian Generally Accepted Principles ('GAAP'), which include standards notified under the Companies (Accounting Standards) Rules, 2006 and considered as "Previous GAAP". These financial statements are the Company's first Ind AS standalone financial statements. Company's financial statements are presented in Indian Rupees (INR) which is also its functional currency.

The highlights of the financial results of the Company for the year ended 31st March, 2019 (IND AS Complaint) is summarized below

Particulars	(Rs in Lacs)	
	2018-2019	2017-2018
Sales, Interest and other receipts	3759	4661
Gross Profit before financial cost & Depreciation & Exceptional Items	390	510
Financial Cost	281	305
Depreciation	184	205
Exceptional Items		48
Other Comprehensive Income	7	27
Profit for the year	(68)	75
Less: Tax Expenses	(44)	(08)
Balance	(112)	67
Balance brought forward from last year	(1882)	(1875)
Impact of ind AS adjustments (Net)	(68)	(74)
Balance Carried to Balance Sheet	(1995)	(1882)

2. OPERATIONAL HIGHLIGHTS & FUTURE PROSPECTS

During the year the net result of the current financial year was negative, mainly due to non operation in soya division however there was positive results in its Dairy Division. During the year under consideration, the Company's turnover and other receipts stands at Rs.3759 Lacs as against Rs. 4661 Lacs in the previous year. The year ended with a loss of Rs. 112 Lacs after considering interest, depreciation and adjustment for deferred tax as against profit of Rs.67 Lacs in the previous year.

In Dairy division the company has processed 10807 KI of Milk and 981 Mt of S.N.F./Fat (including 8485 KI of Milk on job work basis) as against 26525 KI of milk and 672 Mt of S.N.F./Fat in the previous year (Including 20417 KI of Milk on job work basis) and has achieved a turnover of Rs 3755 Lacs as against Rs. 4558 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 unfavorable world trade scenario in Dairy Products.

The Company could not start its soya operations due to disparity in the previous year. 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 Nil MT of Soya bean seed as against Nil in the previous year. The Soya Division recorded a turnover of Rs 4 lacs (trading) as against Rs.103 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. RESERVES AND SURPLUS

The Company has not transferred any amount to General Reserves for the financial year 2018-19

5. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9, as required under Section 92 of the Companies Act, 2013, is annexed as Annexure - B and forms an integral part of this Report and is also available on website of the company at

www.gsail.org

6. NUMBER OF MEETINGS OF THE BOARD, ITS COMMITTEES

The details of the number of meetings of the Board and its committee held during the Financial Year 2018-19 forms part of the Corporate Governance Report

7. DIVIDEND

Due to financial prudence, no dividend is declared.

8. DEPOSITS

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

9. DIRECTOR:

Mr. Ram Gopal Agrawal (DIN: 00359638) is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

The board on the recommendation of Nomination and Remuneration Committee has considered reappointment of him subject to approval of shareholder in the ensuing Annual General Meeting.

Mrs Sandhya Choubey (DIN-08461659) was appointed as Additional director on the Board of the company with effect from 28th May 2019 and eligible for appointment as Independent director of the company subject to approval of shareholders of the company.

Miss Hansa Nagar (DIN-08284703) was appointed as Additional director on the Board of the company with effect from 6th December 2018 and she has resigned from his post on 28-05-2019.

The designation of Mr. Ram Gopal Agrawal (DIN : 00359638) has changed from Independent - Non Executive Director to Non Independent - Non Executive Director of the company w.e.f. 28-05-2019.

10. DETAILS OF KEY MANAGERIAL PERSONNEL

During the year Board of Directors in their meeting held on 26th March, 2019 accepted resignation of Mr. Vishnu Dutt Sharma from the post of Company Secretary Cum Compliance Officer and appointed Mr. Narendra Gupta as Company Secretary Cum Compliance Officer of the company w.e.f. 26.03.2019 and also appointed Mr. Rakesh Bhatnagar as Chief Financial Officer of the company w.e.f. 26.03.2019.

Now, The following have been designated as the Key Managerial Personnel of the Company pursuant to sections 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and as per the applicable regulations of SEBI (LODR), 2015:

1. Mr. Rajesh Agrawal :- Managing Director
2. Mr. Rakesh Bhatnagar :- Chief Financial officer
3. Mr. Narendra Gupta:-, Company Secretary cum Compliance officer

11. DISQUALIFICATIONS OF DIRECTORS

During the year declarations were received from the Directors of the Company pursuant to Section 164 of the Companies Act, 2013. Board appraised the same and found that none of the director is disqualified for holding office as director.

12. DECLARATION BY INDEPENDENT DIRECTOR

The independent directors have submitted the declaration of independence, as required under Section 149(7) of the Companies Act, 2013, stating that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

13. 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 in adoption of these standards;

- ii. The Directors 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. The Directors 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. The Directors have prepared the annual accounts on a going concern basis;
- v. The Directors have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- vi. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

14. FAMILIARIZATION OF INDEPENDENT DIRECTORS

The details of familiarization programme for Independent Directors have been disclosed at website of the Company: www.gsail.org

15. MEETING OF INDEPENDENT DIRECTORS

in due compliance with the provisions of the companies act, 2013 and securities and exchange board of India (listing obligations and disclosure requirements) regulations, 2015, the independent directors met on 14th November 2018 during the year 2018-19.

16. COMMITTEES OF THE BOARD OF DIRECTORS

The Company has constituted 3(three) committees i.e. Audit committees, Stakeholder Relationship Committees and Nomination And Remuneration Committees which have been constituted as a part of the good corporate governance practices and the same are in compliance with the requirements of the relevant provisions of applicable laws and statutes. Your Company has an adequately qualified and experienced Audit Committee and other Committee consisting of Board.

The details with respect to the composition, powers, roles, terms of reference, meetings held and attendance of the Directors at such Meetings of the relevant Committees are given in detail in the Report on Corporate Governance of the Company which forms part of Annual Report.

17. BOARD EVALUATION

Pursuant to the provisions of the Act and the SEBI Listing Regulations, the Board has to evaluate its own performance and that of its Committees and Individual Directors. Accordingly, the Board of directors has carried out an annual evaluation of its own performance, Board Committees and Individual Directors along with assessing the quality, quantity and timelines of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

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 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. The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Individual Directors, the Board as a whole and its Committees with the Company.

Performance Evaluation Criteria for Independent Directors:

The performance evaluation criteria for independent directors are determined by the Nomination and Remuneration committee. An indicative list of factors that may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behavior and judgments.

18. PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS U/S 186

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

19. MANAGEMENT DISCUSSION AND ANALYSIS

The Management's Discussion and Analysis of operations for the year under review, as stipulated under Regulation 34(2) (e) Securities and Exchange Board of India (listing obligations and disclosure requirements) regulations, 2015 with the stock

exchanges, is provided in annexure attached to this report. **(Annexure -E)**

20. APPOINTMENT OF COST AUDITOR

As per the Companies (Cost Records and Audit) Rules, 2014 as amended thereafter from time to time, 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 2019-2020.

21. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

In line with the requirements of the Companies Act, 2013 and Listing Regulations, your Company has formulated a Policy on Related Party Transactions which is also available on the Company's website www.gsail.org The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

All Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions on a yearly basis for transactions which are of repetitive nature and/or entered in the Ordinary Course of Business and are at Arm's Length. All Related Party Transactions are subjected to independent review by an Audit Committee to establish compliance with the requirements of Related Party Transactions under the Companies Act, 2013, and Listing Regulations.

All Related Party Transactions entered during the year were in Ordinary Course of the Business and at Arm's Length basis. The Material Related Party Transactions, i.e. transactions exceeding 10% of the annual consolidated turnover as per the last audited financial statement, which were entered during the year by your Company, are given separately in notes to the financial statements.

22. CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

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

23. EXTRACT OF ANNUAL RETURN

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

24. PARTICULARS OF EMPLOYEES RELATED DISCLOSURES

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.

25. 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

26. STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS

Your company has an effective internal control and risk mitigation system, which are constantly assessed and strengthened with new/revised standard operating procedures. The company's internal control system framework is commensurate with its size, scale and complexities of operations; the internal and operational audit is entrusted to Mr. Narendra Sen. The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry.

The audit committee of the board of directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The company has a robust management information system, which is an integral part of the control mechanism.

The audit committee of the board of directors, statutory auditors and the business heads are periodically appraised of the internal audit findings and corrective actions taken. Audit plays a key role in providing assurance to the Board of Directors. Significant audit observations and corrective actions taken by the management are presented to the audit committee of the board. To maintain its objectivity and independence, the internal audit function reports to the chairman of the audit committee. Report of statutory auditors for internal financial control system is part of Audit Report.

27. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Provisions of Section 135 of the Companies Act, 2013 does not apply to the Company as company does not fall under any of the criteria specified under above referred section therefore Company has not constituted Corporate Social responsibility (CSR) committee as required under the Act.

28. NOMINATION & REMUNERATION POLICY:

In accordance with Section 178 and other applicable provisions if any, of the Companies Act, 2013 read with the Rules issued there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors formulated the Nomination and Remuneration Policy of your Company on the recommendations of the Nomination and Remuneration Committee. The Nomination and Remuneration Policy of the company is annexed as Annexure-C and forms an integral part of this report and also available on the website of the company at the Website: - www.gsail.org

29. REPORT ON CORPORATE GOVERNANCE

As per Regulation 34 (3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on corporate governance practices followed by the Company, together with a certificate from the Practicing Company Secretary confirming compliance forms an integral part of this Report. **(Annexure F)**

30. DISCLOSURE ON ESTABLISHMENT OF A VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has a whistle blower policy for Directors and employees to report genuine concerns or grievances about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The details of establishment of the reporting mechanism are disclosed on the website of the Company at the website: - www.gsail.org. No Person has been denied access to the Audit Committee.

31. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY.

There are no significant and material orders passed by the Regulators/Courts that would impact the going concern status of the Company and its future operations.

32. SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the company has appointed Ms. Aakuriti Somani, Practicing Company Secretary, to undertake as the Secretarial Auditor of the company. The Secretarial Audit Report given by the Secretarial Auditor of the Company is annexed as ANNEXURE-D to this report.

33. STATUTORY AUDITORS

At the 28th Annual General Meeting of the company held in the 2017 M/s. Sunil Bandi & Co., Chartered Accountants, Indore (M.P.) Were Appointed as the Statutory Auditors for Period of 5 years i.e. from the conclusion of 28th AGM and till the conclusion of the 33rd Annual General Meeting of the Company. In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM.

34. AUDITORS' REPORT

Your Directors would like to provide clarification on the Auditor Qualification as mentioned under its Audit report and the same is as under

The Company has not provided Rs. 74.94 Lakhs for the Quarter ended March 2019 (i.e. for 01.01.2019 to 31.03.2019) towards interest on Loan from Bank.

35. INTERNAL AUDITORS

The Board has appointed Mr. Narendra Sen, as Internal Auditor of the company and takes his suggestions and recommendations to improve and strengthen the internal control systems. His scope of work includes review of operational efficiency, effectiveness of systems & processes, compliances and assessing the internal control strengths in all areas.

The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations including those relating to strengthening of the Company's risk management policies and systems.

36. CODE OF CONDUCT

The Board of Directors has laid down a Code of Conduct ("the Code") for all Board members and senior management personnel

of your Company. The Code of Conduct is available on Company's website at www.gsail.org

All Board members and senior management personnel have confirmed compliance with the Code. Declaration on adherence to the code of conduct is forming part of Annual Report. (Annexure -G)

37. MD/CFO CERTIFICATION

The Managing Director & CFO of your Company have issued necessary certificate pursuant to the provisions of Regulation 17(8) of the Listing Regulations and the same forms part of this Annual Report. (Annexure -H)

38. CODE FOR PROHIBITION OF INSIDER TRADING PRACTICES:

In terms of the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, your Company has adopted a Code of Conduct for trading in securities of your Company ("the Insider Code"). The Insider Code aims at preserving and preventing misuse of unpublished price sensitive information. All Directors, Designated Employees/KMP and Connected Persons of your Company are covered under the Insider Code, which provides inter alia for periodical disclosures and obtaining pre-clearances for trading in securities of your Company. The Code for Prohibition of Insider Trading Practices is available on Company's website at www.gsail.org

39. STATEMENT INDICATING DEVELOPMENT & IMPLEMENTATION OF RISK MANAGEMENT POLICY:

The Board of Directors has adopted risk management policy for the Company which provides for identification, assessment and control of risks which in the opinion of the Board may threaten the existence of the Company. The Management identifies and controls risks through a properly defined framework in terms of the aforesaid policy.

40. MATERIAL CHANGES & COMMITMENTS, IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY

No material changes and commitments affecting the financial position of the company have occurred between the end of the financial year to which the financial statements relate and the date of this Board's report.

41. ENVIRONMENT AND SAFETY

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner, so as to ensure safety of all concerned, compliances environmental regulations and preservation of natural resources.

42. SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee (ICC) has been set up to redress the Complaint received regarding sexual harassment. There was no case of sexual harassment reported during the year under review.

43. Fixed Assets

During the year the company has added Fixed Assets of Rs. 7.58 Lakh. The Fixed Assets are adequately insured.

44. E-Voting Facility

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

45. ACKNOWLEDGMENT

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.

**By order of the Board of Directors
For Girdharilal Sugar And Allied Industries Limited**

**SD/-
Rajesh Agrawal
(DIN: - 00107009)
Chairman & Managing Director**

**Place: Dewas (M.P.)
Date: 13th August, 2019**

ANNEXURE - A
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 NIL

	Current year	Previous year
POWER & FUEL CONSUMPTION		
Electricity		
Purchased Unit	1227356.00	1731428
Total Amount	10722514.00	13705668.00
Average Rate/Unit Paisa		
OWN GENERATION		
Through Diesel Generator Units	-	-
Cost of Diesel oil	-	-
Cost /Unit Paisa	-	-
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(Tones MT) (BCD grade and slack)	1097.505	2996.60
TOTAL AMOUNT	8346990.00	20710890.00
Average rate per MT	7605.424	6953.63
HUSK/Bio Coal		
Quantity -	-	-
Total Amount	-	-
Average Rate/MT	-	-
OTHER/INTERNAL GENERATIONS		
Quantity 7N.A.	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.

By order of the Board of Directors
For Girdharilal Sugar And Allied Industries Limited

Place: Dewas (M.P.)
Date: 13th August, 2019

SD/-
Rajesh Agrawal
(DIN: - 00107009)
Chairman & Managing Director

Annexure-B
Form No. MGT-9
EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2019

[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:	Girdharil 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 Email : Support@purvashare.com - www.purvashare.com

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:-

Sr. 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	58.86%
2.	Dairy Product	10502,10504	41.14%

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. 01.04.2018				No. of Shares held at the end of the year i.e. 31.03.2019				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters										
a.	Individuals / Hindu Undivided Family	7487700	2135823	9623523	50.21	7487700	2135823	9623523	50.21	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)		8550300	4339091	12889391	67.24	8550300	4337991	12888291	67.24	0.00
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)		8550300	4339091	12889391	67.24	8550300	4337991	12888291	67.24	0.00
B. Public Shareholding										
1. Institutions										
a.	Mutual Funds / UTI	286700	5	286705	1.50	286700	5	286705	1.50	0

b.	Financial Institutions/ Banks	198936	0	198936	1.03	198600	336	198936	1.03	0
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)		485636	5	485641	2.53	485300	341	485641	2.53	0
2. Non- Institutions										
a.	Bodies Corporate	48400	217338	265738	1.39	49900	203238	253138	1.32	0.13
b.	Individuals -	0	0	0	0	0	0	0	0	0
i.	Individual shareholders holding nominal share capital upto Rs. 2 lakh	219300	4902250	5121550	26.72	268200	4864950	5133150	26.78	0.23
ii.	Individual shareholders holding nominal share capital in excess of Rs.2 lakh	87800	287500	375300	1.96	87700	287500	375200	1.96	-0.003
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
ii.	Foreign Companies	0	0	0	0	0	0	0	0	0
iii.	Clearing Members / Clearing House	15600	0	15600	0.08	16700	0	16700	0.08	.07
iv.	Hindu Undivided Family	9900	6867	16767	0.09	10200	6567	16767	0.09	0
Sub-total (B) (2)		381000	5413955	5794955	30.23	460400	5334555	5794955	30.23	0
Total Public Shareholding (B) = (B)(1)+(B)(2)		866636	5413960	6280596	32.76	945700	5334896	6280596	32.76	0
TOTAL (A)+(B)		9416936	9751951	19168887	100.00	9496000	9672887	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)		9416936	9751951	19168887	100.00	9496000	9672887	19168887	100.00	0

ii. Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2018			Shareholding at the end of the year 31.03.2019			% change in share holding 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	7.08	0.00	1357000	7.08	0.00	0.00
6.	Mrs. Bimla Agrawal	1472114	7.68	0.00	1472114	7.68	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	1387820	7.24	0.00	1387820	7.24	0.00	0.00
9.	Vastu Commodities Pvt. Ltd.	360141	1.88	0.00	360141	1.88	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	4.97	0.00	952600	4.97	0.00	0.00

13.	Shri Kushal Agrawal	952700	4.97	0.00	952600	4.97	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	12888071	67.23	0.00	12888291	67.24	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 promoters.

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 01-04-2018		Cumulative Shareholding end of the year 31-03-2019	
		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	198600	1.04
3.	Thor Investments Limited	100300	0.52	100300	0.52
4.	Bina Atul Chauhan	00	0.00	67200	0.35
5.	Rajesh Kumar	66000	0.34	66000	0.34
6.	Madan & Co.Ltd.	60000	0.31	60000	0.31
7.	Sanjay Tekriwal	54500	0.28	54500	0.28
8.	Sandeep Kumar	34900	0.18	34900	0.18
9.	R B Jaju Securities India Pvt Ltd	13000	0.07	29500	0.15
10.	Sonal S.Shah	27500	0.14	27500	0.14

*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 01-04-2018		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-2018	At the beginning of the year	1600800	8.35	1600800	8.35
		31-Mar-2019	At the end of the year	1600800	8.35	1600800	8.35
2.	Mr. Ram Gopal Agrawal	1-Apr-2018	At the beginning of the year	471335	2.46	471335	2.46
		31-Mar-2019	At the end of the year	471335	2.46	471335	2.46
3.	Mr. Tarachand Jain	1-Apr-2018	At the beginning of the year	0.00	0.00	0.00	0.00
		31-Mar-2019	At the end of the year	0.00	0.00	0.00	0.00
4.	Smt. Hansa Nagar*	1-Apr-2018	At the beginning of the year	0.00	0.00	0.00	0.00
		31-Mar-2019	At the end of the year	0.00	0.00	0.00	0.00
5.	Mr. Vishnu Dutt Sharma*	1-Apr-2018	At the beginning of the year	0.00	0.00	0.00	0.00
		31-Mar-2019	At the end of the year	0.00	0.00	0.00	0.00
6.	Mr. Narendra Gupta*	1-April-2018	At the beginning of the year	0.00	0.00	0.00	0.00
		31-Mar-2019	At the end of the year	0.00	0.00	0.00	0.00
7.	Mr. Rakesh Bhatnagar*	1-April-2018	At the beginning of the year	0.00	0.00	0.00	0.00
		31-Mar-2019	At the end of the year	0.00	0.00	0.00	0.00

*Mr. Vishnu Dutt Sharma resigned from the Post of Company Secretary cum Compliance Officer w.e.f 26.03.2019.

*Mr. Narendra Gupta appointed as Company Secretary cum Compliance Officer w.e.f 26.03. 2019.

*Mr. Rakesh Bhatnagar appointed as Chief Financial Officer w.e.f 26.03. 2019

*Miss. Hansa Nagar appointed as Additional Director w.e.f 06.12.2018

VI. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal Amount	15.90	6.70	NIL	22.60
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	15.90	6.70	-	22.60
Change in indebtedness during the financial year				
• Addition	1.99	-	NIL	1.99
• Reduction	-	1.26	-	1.26
Net Change	1.99	1.26	-	0.73
Indebtedness at the end of the financial year				
i. Principal Amount	17.89	5.44	NIL	23.33
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	17.89	5.44	NIL	23.33

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

(Rs. In lakh)

Sr. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager	KMP	Total Amount
		Mr. Rajesh Agrawal		
1.	Gross salary	12.60	6.83	19.43
	(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)	12.60	6.83	19.43
	Ceiling As Per Companies Act 2013	As per Schedule V of Companies Act 2013		

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

(Rs.in Rupees)

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. Tarachand Jain	12000	-	-	12000
	Total (1)	20000	-	-	20000
2.	Other Non-Executive Directors				
	Smt. Hansa Nagar	-	-	-	-
	Total (2)	-	-	-	-
	Total B=(1)+(2)				
	Total Managerial Remuneration				
	Overall ceiling as per the Companies Act 2013	The Company May pay sitting fees to the directors for attending Board /Committee meeting as may be decided by the Board of the Directors which shall not exceed one lakh Rs. Per Meeting of the Board or Committee.			

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MANAGING DIRECTOR,
WHOLE-TIME DIRECTORS AND/OR MANAGER**

Sr. No.	Particulars of Remuneration	Company Secretary	Company Secretary	CFO	Total Amount
		Mr. Vishnu Dutt Sharma	Mr. Narendra Gupta	Mr. Rakesh Bhatnagar	
1.	Gross salary	2.58	-	4.25	6.83
	(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	2.58		4.25	6.83

*Mr. Vishnu Dutt Sharma resigned from the Post of Company Secretary cum Compliance Officer w.e.f 26.03.2019.

*Mr. Narendra Gupta appointed as Company Secretary cum Compliance Officer w.e.f 26.03. 2019.

*Mr. Rakesh Bhatnagar appointed as Chief Financial Officer w.e.f 26.03. 2019

VIII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty Punishment /compounding fees imposed	Authority (RD) NCLT/ COURT)	Appeal made, if any (give details)
A. COMPANY					
Penalty		Rs .42480/- Penalty imposed by BSE for delay in submission of Corporate Governance report for the Quarter / Half Year ended 30.09.2018 Rs. 35000/- Penalty imposed by BSE for delay in submission of Financial results for the fourth Quarter ended 31.03.2018			
Punishment					
Compounding	None				
B. DIRECTORS					
Penalty					
Punishment					
Compounding	None				
C. OTHER OFFICER DEFAULT					
Penalty	None				

By order of the Board of Directors
For Girdharilal Sugar And Allied Industries Limited

SD/-
Rajesh Agrawal
(DIN: - 00107009)
Chairman & Managing Director

Place: Dewas (M.P.)
Date: 13th August, 2019

ANNEXURE -C NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the regulation 19 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

Definitions:

“Remuneration” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

“Key Managerial Personnel” means:

- i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- ii) Chief Financial Officer;
- iii) Company Secretary; and
- iv) Such other officer as may be prescribed.

“Senior Managerial Personnel” mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

Objective:

The objective of the policy is to ensure that

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

Role of the Committee:

The role of the NRC will be the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director’s performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company’s Policy.
- b) A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

TERM/TENURE**a) Managing Director/Whole-time Director:**

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of up to maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

In respect of an independent director, in addition to the above he/she should fulfill the criteria for being appointed as an independent Director prescribed under section 149 of the Companies Act, 2013 read with schedule IV to the said Act and the provisions of 19 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

EVALUATION

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

REMOVAL

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

RETIREMENT

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL**1) Remuneration to Managing Director / Whole-time Directors:**

- a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

2) Remuneration to Non- Executive / Independent Directors:

- a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

- c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
 - d) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
 - i) The Services are rendered by such Director in his capacity as the professional; and
 - ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.
- 3) Remuneration to Key Managerial Personnel and Senior Management:
- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
 - b) The Fixed pay shall include monthly remuneration, as decided from time to time.
 - c) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

IMPLEMENTATION

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- The Committee may Delegate any of its powers to one or more of its members.

ANNEXURE - D
FORM NO. MR-3
SECRETARIAL AUDIT REPORT

[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]

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

TO,
GIRDHARILAL SUGAR AND ALLIED INDUSTRIES LIMITED
CIN- L15424MP1989PLC005564
45/47-A, INDUSTRIAL AREA NO.1,
A.B. ROAD, DEWAS (MP) - 455001

I 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 us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute 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, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2019 (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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(not applicable to the company during the audit period)**
- (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, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(not applicable to the company during the audit period)**
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (not applicable to the company during the audit period)
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(not applicable to the company during the audit period)**
 - 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; and **(not applicable to the company during the audit period)**

- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(not applicable to the company during the audit period)**
- (vi) Other specific business/industry related laws that are applicable to the company:-
- a) Acts which specifically applicable to the Company-
- The Food Safety and Standards Act, 2006 and the Food Safety and Standards Rules, 2011, and Regulations made thereunder, namely
 - Food Safety and Standards (Licensing and Registration of Food Businesses) Regulations, 2011
 - Food Safety and Standards (Packaging and Labelling) Regulations, 2011
 - Food Safety and Standards (Food Products Standards and Food Additives) Regulations, 2011
 - Food Safety and Standards (Prohibition and Restrictions on Sales) Regulations, 2011
 - Food Safety and Standards (Contaminants, Toxins and Residues) Regulations, 2011
 - Food Safety and Standards (Laboratory and Sample Analysis) Regulations, 2011
- b) Acts which generally applicable to the Company-
- The Factories Act, 1948;
 - Contract Labour (Regulation and Abolition) Act, 1970;
 - Child labour (Prohibition and Regulation) Act, 1986
 - Payment of Bonus Act, 1965;
 - Payment of Gratuity Act, 1972;
 - M.P. Labour Welfare Fund Act, 1982
 - Pollution Control Act, 1955
 - Hazardous Substances Act, 1948
 - Minimum Wages Act, 1948; Industrial Employment (Standing Orders) Act, 1946;
 - Employees' Provident Funds Scheme, 1952 read with Employees' Provident Fund and Miscellaneous Provisions Act, 1952;
 - Employment Exchange (Compulsory Notification of Vacancies) Act, 1959. Employees' State Insurance (General) Regulations, 1950 read with Employees' State Insurance Act, 1948;
 - Industrial Disputes Act, 1947;
 - Employees Compensation Act, 1923
 - Apprentices Act, 1961
 - Maternity Benefit Act, 1961;
 - Payment of Wages Act, 1936.
 - Equal Remuneration Act, 1976
 - The Fatal Accidents Act, 1855
 - Weekly Holidays Act, 1942
 - Unorganised Workers Social Security Act, 2008
 - The Environment Protection Act, 1986

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I further report that I have not reviewed the applicable financial laws (direct and indirect tax laws) since the same have been subject to review and audit by the Statutory Auditors of the Company.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

- Chief Financial Officer was not appointed till 26th March, 2019 and consequently the Financials Statements have not been signed by CFO.

- Scrutinizer Report was uploaded on BSE and NSE after 48 hours of the AGM.
- The Board of Directors had approved the Financial Statement and Board Report in the Board Meeting dated 06th June 2018 but as per filed Form MGT-14 to ROC the date of approval taken for the same is 13th August, 2018.
- The Company has not transferred the amount of matured Debenture including interest thereon to Investor Education and Protection Fund (IEPF) as mandate in the BIFR order.
- Corporate Governance Report for the FY 2017-18 as annexed with Board Report was not covering the details as required in SEBI (LODR), 2015.
- The constitution of Nomination and Remuneration Committee (NRC) was not proper during the financial year 2018-19.
- Member's approval had not been taken for related party transactions.
- The shareholding of promoter(s) and promoter group was not in 100% dematerialised.
- As per regulation 33 of SEBI (LODR), 2015 the financial Statement for the 4th Quarter ended for the FY 2018 had been submitted to the Exchanges with the delay of 7 days.
- As per regulation 27(2) of SEBI (LODR), 2015 the Corporate Governance Report for the Second Quarter ended for the FY 2018-19 had been filed with the delay of 18 days.
- As per regulation 17 of SEBI (LODR), 2015, the company has not appointed Women from Director 04th May, 2018 to 05th December, 2018.
- Some of the Forms has been filed with delay to the ROC after due dates and the Company had paid additional fees for the same.
- Listing Fees of NSE has not been paid.

Further report that

During the year, The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, and Independent Directors. The changes in the composition of Board of Directors that took place during the period under review were carried out in compliance with the provision of the Act except that the company has not appointed Women Director from 04th May, 2018 to 05th December, 2018 as per regulation 17 of SEBI (LODR), 2015.

Adequate notice is given to all the directors to schedule the Board meeting, agenda and detailed notes on agenda were sent at least seven days in advance or with shorter period, wherever required, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there were no instances of:

- i. Public / Preferential issue of shares / debentures / sweat equity, etc.
- ii. Redemption / buy-back of securities.
- iii. Major decisions taken by the members in pursuant to section 180 of the Companies Act, 2013.
- iv. Merger / amalgamation / reconstruction etc.
- v. Foreign technical collaborations, etc.

Place: Indore

Date: 13.08.2019

For CS Aakruti Somani

Practicing Company Secretaries

M. No: ACS-54612, COP No: 20395

This report is to be read with our letter of even date which is annexed as 'Annexure' and forms an integral part of this report.

ANNEXURE to Secretarial Audit Report

To,
The Members,
Girdharilal Sugar And Allied Industries Limited
CIN: L15424MP1989PLC005564
45/47-A, Industrial Area No.1 A.B.Road Dewas (MP) - 455001

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Indore
Date: 13.08.2019

For CS Aakruti Somani
Practicing Company Secretaries
M. No: ACS-54612, COP No: 20395

Annexure - E
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 though subdued in F.Y 2018-19, yet 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 modernize 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. However the soya scenario looks dim in the next Financial Year also.

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. 2018-19 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.

By order of the Board of Directors
For Girdharilal Sugar And Allied Industries Limited

SD/-
Rajesh Agrawal
(DIN: - 00107009)
Chairman & Managing Director

Place: Dewas (M.P.)
Date: 13th August, 2019

Annexure -F
CORPORATE GOVERNANCE REPORT

In accordance Regulation 34 (3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and some of the best practices followed internationally on Corporate Governance, the report containing the details of corporate governance systems and processes at Girdharilal Sugar and Allied Industries Limited is as under:

1. COMPANY PHILOSOPHY ON CODE OF GOVERNANCE:

The Company's Philosophy on Corporate Governance envisages the attainment of high level of transparency and accountability in the functioning of the Company and the conduct of its business internally and externally, including the inter-action with employees, shareholders, creditors, consumer, institutional and other term lenders and place due emphasis on regulatory compliance.

The Company has an active, experienced and a well-informed Board. The Board along with its Committees undertakes its fiduciary duties keeping in mind the interests of all its stakeholders and the Company's corporate governance philosophy.

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 the compliances with the requirement stipulated under Regulation 27 of the SEBI Listing Regulation, 2015 entered into with the Stock Exchange with regards to Corporate Governance.

2. COMPOSITION OF BOARD OF DIRECTORS:

The present strength of the Board of Directors is Four Out of the Four directors, Mr. Rajesh Agrawal is the M.D of the company, having a wide experience of 28 years in Business Management and Human Resource Management , two directors are Non-Executive and Independent (Mr. Tara Chand Jain and Mr. Ram Gopal Agrawal) and one Director is Non-Executive- Non Independent (Miss Hansa Nagar) of the Company. The composition of the Board of Directors meets the stipulated requirement.

The Board's composition and categories as on March 31, 2019, and the attendance of each director at Board meetings and the last Annual General Meeting (AGM) are as under:

DIN	Name of Directors	Category	No. of Directorship in other Cos. (excluding Pvt. Cos.)	No. of Board Committee Memberships in other Cos	No. of Board Committee for which Chairperson	No. of Board meetings Attended	Attendance at Last AGM
00107009	Mr. Rajesh Agrawal	Managing Director	1	0	0	6	Yes
00359638	Mr. Ram Gopal Agrawal	Non-Executive Independent Director	0	0	0	6	Yes
07837497	Mr. T. C. Jain	Non-Executive Independent Director	0	0	3	6	Yes
08284703	Ms. Hansa Nagar*	Non-Executive, Non Independent Women Director	0	0	0	2	-
08461659	Mrs. Sandhya Choubey*	Non-Executive, Independent Women Director	0	0	0	0	-

* Miss. Hansa Nagar was appointed as Additional Director w.e.f 06.12.2018 and resigned on 28.05.2019

* Mrs. Sandhay Choubey was appointed as Additional Director w.e.f 28.05.2019

- i). In compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Directors of Girdharilal Sugar and allied Industries Limited do not have Directorship in more than twenty Companies or of more than ten Board level Committees or Chairman of more than five such Committees. Further none of the Independent Director act as an Independent director in more than seven listed companies.
- ii). The terms and conditions of appointment of the independent directors on the website of the company. www.gsail.org
- iii). During the year a separate meeting of the independent directors was held inter-alia to review the performance of Non-Independent Directors and the board as a whole.

iv). The Board periodically reviews compliance reports of all law applicable to the Company, prepared by the Company.

3. INDEPENDENT DIRECTORS MEETING:-

Pursuant to the Regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV of the Companies Act, 2013, the independent directors of the Company shall hold at least one meeting in a year without attendance of non-independent directors and members of the Management. Accordingly, meeting of the Independent Directors of the Company was held on November 14th 2018, to consider the following business as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013:-

- (a) Review the performance of Non-Independent Directors and the Board of Directors as a whole;
- (b) Review the performance of the Chairman of the Company, taking into account the views of executive directors and non-executive directors and;
- (c) Assess the quality, quantity and timelines of flow of information between the company management and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.

4. BOARD MEETINGS:

The Board meets at regular intervals to discuss and decide on business strategies/policies etc. and review the financial performance of the Company During the financial year ended March 31, 2019, six Board Meetings were held on 2018-19 on following dates :-

1.	June 6th 2018,
2.	August 13th 2018,
3.	November 14th 2018,
4.	December 6th 2018,
5.	February 13th 2019,
6.	March 26th 2019.

The intervals between two meetings was well within the maximum period mentioned under section 173 of the Companies Act, 2013 and Regulation 17(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company's last Annual General Meeting (AGM) was held on September 28, 2018.

5. COMMITTEES MEETING

The Board of Directors has constituted Board Committees to deal with specific areas and activities which concern the Company and requires a closer review.

The Board has constituted the following Committees:-

1. Audit Committee,
2. Nomination and Remuneration Committee,
3. Stakeholders' Relationship Committee.

The Board Committees are formed with approval of the Board and function under their respective Charters. These Committees play an important role in the overall management of day to day affairs and governance of the Company. The Board Committees meet at regular intervals and take necessary steps to perform its duties entrusted by the Board. The Minutes of the Committee Meetings are placed before the Board for noting.

I. AUDIT COMMITTEE

The audit committee of the Company is constituted in line with the provisions of Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013. The present strength of the Audit Committee is three as on 31.03.2019. Shri Tara Chand Jain, Non Executive Independent Director, is the Chairman of the Audit Committee of the Company. Audit Committee comprising of two independent and non-executive directors and one executive director. The recommendations of audit committee were duly accepted by the Board of Directors. The Chairman of the Audit Committee was present at the Annual General Meeting of the Company.

(a) Composition

The constitution of the Audit committee is as under:

S. No.	Name of Members	Status	No. of Meetings Attended
1	Mr. Tarachand Jain DIN:- 07837497	Chairman	6
2	Mrs. Rajesh Agrawal DIN:- 00107009	Member	6
3	Mr. Ram Gopal Agrawal DIN:- 00359638	Member	6

Note:- During the financial year ended March 31, 2019 Six Audit committee was held on following dates:-

- 1). June 6th 2018, 2). August 13th 2018, 3). November 14th 2018, 4).December 6th 2018,5). February 13th 2019, 6).March 26th 2019.

b) Terms of reference: The terms of reference, and the role of Audit Committee is to overview the accounting system, financial reporting, disclosures of financial reporting, internal control system and risk management system of the Company. The powers and role of the Audit Committee are set out in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 177 of the Companies Act, 2013.

c) Quorum: Two independent members.

d) Secretary to the Committee: Company Secretary of the Company, acts as the Secretary of the Committee.

II. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013. The present strength of the Nomination & Remuneration Committee is three as on 31.03.2019. Nomination and Remuneration Committee comprising of two independent and non-executive directors and one executive director. viz., Mr. Rajesh Agrawal, Mr Ram Gopal Agrawal & Mr.Tara Chand Jain is the Chairman of the Nomination & Remuneration Committee. The Chairman of the Nomination & Remuneration was present at the Annual General Meeting of the Company.

(a) Composition

The constitution of Nomination & Remuneration Committee is as under-

S. No.	Name of Members	Status	No. of Meetings Attended
1	Mr. Tarachand Jain DIN:- 07837497	Chairman	6
2	Mrs. Rajesh Agrawal DIN:- 00107009	Member	6
3	Mr. Ram Gopal Agrawal DIN:- 00359638	Member	6

Note:- During the financial year ended March 31, 2019, Six Nomination & Remuneration Committee Meeting was held on Following dates:-

- 1) June 6th 2018, 2).August 13th 2018, 3).November 14th 2018, 4).December 6th 2018,5). February 13th 2019, 6).March 26th 2019.

(b) Terms of reference: The terms of the reference of Nomination and Remuneration Committee includes deciding the Company's policies on specific remuneration packages for all the directors and designing and implementation of performance appraisal systems and discretionary performance bonus payments for them and such other functions as may be delegated to it by the board of Directors and the areas mentioned under Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as section 178 of the Companies Act, 2013.

- (c) **Quorum:** Two independent members.
- (d) **Secretary to the Committee:** Company Secretary of the Company, acts as the Secretary of the Committee.

III. STAKEHOLDER'S RELATIONSHIP COMMITTEE:

The Stakeholder's Relationship Committee of the Company is constituted in line with the provisions of Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013. The present strength of the Stakeholder's Relationship Committee is three as on 31.03.2019. Stakeholder's Relationship Committee comprising of two independent and non-executive directors and one executive director. viz., Mr. Rajesh Agrawal, Mr Ram Gopal Agrawal & Mr.Tara Chand Jain is the Chairman of the Stakeholder's Relationship Committee. The Chairman of the Stakeholder's Relationship was present at the Annual General Meeting of the Company.

(a) Composition

The constitution of the Stakeholder's Relationship committee is as under:

S. No.	Name of Members	Status	No. of Meetings Attended
1	Mr. Tarachand Jain DIN:- 07837497	Chairman	6
2	Mrs. Rajesh Agrawal DIN:- 00107009	Member	6
3	Mr. Ram Gopal Agrawal DIN:- 00359638	Member	6

Note:- During the financial year ended March 31, 2019, Six Stakeholder's Relationship committee Meeting was held on following dates :-

- 1) **June 6th 2018, 2).August 13th 2018, 3).November 14th 2018, 4.)December 6th 2018,5). February 13th 2019, 6).March 26th 2019.**
- b) **Terms of reference** The Committee meets at regular intervals to approve inter-alia, transfer/transmission of shares, issue of duplicate share certificate, non receipt of declared dividend etc. and to review the status of investors' grievances and redressal mechanism and recommends measures to improve the level of investor services. Details of share transfer/transmissions approved by the Committee are placed at the Board Meetings from time to time.
- c) **Quorum:** Two independent members.
- d) **Secretary to the Committee:** Company Secretary of the Company, acts as the Secretary of the Committee

6 . BOARD INDEPENDENCE:

The Non-executive Independent Directors fulfill the conditions of Independence specified in Section 149 of the Companies Act, 2013 and rules made thereunder and meet with the requirement of Regulation 16 (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

7. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

Your Company has in place Familiarization Programs for Independent Directors of the Company to provide insights into the Company's Business to enable them contribute significantly to its success. The Senior Management makes presentations periodically to familiarize the Independent Directors with the strategy operations and functions of the Company. The details of the familiarization program of the independent directors are available on the website of the Company at the website: www.gsail.org

8. REMUNERATION OF DIRECTORS:

- **"Remuneration"** means ;
Any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;
- **"Key Managerial Personnel"** means:
 - Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
 - Chief Financial Officer;
 - Company Secretary; and
 - such other officer as may be prescribed.
- **"Senior Managerial Personnel"** mean;
 - the personnel of the Company who are members of its core management team excluding Board of Directors.

Normally, this would comprise all members of management, including all functional heads and factory heads.

- (a) There was no pecuniary relationship or transaction between the Non-Executive Directors and the Company during the financial year 2018-2019.
- (b) The Non Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings attended by them, of such sum as may be approved by the Board of Directors / Members of the Company within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time.
- (c) **Details of remuneration paid to Executive Director for the financial year 2018-19.**

S.No.	Name of Directors	Designation of director	Salary	Commission /sitting fee	Allowance	Total	Tenure
	Rajesh Agrawal	Managing Director	12.60	NIL	NIL	12.60	5 years

(b) **Details of remuneration paid to Non-Executive Director for the financial year 2018-19.**

At present the Non-executive Directors are paid remuneration by way of sitting fees Rs. 12000/- & Rs. 8000/- for attending each meeting of the Board and the committees respectively. Details of sitting fees paid to Non-executive Directors and shares held by them in the financial year 2018-2019 are given below:

S. No.	Name of Directors	Sitting Fees (in Rs.)	No.of Shares Hold
1	Mr. Tara Chand Jain	12000	Nil
2	Mr. Ram Gopal Agrawal	8000	Nil
3	Ms. Hansa Nagar	NIL	Nil

9. STATUS OF SHAREHOLDERS' GRIEVANCE:

During the year 2018-19, the Company has received 8 grievances and has resolved the same according to the satisfaction of shareholders within prescribed time. There are no pending grievances as on 31.03.2019.

10. BOARD EVALUATION:

The performance evaluation criterion for Independent Directors is determined by the Nomination and Remuneration committee. An indicative list of factors that may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behavior and judgment. Detail procedure and manner reported in the Board Report.

11. NOMINATION AND REMUNERATION POLICY:

In accordance with Section 178 of the Act, the Committee has framed a Nomination and Remuneration Policy and the same is available on the website of the Company at the Website : www.gsail.org and shall form part of the Annual Report and annexed separately in Annexure - C

12. .NAME, DESIGNATION AND ADDRESS OF COMPLIANCE OFFICER:-

- **Mr. Vishnu Dutt Sharma**
(Resigned w.e.f 26.03.2019)
- **Mr. Narendra Gupta,**
(Appointed as Company Secretary and Compliance officer w.e.f 26.03.2019)
Address:- 45/47-A, Industrial Area No.1
A.B. Road, Dewas, Madhya Pradesh-455001
Email: preind2002@yahoo.com
Telephone No.: 07272-259505

13. RISK MANAGEMENT

The Company is not required to constitute risk management committee. However the company has a well defined risk management framework in place. The risk management framework at various levels across the Company.

14. PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS:

The Nomination and Remuneration Committee has laid down the criteria for performance evaluation of Independent Directors which are as under Performance Evaluation Criteria for Independent Directors:

The criteria for performance evaluation of Independent Directors which are as under-

AREAS OF EVALUATION

- Frequency of meetings attended
- Raising of valid concerns to the Board and constructive contribution to resolution of issues at meetings.
- Interpersonal relations with other directors and management.
- Familiarity with the objects, operations and other functions of the company
- Exercise of fiscal oversight and monitoring financial performance and monitoring of Corporate Governance Regulations and compliance
- Adherence to Code of Conduct and Business ethics by directors individually and collectively
- Performance of the Chairperson, Whole time Directors of the company and overall performance of the Board / Committees.

15. CODE FOR PREVENTION OF INSIDER TRADING PRACTICES:

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a Code of Conduct for its Directors and designated employees. The code lays down guidelines which include procedures to be followed and disclosures to be made while dealing with the shares of the Company. The aforesaid Code is available at the website of the Company at www.gsail.org

16. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis is a part of the Annual report and annexed separately in **Annexure E**

17. MEANS OF COMMUNICATIONS:

Your Company, from time to time and as may be required, communicates with its security-holders and investors through multiple channels of communications such as dissemination of information on the website of the Stock Exchanges, Press Releases, the Annual Reports and uploading relevant information on its website:- www.gsail.org

The quarterly, half-yearly and annual financial results are published in widely circulated newspapers such as The Free Press (English) & Choutha Sansar (Hindi) in compliance with Regulation 47 of the Listing Regulations. These are not sent individually to the shareholders.

Your Company discloses to the Stock Exchanges, all information required to be disclosed under Regulation 30 read with Part 'A' and Part 'B' of Schedule III of the Listing Regulations including material information having a bearing on the performance/operations of the Company and other price sensitive information. All information is filed electronically on BSE's online portal – BSE Corporate Compliance & Listing Centre (Listing Centre) and on NSE's online portal-NSE electronic application processing system.

The presentation, if any made to the investor/analyst are placed to the website of the company :- www.gsail.org

17. RECONCILIATION OF SHARE CAPITAL

As stipulated by SEBI, during the year on quarterly basis the Company had complied with the Regulation 55A of SEBI (D&P) Regulation 1996 by obtaining from a qualified Practicing Company Secretary a '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.

18. GO-GREEN INITIATIVE

Ministry of Corporate Affairs (MCA) has undertaken a 'Green Initiative' in the field of Corporate Governance by permitting the delivery of documents viz. notices of meetings, annual reports etc. to the Shareholders through electronic mode vide its Circular No.17/2011 dated 21 April 2011. In pursuance of same, we take immense pleasure in informing you that your company had started this from last three year onwards, initiated this Go-Green Programme by sending the soft copies of the Annual Report to the Shareholders who have already registered their E-mail Ids with the Company and RTA. Further with a view to encourage the same in future we request the shareholders to kindly register their email address with the Company/Registrar & Share Transfer Agent (With Depository Participants in case of shares held in dematerialised form). This paperless compliance is a part of Green Initiative in the Corporate Governance as introduced by MCA.

19. COMPLIANCE

The Company Secretary while preparing the Agenda, Notes on Agenda, Minutes etc. of the meeting(s), is responsible for and is required to ensure adherence to the applicable laws and regulations Companies Act, 2013, all SEBI regulations read with the Rules and Regulations issued there under, Listing Agreement with the stock exchanges and Rules and Regulations issued by the RBI and the Secretarial Standards issued by the Institute of Company Secretaries of India.

20. 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. Apart from that the Company has also complied all requirement of Corporate Governance Report of sub-para(2) to (10) of Schedule V of SEBI (LODR) Regulations, 2015.

21. AUDITORS QUALIFICATION ON FINANCIAL STATEMENT

The Company's Financial Statement includes qualification by the Auditors. Which is mentioned in Director report and independent auditor report.

22. PRACTICING COMPANY SECRETARY CERTIFICATE ON CORPORATE GOVERNANCE

The Company has obtained a Certificate from its Practicing Company Secretary testifying to its compliance with the provision relating to Corporate Governance laid out in Schedule V of the SEBI (LODR) Regulations, 2015 executed with the Stock Exchange. The Certificate is annexed to this Report and the same will be forming part of 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.

23. MD/CFO CERTIFICATE

As required under Part B of Schedule II of the SEBI (LODR) Regulations, 2015 with the Stock Exchanges, Mr. Rakesh Bhatnagar, Chief Executive Officer of the Company and Mr. Rajesh Agrawal Managing Director of the Company have certified to the Board regarding financial statements for the year ended 31 March, 2019. The MD/CFO Certification of Financial Statement and Cash Flow Statement for the year are enclosed at the end of this Report.

24. 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 2018-19.

25. 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.

26. ANNUAL GENERAL MEETINGS**(i) Location and time of last Three AGM's held:**

Financial Year	Location	Date	Time
2017-18–29th Annual General Meeting	At Regd. Office at 45/47-A, Industrial Area No.1, A.B. Road, Dewas, Madhya Pradesh - 455001	28.09.2018	10.00 A.M.
2016-17–28th Annual General Meeting	At Regd. Office at 45/47-A, Industrial Area No.1, A.B. Road, Dewas, Madhya Pradesh - 455001	29.09.2017	10.00 A.M.
2015-16–27th Annual General Meeting	At Regd. Office at 45/47-A, Industrial Area No.1, A.B. Road, Dewas, Madhya Pradesh - 455001	30.09.2016	10.00 A.M.

(ii) Special resolutions were passed in last three Annual General Meetings

Following special resolutions were passed in last three Annual General Meetings

- Appointment of Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017

(iii) Special Resolution(s) passed through Postal Ballot:

Following special resolutions were passed through Postal Ballot in last three General Meetings

Special Resolution Authorizing for Loan and Investment by the company under section 186(3) of the Companies Act, 2013.

(iv) Extra-ordinary General Meeting

During the Financial Year 2018-19, no Extra-ordinary General Meeting was held.

27. GENERAL SHAREHOLDER INFORMATION

AGM: Date, Time and Venue	Friday 27th September, 2019 at 10.00 A.M. Venue of the meeting: 45/47-A, Industrial Area No.1, A.B. Road, Dewas, Madhya Pradesh - 455001
Financial Year	The financial year covers the period from 1st April to 31st March.
Financial year reporting for 2019-20:- 1st Quarter ending 30th June, 2019 2nd Quarter ending 30th September, 2019 3rd Quarter ending 31st December 2019 4th Quarter ending 31st March, 2020	Tentative First half of August 2019 First half of November 2019 First half of February 2020 Second half of May 2020
Date of Annual Book Closure (Both days inclusive)	Saturday 21st September, 2019 to Friday 27th September, 2019 [Both days inclusive]
Registered Office	45/47-A, Industrial Area No.1, A.B. Road, Dewas, Madhya Pradesh - 455001
Listing on Stock Exchanges	The Bombay Stock Exchange Limited 25th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 (M.H.) *The National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra(East), Mumbai-400051(M.H.) *The shares of the Company has been suspended by NSE due to nonpayment of Annual fees & steps for the same are taken by the management.
Stock Code -	Bombay Stock Exchange Limited (507506)
ISIN Code-	INE310M01010
CIN-	L15424MP1989PLC005564
Market Price Data: High/Low During each month in the last Financial Year.	As per attached Table-1
Suspension of Securities	The shares of the Company has been suspended by NSE due to nonpayment of Annual fees & steps for the same are taken by the management.
Registrar and Transfer Agents (For Physical & Demat Shares)	Purva Shareregistry India Private Limited SEBI REG. No. INR 000000767 9, Shiv Shakti, Ind. Estt, J R Boricha Marg, Near Lodha Excellus, Lower Parel (E) Mumbai- 400 011 Tel.: 022-23016761 Email: support@purvashare.com Web Address:- www.purvashare.com
Share Transfer System	All the transfer received are processed by the Registrar and transfer Agent
Outstanding GDRs/ADRs/Warrants or any convertible instruments , Conversion date and likely impact on equity	The Company has not issued any GDRs/ADRs/Warrants or any convertible Instruments.
Address for correspondence	Shareholders correspondence should be addressed to: Girdharilal Sugar And Allied Industries Limited 45/47-A, Industrial Area No.1 A.B. Road, Dewas, Madhya Pradesh-455001 Phone: 07272-259505 Email:preind2002@yahoo.com website www.gsail.org
Shareholding Pattern as on 31.03.2019	As per attached Table-2
Distribution of Shareholding as on 31.03.2019	As per attached Table-3

Table-1

Table 1- Market Price Data:
April, 2018 to March, 2019 at BSE

Month	Apr-18	May-18	June-18	July-18	Aug-18	Sept-18	Oct-18	Nov-18	Dec-18	Jan-19	Feb-19	Mar-19
High	10.02	10.00	10.00	10.00	10.00	10.84	11.38	11.38	11.38	11.38	10.28	10.28
Low	9.10	9.50	9.50	9.50	9.50	9.030	10.82	10.82	10.82	10.82	10.28	10.28

Table-2

Shareholding Pattern as on 31.03.2019

Category	No. of shares Held	% of Shareholding
A. Promoters shareholding		
(i) Individual/HUF	9623523	50.21
(ii) Body Corporate	3264768	17.03
B. Public Shareholding		
I. Institutions:		
(i) Mutual Funds	286705	1.50
(ii) Financial Institutions/Banks	198936	1.04
II. Non Institutions:		
(i) Individuals	5508350	28.72
(ii) Body corporate	253138	1.320
(iii) Clearing member	16700	0.09
(iv) HUF	16767	0.09
Total (A+B)	19168887	100.00

Table - 3

(j) Distribution of shareholding as on March 31, 2019:

No. of Equity shares held (Nominal Value)	No. of Shareholders	% of shareholders	No. of shares held	% of shareholding
Upto 5000	60334	98.80	40088370.00	20.91
5001-10000	416	0.68	3408900.00	1.78
10001-20000	167	0.27	2576860.00	1.34
20001-30000	43	0.07	1083440.00	0.57
30001-40000	14	0.02	504000.00	0.26
40001-50000	27	0.04	1312730.00	0.68
50001-100000	23	0.04	1563700.00	0.82
100001 & Above	42	0.07	141150870.00	73.64
Total	61066	100.00	191688870.00	100.00

28. DISCLOSURES:**(i) Policy for determining 'material' subsidiaries**

Your Company has formulated a Policy for Determining 'Material' Subsidiaries as defined in Regulation 16 of the Listing Regulations. This Policy has also been available on the website of the Company and can be accessed through website at: www.gsail.org

(ii) Materially Significant Related Party Transactions:

There are material related party transactions of the Company which does not have potential conflict with the interest of the Company at large. The details of related party transactions are reported in Notes to the financial statement.

Your Company has formulated a Policy on Materiality of and Dealing with Related Party Transactions which specify the manner of entering into related party transactions. This Policy has also been available on the website of the Company and can be accessed through website at: www.gsail.org

(iii) The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting

- Principles in India (Indian GAAP) and comply with the Accounting Standards specified under section 133 of the Act.
- (iv) **Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchange or SEBI, or any statutory authority, on any matter related to capital markets, during the last three years:**
During the financial year 2018-19 the Penalty of Rs. 42480/- was levied by Bombay Stock Exchange Limited respectively on account of delay in filling of Corporate Governance Report for the Quarter/Half Year ended September 2018 .and Penalty of Rs 35000/- was levied by Bombay Stock Exchange Limited respectively on account of delay in submission of financial results for the year ended March 2018 Accordingly, the company had paid penalty as imposed by stock exchanges
- (v) **Vigil Mechanism Policy**
In accordance with Regulation 22 of the Listing Regulations, the Company has formulated a Whistle Blower policy which is also available on the website of the Company at www.gsail.org. During the year under review, no employee was denied access to the Audit Committee.
- (vi) **Commodity Price Risk or Foreign Exchange Risk and Hedging activities**
Your Company does not deal in any commodity and hence is not directly exposed to any commodity price risk.
- (vii) **Mandatory and Non-mandatory requirements:**
The Company has complied with all the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and The Company has fulfilled the following non-mandatory requirements as prescribed in Schedule II, PART E of Regulation 27(1) of (Listing Obligations and Disclosure Requirements) Regulations, 2015. Chairman is elected in meeting.
During the year under review, the Auditors have provided an modified audit opinion on the financial statements of the Company.
As the quarterly, half yearly, financial performance and summary of significant events are published in the newspapers and are also available on the Company's website, the same are not mailed to the shareholders.
Reporting of Internal Auditor: The Internal Auditor reports directly to the Audit Committee.
- (viii) Your Company has complied with all the applicable requirements of Regulations 17 to 27 and clause (b) to (i) of sub-regulation 46 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015. However these are not mandatory to the company.
- (ix) **Dividend :**
No Dividend declared due to financial prudence.
- (x) **Unclaimed Dividend/ Shares:**
The Company does not have any unclaimed shares/ Unclaimed Dividend.
- (xi) **Pledge of equity shares**
No Pledge has been created over the Equity Shares held by the Promoters and/or Promoter Group Shareholders as on 31 March 2019
- (xii) **Promoters' shareholding**
The aggregate Shareholding of the Promoters and Persons belonging to the Promoters Group as on 31 March 2019 comprised of 1, 28, 88,291 Equity Shares of Rs. 10/- each representing 67.24% of the total paid up Share Capital of the Company
- (xiii) The Company does not have any shares in the demat suspense account/unclaimed suspense account.

29. OTHERS INFORMATION:

- Proceeds from public issue, right issue, preferential issue, etc : Not Applicable
- The company has adopted a policy on dissemination of information on the material events to stock exchanges in accordance with the regulation 30 of the SEBI (LODR) Regulations, 2015. The said policy is available on the website of the company at following website:-www.gsail.org
- The company has adopted the policy on preservation of documents in accordance with the regulation 9 of the SEBI (LODR) Regulations, 2015. The documents preservation policy is available on the website of the company at following web site: www.gsail.org

**By order of the Board of Directors
For Girdharilal Sugar And Allied Industries Limited**

SD/-

**Rajesh Agrawal
(DIN: - 00107009)**

Chairman & Managing Director

**Place: Dewas (M.P.)
Date: 13th August, 2019**

**ANNEXURE TO CORPORATE GOVERNANCE REPORT
PRACTICING COMPANY SECRETARY CERTIFICATE REGARDING
COMPLIANCE OF CORPORATE GOVERNANCE**

To,

The Member of

Girdharilal Sugar and Allied Industries Limited

45/47-A, Industrial Area No.1

A.B. Road, Dewas, Madhya Pradesh-455001

1. I have examined the compliance of corporate governance by Girdharilal Sugar And Allied Industries Limited ('the company') for the year ended on 31 March, 2019 as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46 (2) and paragraphs C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation").
2. The Compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to a review of the procedures 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.
3. In my opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulation 17 to 27 and clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the SEBI Listing Regulations.
4. I 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

Date: 13.08.2019

For CS Aakruti Somani

Practicing Company Secretaries

M. No: ACS-54612, COPNo: 20395

Annexure - G
DECLARATION OF CODE OF CONDUCT

The Board of Directors has laid down the Code of Conduct for all the Board Members and members of the senior management. The Code is also placed on the website of the Company at the **Web site: - www.gsail.org**

A certificate from the Managing Director, affirming compliance of the said Code by all the Board Members and members of the senior management to whom the Code is applicable, is annexed separately to this report. Further, the Directors and the Senior Management of the Company has submitted disclosure to the Board that they do not have any material financial and commercial transactions that may have a potential conflict with the interest of the Company at large.

By order of the Board of Directors
For Girdharilal Sugar And Allied Industries Limited

SD/-

Rajesh Agrawal
(DIN: - 00107009)

Chairman & Managing Director

Place: Dewas (M.P.)
Date: 13th August, 2019

Annexure - H
MD and CFO Certification under Regulation 17(8) and Part B of Schedule II of the SEBI
(Listing Obligations & Disclosure Requirements) Regulations, 2015

The Board of Directors
Girdharilal Sugar and Allied Industries Limited

45/47-A, Industrial Area No.1
A.B. Road, Dewas, Madhya Pradesh-455001

1. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
 - (a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (b) These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit committee:
 - (a) significant changes in internal control over financial reporting during the year;
 - (b) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (c) There is no instances of significant fraud involvement management or an employee of the company
5. 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.
6. 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.

Yours Sincerely,

SD/-

Rajesh Agrawal
(Managing Director)
DIN: 00107009

SD/-

Rakesh Bhatnagar
(Chief Financial Officer)
PAN : ABVVPB8154G

Place: Dewas (M.P.)
Date : 13.08.2019

Annexure - I

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

The Members of

Girdharilal Sugar and Allied Industries Limited

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **GIRDHARILAL SUGAR AND ALLIED INDUSTRIES LIMITED** having CIN **L15424MP1989PLC005564** and having registered office at **45/47-A, INDUSTRIAL AREA NO. 1, A.B. ROAD, DEWAS (M.P.) - 455001**, produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, Gwalior or any such other Statutory.

Sr. No.	Name of Director	DIN	Date of appointment in Company
01	Mr. Rajesh Agrawal	00107009	08/02/1993
02	Mr. Ram Gopal Agrawal	00359638	25/01/2012
03	Mr. Tara Chand Jain	07837497	01/06/2017
04	Ms. Sandhya Jawahar Choubey	08461659	28/05/2019

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Indore
Date: 13.08.2019

For CS Aakruti Somani
Practicing Company Secretaries
M. No: ACS-54612, COP No: 20395

INDEPENDENT AUDITOR'S REPORT**TO THE MEMBERS OF
GIRDHARILAL SUGARS AND ALLIED INDUSTRIES LIMITED****REPORT ON THE STANDALONE FINANCIAL STATEMENTS**

We have audited the accompanying standalone financial statements of **GIRDHARILAL SUGARS AND ALLIED INDUSTRIES LIMITED** (The Company), and the statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow statement and the Statement of Changes in Equity for the year ended 31st March 2019, and notes to the financial statements including a summary of significant accounting policies and other explanatory information.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS 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, 2019, and its total comprehensive income (comprising of profit and other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

BASIS FOR OPINION

We concluded our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained as sufficient and appropriate to provide a basis for our opinion subject to Basis of Qualified Opinion given hereunder :-

BASIS OF QUALIFIED OPINION

The Company has not provided Rs. 74.94 Lacs for the quarter ended 31.3.2019 towards interest on loans from Banks. Had the above liability been considered there would have been a loss of Rs. 186.93 Lacs as against the reported loss of Rs. 111.99 Lacs and other equity as at the balance sheet date would have been Rs. (-) 348.42 Lacs as against reported figure of Rs.(-) 273.48 Lacs.

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 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 31st March 2019, and its profit/loss 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. 37 in respect of interest liability on unpaid undisputed statutory dues if any.
Our opinion is not modified in respect of this matter
- b) Note No. 22© in respect of non-deposition of unclaimed debentures amount to Investors Education and Protection Fund Account.
- c) Note No. 36 in respect of non-provision of MAT Liability under section 115JB of the Income Tax Act of 1961 of Rs.24473898/- for the F.Y. 14-15 to 17-18.

KEY AUDIT MATTERS

Key audit matters are those matters that in our professional judgment were of the most significance in our audit of the financial

statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon and we do not provide a separate opinion on these matters except para (2) hereunder:-

<u>Key Audit Matter Description</u>	<u>How our Audit addressed the key audit matter</u>
1) Considering the company's business as a going concern and the accounts prepared in accordance, with.	We understood and tested the controls established by the management and evaluated that the company's soya division business has temporarily been discontinued due to disparity of margin. However, the company has continued in doing its dairy business which gives good cash margin. Based on these factors we relied that the company's business is still to be continued as a going concern company.
2) Non-provision of interest of Rs.74.94 Lacs on loan taken from banks for the quarter ended 31.3.2019.	We understood and tested the controls established by the management and evaluated that as the company has not made the provision of interest liability of Rs. 74.94 Lacs for the quarter ended 31.3.2019 on the ground that the company's Account has been treated by the bank as a Non-Performing Asset account and also a symbolic possession of the asset taken over by the bank. We do not agree with the reasoning given by the Company and are of the view that the company should have made a provision of interest liability, even the bankers have declared the account as a Non-Performing Asset account. We have taken up this matter in our report as our qualified opinion.
3) Non-Provision of the MAT liability for the F.Y. 14-15 TO 17-18 of Rs. 2,44,73,898 (Refer Note No. 36)	We understood and tested the controls established by the management and evaluated that the non-provision of MAT Liability for the A.Y. 14-15 to 17-18 of Rs. 2,44,73,898 is not in the nature of contingent liability but still has to be provided in the books. The total liability which was not provided by the company has been explained fully in Note No. 36 as referred and we are of the view that the company should have provided this liability. We have referred this matter in Emphasis of Matter for the knowledge of the stakeholders.

OTHER INFORMATION

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is material misstatement of this information, we are required to report the fact.

We have nothing to report in this regard.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements to give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(I) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid Standalone Ind AS financial Statements 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 2019, and the information and explanations given to us, we report that none of the directors is disqualified as on 31st March 2019, from being appointed as a director in terms of subsection (2) of section 164(2) 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.40 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.80.41 lacs to on 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 (erstwhile section 205C of the Companies Act 1956) and deferred the same payment till 2016-17.

Place: Dewas
Date : 28th May, 2019

For, SUNIL BANDI & CO.
Chartered Accountants
F. R. No. 007419C

CA Sunil Bandi
(Partner)
M. No. 077705

Annexure A referred to in our Independent Auditor's Report to the Members of the Company on the Standalone Financial Statements for the year ended 31st March, 2019, 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, Gujarat were not available for our verification. It was informed that the title deeds are lying with Canara Bank Debenture Trustees.
 - 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').
 - iv. (a) In our opinion, and according to the information and explanation given to us, no interest has been charged on loans, the same has 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 ninety days in respect of the loans granted to parties listed in the register maintained under section 189 of the Act.
- 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, Goods and Service 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 2019.

Sr. No.	Name of the Statute	Nature of Due	Amount	Period
1.	M.P. Commercial Tax Act 1994	Regular	46070777	2006-07 to 2016-17
2.	Service Tax	Regular	310827	2013-14 to 15-16
3.	Goods and Service Tax	Regular	6237360	2017-18 to 18-19

- vii. (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	52690600
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 defaulted in repayment of loans from Banks during the year. As on 31.03.2019 Company is in default in repayment of borrowing from bank, The company is in default since September'2017. The total amount of default stands at Rs. __ on account of Installment and Interest. Also company has not paid Deferred Commercial Taxes of Rs. 146416227.
- ix. The company did not raise any money by way of initial public 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 give 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: Dewas
Date: 28th May, 2019

For, SUNIL BANDI & CO.
Chartered Accountants
F. R. No. 007419C

CA Sunil Bandi
(Partner)
M. No. 077705

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 31st March 2019 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 31st March 2019, 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: Dewas

Date: 28th May, 2019

For, SUNIL BANDI & CO.

Chartered Accountants

F. R. No. 007419C

CA Sunil Bandi

(Partner)

M. No. 077705

Girdharilal Sugar And Allied Industries Limited
Balance Sheet as at 31st March, 2019
CIN :- L15424MP1989PLC005564

(In Rupees)

Particulars	Note	As at March 31, 2019	As at March 31, 2018
ASSETS			
1 NON CURRENT ASSETS			
(a) Property Plant and Equipment	4	41,05,56,681	42,60,27,877
(b) Capital Work in Progress	5	7,82,457	7,82,457
(c) Financial Assets			
(i) Investments	6	1,200	1,200
(ii) Loans	7	94,09,182	36,13,771
(iii) Other Financial Assets			
(d) Deferred Tax Assets	8	1,14,86,042	1,59,52,353
(e) Other non current assets	9	53,67,936	33,86,024
		43,76,03,498	44,97,63,682
2 CURRENT ASSETS			
(a) Inventories	10	16,17,83,436	16,91,03,474
(b) Financial Assets			
(i) Trade Receivables	11	10,27,56,606	11,27,71,587
(ii) Cash and Cash Equivalents	12	11,63,609	29,29,563
(iii) Other Bank balances other than (ii) above	12	19,55,803	14,46,840
(iv) Loans	13	15,17,18,824	16,93,24,246
(v) Other Financial Assets	14	3,16,30,421	2,43,25,373
(c) Current Tax Assets (Net)	15	5,11,571	14,73,605
(d) Other Current Assets	16	1,65,94,498	1,66,60,490
		46,81,14,768	49,80,35,179
TOTAL ASSETS		90,57,18,266	94,77,98,860
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	17	19,16,53,870	19,16,53,870
(b) Other Equity	18	(2,73,48,247)	(1,61,49,495)
		16,43,05,623	17,55,04,375
LIABILITIES			
1 NON CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	19	7,44,253	3,16,49,608
(b) Provisions	20	61,84,755	61,68,737
		69,29,008	3,78,18,345
2 CURRENT LIABILITIES			
(a) Financial Liabilities			
(I) Borrowings	19	15,31,41,288	12,26,11,023
(II) Trade Payable			
(i) Total outstanding due to micro & small enterprises		4,07,736	43,94,461
(ii) Total outstanding dues of creditors other than micro & small enterprises.		21,90,30,790	25,85,67,794
(iii) Other Financial Liabilities	22	23,19,69,732	22,74,06,297
(b) Other Current Liabilities	23	12,86,11,034	11,95,59,793
(c) Provisions	24	13,23,055	19,36,772
		73,44,83,635	73,44,76,140
TOTAL EQUITY AND LIABILITIES		90,57,18,266	94,77,98,860
Significant Accounting Policies The accompanying notes are an integral part of these financial statement	1 2 to 46		

This is the Balance Sheet referred to in our report of even date

For Sunil Bandi & Company

Chartered Accountants

Firm Reg. No. 007419C

CA : Sunil Bandi

Partner

M.No. 077705

PLACE: DEWAS**DATE: 28th May 2019****RAJESH AGRAWAL**

MANAGING DIRECTOR

DIN : 00107009

RAKESH BHATNAGAR

CHIEF FINANCIAL OFFICER

PAN : ABVPB8154G

For and behalf of the Board of Directors

R.G. AGRAWAL

DIRECTOR

DIN : 00359638

NARENDRA GUPTA

COMPANY SECRETARY

M.NO. 47935

Girdharilal Sugar And Allied Industries Limited
Statement of Profit and Loss for the year ended 31st March, 2019
CIN :- L15424MP1989PLC005564

(In Rupees)

Particulars	Note	For the year ended 31.03.2019	For the year ended 31.03.2018
Income			
Revenue From Operations	25	37,14,59,086	45,52,80,594
Other income	26	44,13,409	1,08,41,878
Total income (A)		37,58,72,495	46,61,22,472
Expenses			
Cost of materials consumed	27	25,96,60,824	32,68,49,497
Purchases of Stock-in-Trade	28	77,56,206	52,15,000
Changes in inventories of finished goods, Stock-in-Trade and work-in-progress	29	78,35,622	(20,21,616)
Employee benefit expense	30	1,84,88,611	2,20,04,302
Finance Costs	31	2,80,80,460	3,04,86,820
Depreciation and amortization expense	4	1,83,88,632	2,05,51,211
Other Expenses	32	4,31,19,037	6,30,43,679
Total expenses (B)		38,33,29,392	46,61,28,893
Profit/(loss) before exceptional items and tax (C)		(74,56,897)	(6,421)
Exceptional Items (D)	33	-	47,86,885
Profit/(loss) before tax (E=C-D)		(74,56,897)	47,80,464
Tax expense			
(1) Current tax		-	-
(2) Deferred tax (credit)/ charge	8	44,66,311	7,78,743
Total Tax (F)		44,66,311	7,78,743
Profit/(Loss) for the year from continuing operations(E-F)		(1,19,23,208)	40,01,721
Profit/(Loss) from discontinued operations		-	-
Tax expense of discontinued operations			
(1) Current tax		-	-
(2) Deferred tax		-	-
Profit/(Loss) from discontinued operations(after tax)		-	-
Profit/(loss) for the period		(1,19,23,208)	40,01,721
Other comprehensive income	34		
"A (i) Items that will not be reclassified to profit or loss"		7,24,456	27,34,338
"(ii) Income tax relating to items that will not be reclassified to profit or loss "		-	-
"B (i) Items that will be reclassified to profit or loss"		-	-
"(ii) Income tax relating to items that will be reclassified to profit or loss "		-	-
Total Other Comprehensive Income		7,24,456	27,34,338
Total Comprehensive Income for the period (Comprising Profit (Loss) and Other Comprehensive Income for the period)		(1,11,98,752)	67,36,059
Earnings per equity share of Rs. 10/- Each (for continuing operation):	38		
Basic		0.62	0.21
Diluted		0.62	0.21
Earnings per equity share of Rs. 10/- Each (for discontinued operation):	38		
Basic		-	-
Diluted		-	-
Earnings per equity share of Rs. 10/- Each (for discontinued & continuing operations)	38		
Basic		0.62	0.21
Diluted		0.62	0.21
Significant Accounting Policies and Notes on Financial Statements	1 to 46		

This is the Balance Sheet referred to in our report of even date

For Sunil Bandi & CompanyChartered Accountants
Firm Reg. No. 007419C**CA : Sunil Bandi**Partner
M.No. 077705**PLACE: DEWAS****DATE: 28th May 2019****RAJESH AGRAWAL**
MANAGING DIRECTOR
DIN : 00107009
RAKESH BHATNAGAR
CHIEF FINANCIAL OFFICER
PAN : ABVPB8154G

For and behalf of the Board of Directors

R.G. AGRAWAL
DIRECTOR
DIN : 00359638
NARENDRA GUPTA
COMPANY SECRETARY
M.NO. 47935

Girdharilal Sugar And Allied Industries Limited
Cash Flow Statement

For the year ended 31st March, 2019

(In Rupees)

Particulars	Year ended 31 st March 2019		Year ended 31 st March 2018	
A	<u>Cash Flow from Operating Activities</u>			
Profit / (Loss) before tax		(74,56,897)		47,80,464
Adjustments for:				
Remeasurement of Defined Benefit Plans	7,24,456		2734338	
Depreciation & Amortisation	1,83,88,632		2,05,50,834	
Provision for Gratuity	8,74,049		11,69,120	
Provision for Leave Encashment	3,45,837		4,63,390	
Unwinding Finance Cost	43,01,402		37,68,201	
Miscellaneous Balances Written off	(4,50,197)		(10,95,812)	
Interest Expense	2,79,20,346		2,98,73,613	
Profit On Sale of Assets	(29,69,250)		(16,65,834)	
Interest Income	(2,95,539)		(4,06,539)	
		4,88,39,736		5,53,91,311
Operating Profit before Working Capital Changes		4,13,82,839		6,01,71,775
Adjustments for:				
Trade Receivables	1,00,14,981		1,11,69,880	
Other financial assets	(72,50,394)		20,96,791	
Other Bank Balances	(5,08,963)		2,17,033	
Inventories	73,20,038		(37,20,717)	
Other Current Assets	65,992		(10,71,197)	
Trade Payables	(4,35,23,729)		(96,07,689)	
Other Current Liabilities	95,01,438		(1,54,20,337)	
Short Term Provisions	-		16,28,886	
Movement in deposits	(57,95,411)	(3,01,76,048)	(2,36,642)	(1,49,43,992)
Net Cash generated from / (used) in Operating Activities (before tax)		1,12,06,791		4,52,27,783
Taxes (Paid) / Refund (net)		(10,19,878)		(9,91,651)
Net Cash generated from / (used) in Operating Activities		1,01,86,913		4,42,36,132
B	<u>Cash Flow from Investing Activities</u>			
Interest Received	(70,31,043)		(70,31,043)	
(Purchase) / Sale of Tangible Assets (Net)	1,22,66,777		(1,39,32,611)	
Movement in Loans and Advances	(98,90,053)		(1,36,58,254)	
Net Cash generated from / (used) in Investing Activities		1,35,96,719		(67,56,686)
C	<u>Cash Flow from Financing Activities</u>			
Interest Paid	(2,79,20,346)		(2,98,73,613)	
Repayment/Proceeds of Long Term/Short Term Loans	44,35,010		(7,16,570)	
Repayment of Unpaid Matured Debentures	(2,46,665)		(7,12,175)	
Movement in Long Term Provisions	(18,17,585)		(47,41,374)	
Net Cash generated from / (used) in Financing Activities		(2,55,49,586)		(3,60,43,732)
Net increase / (decrease) in Cash and Cash Equivalents (A+B+C)		(17,65,954)		14,35,714
Opening Balance of Cash and Cash Equivalents		29,29,563		14,93,849
Closing Balance of Cash and Cash Equivalents		11,63,609		29,29,563
Net increase / (decrease) in Cash and Cash Equivalents		(17,65,954)		14,35,714

This is the Balance Sheet referred to in our report of even date

For Sunil Bandi & Company

Chartered Accountants

Firm Reg. No. 007419C

CA: **Sunil Bandi**

Partner

M.No. 077705

PLACE: DEWAS

DATE: 28th May 2019

For and behalf of the Board of Directors

RAJESH AGRAWAL

MANAGING DIRECTOR

DIN : 00107009

RAKESH BHATNAGAR

CHIEF FINANCIAL OFFICER

PAN : ABVPB8154G

R.G. AGRAWAL

DIRECTOR

DIN : 00359638

NARENDRA GUPTA

COMPANY SECRETARY

M.NO. 47935

STATEMENT OF CHANGES IN EQUITY
Girdharilal Sugar And Allied Industries Limited
Statement of Changes in Equity for the period ended 31st March 2019

A. Equity Share Capital

(Rupees)

Particulars	Amount
Balance at the beginning of reporting period as on 1st April 2017	19,16,53,870
Changes in Equity share capital during the year 2017-18	
Balance at the end of reporting period as on 31st March 2018	19,16,53,870
Changes in Equity share capital during the year 2018-19	
Balance at the end of reporting period as on 31st March 2019	19,16,53,870

B. Other Equity

	Reserve and Surplus				(Rupees)
	Equity Component of Compound Financial Instruments	Capital Reserve	Retained Earnings	Revaluation Surplus	Total
31st March 2018					
Balance at the beginning of reporting period 1st April, 2017	1,90,15,381	1,40,00,000	(18,75,56,371)	13,90,93,019	(1,54,47,971)
Profit for the year 2017-18			40,01,721		40,01,721
Other comprehensive income for the year 2017-18		-	27,34,338		27,34,338
Transferred from Retained Earnings	-		(74,37,583)	-	(74,37,583)
Balance at the end of reporting period 31st March 2018	1,90,15,381	1,40,00,000	(18,82,57,895)	13,90,93,019	(1,61,49,495)
31st March 2019					
Profit for the year 2018-19			(1,19,23,208)		(1,19,23,208)
Total comprehensive income for the year 2018-19			7,24,456		7,24,456
Balance at the end of reporting period 31st March 2019	1,90,15,381	1,40,00,000	(19,94,56,647)	13,90,93,019	(2,73,48,247)

This is the Balance Sheet referred to in our report of even date

For Sunil Bandi & Company

Chartered Accountants

Firm Reg. No. 007419C

For and behalf of the Board of Directors

CA : Sunil Bandi

Partner

M.No. 077705

RAJESHAGRAWAL

MANAGING DIRECTOR

DIN : 00107009

R.G. AGRAWAL

DIRECTOR

DIN : 00359638

PLACE: DEWAS**DATE: 28th May 2019****RAKESH BHATNAGAR**

CHIEF FINANCIAL OFFICER

PAN : ABVPB8154G

NARENDRA GUPTA

COMPANY SECRETARY

M.NO. 47935

Girdharilal Sugar And Allied Industries Limited
Notes on Financial Statement for the year ended 31st March, 2019

Significant Accounting Policies

1. 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.

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

2.1 BASIS OF PREPARATION AND PRESENTATION

The standalone financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Certain financial assets and liabilities (including derivative instruments) and
- Defined benefit plans - plan assets

"The financial statements of the Company have been prepared to comply with the Indian Accounting standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013. Upto the year ended March 31, 2017, the Company has prepared its financial statements in accordance with the requirement of Indian Generally Accepted Accounting Principles (GAAP), which include Standards notified under the Companies (Accounting Standards) Rules, 2006 and considered as "Previous GAAP"."

2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Property, Plant and Equipment (PPE)

- i) Property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.
- ii) Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably. In the carrying amount of an item of PPE, the cost of replacing the part of such an item is recognized when that cost is incurred if the recognition criteria are met. The carrying amount of those parts that are replaced is derecognized in accordance with the derecognition principles.
- iii) Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre - operative expenses and disclosed under Capital Work - in - Progress.
- iv) "Depreciation on property, plant and equipment is provided using straight line method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Each part of an item of Property, Plant & Equipment with a cost that is significant in relation to total cost of the Machine is depreciated separately, if its useful life is different than the life of the Machine. Based on the technical evaluation, the management believes that the useful life of Dies and Moulds is 6 years."
- v) The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.
- vi) Gains or losses arising from derecognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.
- vii) Spare parts procured along with the Plant & Machinery or subsequently which meet the recognition criteria are capitalized and added in the carrying amount of such item. The carrying amount of those spare parts that are replaced is derecognized when no future economic benefits are expected from their use or upon disposal. Other machinery spares are treated as "stores & spares" forming part of the inventory.

b) Leases

- i) Leases are classified as finance leases whenever the terms of the lease, transfers substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

- ii) Leased assets: Assets held under finance leases are initially recognised as assets of the Company at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation.
 - iii) Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in Statement of Profit and Loss, unless they are directly attributable to qualifying assets, in which case they are capitalized. Contingent rentals are recognised as expenses in the periods in which they are incurred.
 - iv) A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.
 - v) Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term except where another systematic basis is more representative of time pattern in which economic benefits from the leased assets are consumed.
- c) Intangible assets**
- i) Intangible Assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulated amortization /depletion and impairment loss, if any. Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.
 - ii) Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.
 - iii) Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised
- d) Capital Work in Progress**
- i) Expenditure incurred on assets under construction (including a project) is carried at cost under Capital Work in Progress. Such costs comprises purchase price of asset including import duties and non-refundable taxes after deducting trade discounts and rebates and costs that are directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.
 - ii) Cost directly attributable to projects under construction include costs of employee benefits, expenditure in relation to survey and investigation activities of the projects, cost of site preparation, initial delivery and handling charges, installation and assembly costs, professional fees, expenditure on maintenance and up-gradation etc. of common public facilities, depreciation on assets used in construction of project, interest during construction and other costs if attributable to construction of projects. Such costs are accumulated under "Capital works in progress" and subsequently allocated on systematic basis over major assets, other than land and infrastructure facilities, on commissioning of projects.
 - iii) Capital Expenditure incurred for creation of facilities, over which the Company does not have control but the creation of which is essential principally for construction of the project is capitalized and carried under "Capital work in progress" and subsequently allocated on systematic basis over major assets, other than land and infrastructure facilities, on commissioning of projects, keeping in view the "attributability" and the "Unit of Measure" concepts in Ind AS 16- "Property, Plant & Equipment". Expenditure of such nature incurred after completion of the project, is charged to Statement of Profit and Loss.
- e) Research and Development Expenditure**
- Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss. Development costs of products are charged to the Statement of Profit and Loss unless a product's technological and commercial feasibility has been established, in which case such expenditure is capitalised.
- f) Finance Cost**
- i) Borrowing costs include exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its

intended use or sale are capitalised as part of the cost of the asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

- ii) Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.
- iii) All other borrowing costs are expensed in the period in which they occur.

g) Inventories

- i) Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any, except in case of by-products which are valued at net realisable value. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads net of recoverable taxes incurred in bringing them to their respective present location and condition.
- ii) Cost of raw materials, stores and spares, packing materials, trading and other products are determined at Cost, with moving average price on FIFO basis

h) Impairment of non-financial assets - property, plant and equipment and intangible assets

- i) The Company assesses at each reporting date as to whether there is any indication that any property, plant and equipment and intangible assets or group of assets, called Cash Generating Units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.
- ii) An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.
- iii) The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

i) Provisions, Contingent Liabilities and Contingent Assets and Commitments

- i) Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Such provisions are determined based on management estimate of the amount required to settle the obligation at the balance sheet date. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a standalone asset only when the reimbursement is virtually certain.
- ii) If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.
- iii) Contingent liabilities are disclosed on the basis of judgment of management. These are reviewed at each balance sheet date are adjusted to reflect the current management estimate.
- iv) Contingent assets are not recognized but are disclosed in the financial statements when inflow of economic benefits is probable.

h) Income Taxes

The tax expense for the period comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the other comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity.

i) Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

ii) Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.

i) Foreign Currency Transactions

- i) Transactions in foreign currencies are initially recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.
- ii) Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets.
- iii) Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or Statement of Profit and Loss are also recognised in OCI or Statement of Profit and Loss, respectively).

j) Employee Benefits Expense**Short Term Employee Benefits**

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

Post-Employment Benefits**Defined Contribution Plans**

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions to a separate entity. The Company makes specified monthly contributions towards Provident Fund, Superannuation Fund and Pension Scheme. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

Defined Benefits Plans

"The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The Company pays gratuity to the employees whoever has completed five years of service with the Company at the time of resignation/superannuation. The gratuity is paid @15 days salary for every completed year of service as per the Payment of Gratuity Act 1972. The gratuity liability amount is contributed to the approved gratuity fund formed exclusively for gratuity payment to the employees. The gratuity fund has been approved by respective IT authorities. The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services. Re-measurement of defined benefit plans in respect of post-employment are charged to the Other Comprehensive Income."

Employee Separation Costs

Compensation to employees who have opted for retirement under the voluntary retirement scheme of the Company is payable in the year of exercise of option by the employee. The Company recognises the employee separation cost when the scheme is announced and the Company is demonstrably committed to it.

k) Revenue recognition

"Revenue from operation includes sale of goods and processing receipts. Revenue from sale of goods is recognised when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated cost can be estimated reliably, there is no continuing effective control or managerial involvement with the goods, and the amount of revenue can be measured reliably. Revenue from rendering of services is recognised when the performance of agreed contractual task has been completed. Revenue from sale of goods is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. Revenue from operations includes sale of goods, services, service tax, excise duty and adjusted for discounts (net), and gain/ loss on corresponding hedge contracts. "

Interest income

Interest income from a financial asset is recognised using effective interest rate (EIR) method.

Dividends

Revenue is recognised when the Company's right to receive the payment has been established, which is generally when shareholders approve the dividend.

1) Insurance Claims

Insurance claims are accounted for on the basis of claims admitted/ expected to be admitted to the extent that there is no uncertainty in receiving the claims.

m) Financial Instruments**i) Financial Assets****A. Initial recognition and measurement**

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

B. Subsequent measurement**Financial assets carried at amortised cost**

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss (FVTPL)

A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL.

C. Investment in subsidiaries, Associates and Joint Ventures

"The Company has elected to measure investment in subsidiaries, joint venture and associate at cost. On the date of transition, the fair value has been considered as deemed cost. Investment in Equity shares & Mutual Funds etc., are classified at fair value through the profit and loss account."

D. Other Equity Investments

All other equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'.

E. Impairment of financial assets

"In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL). Expected credit losses are measured through a loss allowance at an amount equal to: • The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or • Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument) For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed. For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used."

ii) Financial Liabilities

A. Initial recognition and measurement

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

B. Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Derivative financial instruments and Hedge Accounting

"The Company uses various derivative financial instruments such as interest rate swaps, currency swaps, forwards & options and commodity contracts to mitigate the risk of changes in interest rates, exchange rates and commodity prices. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss, except for the effective portion of cash flow hedges which is recognised in Other Comprehensive Income and later to Statement of Profit and Loss when the hedged item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial assets or non-financial liability."

Hedges that meet the criteria for hedge accounting are accounted for as follows:

- a) **"Cash flow hedge** The Company designates derivative contracts or non derivative financial assets / liabilities as hedging instruments to mitigate the risk of movement in interest rates and foreign exchange rates for foreign exchange exposure on highly probable future cash flows attributable to a recognised asset or liability or forecast cash transactions. When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognized in the cash flow hedging reserve being part of other comprehensive income. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in the Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognized in cash flow hedging reserve till the period the hedge was effective remains in cash flow hedging reserve until the underlying transaction occurs. The cumulative gain or loss previously recognized in the cash flow hedging reserve is transferred to the Statement of Profit and Loss upon the occurrence of the underlying transaction. If the forecasted transaction is no longer expected to occur, then the amount accumulated in cash flow hedging reserve is reclassified in the Statement of Profit and Loss."
- b) **"Fair Value Hedge** The Company designates derivative contracts or non derivative financial assets / liabilities as hedging instruments to mitigate the risk of change in fair value of hedged item due to movement in interest rates, foreign exchange rates and commodity prices. Changes in the fair value of hedging instruments and hedged items that are designated and qualify as fair value hedges are recorded in the Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, the adjustment to the carrying amount of a hedged item for which the effective interest method is used is amortised to Statement of Profit and Loss over the period of maturity."

Derecognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

n) **Operating Cycle**

"The Company presents assets and liabilities in the balance sheet based on current / non-current classification based on operating cycle. An asset is treated as current when it is: a. Expected to be realized or intended to be sold or consumed in normal operating cycle; b. Held primarily for the purpose of trading; c. Expected to be realized within twelve months after the reporting period, or d. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current."

"A liability is current when: a. It is expected to be settled in normal operating cycle; b. It is held primarily for the

purpose of trading;c. It is due to be settled within twelve months after the reporting period, ord. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting periodAll other liabilities are classified as non-current.Deferred tax assets and liabilities are classified as non-current assets and liabilities.The company has identified twelve months as its operating cycle."

o) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for events of bonus issue; bonus element in a right issue to existing shareholders.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

p) Dividend Distribution

Dividend distribution to the shareholders is recognised as a liability in the company's financial statements in the period in which the dividends are approved by the company's shareholders.

q) Statement of Cash Flows

i) Cash and Cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

ii) Statement of Cash Flows is prepared in accordance with the Indirect Method prescribed in the relevant Accounting Standard.

2.3 CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of the financial statements in conformity with the Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosures as at date of the financial statements and the reported amounts of the revenues and expenses for the years presented. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates under different assumptions and conditions. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

a) Depreciation / amortisation and useful lives of property plant and equipment / intangible assets

Property, plant and equipment / intangible assets are depreciated / amortised over their estimated useful lives, after taking into account estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation / amortisation to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation / amortisation for future periods is revised if there are significant changes from previous estimates.

b) Recoverability of trade receivable

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

c) Provisions

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgment to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

d) Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

e) Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

Girdharilal Sugar And Allied Industries Limited
Notes annexed to and forming part of Financial Statements

6 Non- Current Investments

Particulars	As at March 31, 2019	As at March 31, 2018
Investment in Debentures or Bonds (At Amortized Cost)		
M.P.Government Bonds (Unquoted)	1,200	1,200
Total	1,200	1,200
Aggregate amount of quoted investments	NIL	NIL
Aggregate amount of unquoted investments	1,200	1,200
Aggregate amount of impairment in value of investments	NIL	NIL

7 Loans

Particulars	As at March 31, 2019	As at March 31, 2018
Security Deposits		
Unsecured, considered good	94,09,182	36,13,771
Loans & Advances to Related Parties		
Premier Proteins Limited (Unsecured considered short term for the current year)	-	-
Total	94,09,182	36,13,771

8 Deferred Tax Assets/(Liabilities)

The Movement on the deferred tax account is as follows

Particulars	As at March 31, 2019	As at March 31, 2018
Deferred Tax Assets on account of timing differences		
At the start of the year	1,59,52,353	1,67,31,096
(Charge)/Credit to Statement of Profit & Loss	-44,66,311	-7,78,743
At the end of the year	1,14,86,042	1,59,52,353

Component of Deferred Tax Liabilities/(Assets)

Particulars	As at 31st March- 2018	Charge/(Credit) to Statement of Profit & Loss	As at 31st March- 2019
Deferred Tax Assets/(Liabilities) in relation to :			
Disallowances under section 43B	5,43,17,571	30,69,661	5,73,87,233
Carryforward of losses	5,49,68,362	(1,15,91,749)	4,33,76,613
Property Plant and Equipment	(5,63,41,435)	(4,05,577)	(5,22,85,658)
Long term provisions	(3,69,92,147)	-	(3,69,92,147)
Short term provisions	-	(-)	-
Ind AS adjustments			
Total	1,59,52,352	(44,66,311)	1,14,86,040

9 Other non current assets

Particulars	As at March 31, 2019	As at March 31, 2018
Income Tax Refundable	53,67,936	33,86,024
Balance with Bank FDR held as Margin Money (maturity more than 12 months)	-	-
Total	53,67,936	33,86,024

10 Inventories

Particulars	As at March 31, 2019	As at March 31, 2018
Raw Materials	1,01,15,769	95,68,009
Finished goods & WIP	13,31,83,526	14,10,19,148
Stores and spares	40,99,002	40,93,424
Others	1,43,85,139	1,44,22,893
Total	16,17,83,436	16,91,03,474

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

11 Trade Receivables (Unsecured)

Particulars	As at March 31, 2019	As at March 31, 2018
Trade Receivables		
Secured considered good	-	-
Unsecured considered good	2,87,25,091	11,27,71,587
Trade Receivables which have significant increase in credit risk	7,40,31,515	-
Trade Receivable - credit impaired	-	-
Total	10,27,56,606	11,27,71,587
Allowance for doubtful debts Receivable	-	-
Total	10,27,56,606	11,27,71,587

12 Cash and Bank Balances

Particulars	As at March 31, 2019	As at March 31, 2018
Cash & Cash Equivalents		
Balances with Banks		
(i) Current Accounts	7,98,536	27,37,763
Cash on Hand	3,65,073	1,91,800
Total	11,63,609	29,29,563
Other Bank Balances*		
In deposit account with more than three months maturity	19,55,803	14,46,840
	19,55,803	14,46,840
Total	31,19,412	43,76,403

* As margin money of bank guarantee and letter of credit

13 Loans

Particulars	As at March 31, 2019	As at March 31, 2018
Security Deposits		
Unsecured, considered good	1,42,18,392	1,94,65,174
Loans to Related Parties		
Premier Proteins Limited (Including transfer from long term loans)	13,75,00,432	14,98,59,072
Total	15,17,18,824	16,93,24,246

14 Other Financial Assets

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured Considered Good		
Advances Recoverable in Cash	3,11,94,859	2,39,44,465
Interest accrued on deposits	4,35,562	3,80,908
Total	3,16,30,421	2,43,25,373

15 Current Tax Assets

Particulars	As at March 31, 2019	As at March 31, 2018
Advance Income Tax (Net of provision)	5,11,571	14,73,605
Total	5,11,571	14,73,605

16 Other current assets

Particulars	As at March 31, 2019	As at March 31, 2018
Balances with Statutory/Government Authorities	1,59,88,016	1,62,20,157
Prepaid Expenses	4,66,176	4,00,027
Cash and cash equivalent (cash balance lying in seized account)	1,40,306	40,306
Total	1,65,94,498	1,66,60,490

17 Share capital

(a) Particulars	As at March 31, 2019		As at March 31, 2018	
	Amount	Number	Number	Amount
Authorised 27500000 Equity Shares (Prev. Year 27500000) of Rs. 10/- each	2,75,00,00,000	27,50,00,000	27,50,00,000	2,75,00,00,000
Issued, Subscribed & fully paid up 1,91,68,887 Equity Shares (Prev. Year 1,85,90,000) of Rs. 10/- each	19,16,88,870	19,16,88,870	1,91,68,887	19,16,88,870
Less:- Calls unpaid (Rs.5 per Share) on 7000 Equity Shares	-	(35,000)	-	(35,000)
Add:- Issued during the year	-	-	-	-
	1,91,68,887	19,16,53,870	1,91,68,887	19,16,53,870

Reconciliation of the number of equity shares outstanding at the beginning and at the end of the year

(b) Particulars	As at March 31, 2019		As at March 31, 2018	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	1,91,68,887	19,16,53,870	1,91,68,887	19,16,53,870
Add: Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	1,91,68,887	19,16,53,870	1,91,68,887	19,16,53,870

Shares held by the holding Company / Associate Company and shareholders holding more than 5% shares in the Company

(c) Name of the Shareholder	As at March 31, 2019		As at March 31, 2018	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity Shares				
Vertex Investments Pvt. Limited	21,48,951	11.21%	21,48,951	11.21%
R.K.Agrawal	16,00,800	8.35%	16,00,800	8.35%
Girdharilal Rajesh Kumar HUF	9,66,320	5.04%	9,66,320	5.04%
Rajesh Kumar HUF	13,57,000	7.08%	13,57,000	7.08%
Bimla Devi Agrawal	14,72,114	7.68%	14,72,114	7.68%
Sangeeta Agrawal	13,87,600	7.24%	13,87,600	7.24%

Terms / Rights to Shareholders**(i) Equity Shares****(A) Voting**

(i) The Company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held.

In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

18 Other Equity

Particulars	As at	
	March 31, 2019	March 31, 2018
(a) Capital Reserve		
Balance as per last financial statement	1,40,00,000	1,40,00,000
Add : Additions during the year	-	-
Less : Transfer during the year	-	-
(a)	1,40,00,000	1,40,00,000
(b) Surplus/(Deficit) as per the Statement of Profit and Loss		
Balance as per Last Financial statement	(18,82,57,894)	(18,75,56,371)
Add: Impact of Change of useful life of assets (asper schedule II to the Companies Act, 2013)		
Add: Impact of Ind AS adjustments(Net)	-	(74,37,582)
Profit/(Loss) for the Year	(1,11,98,752)	67,36,059
Net Surplus / (Deficit) as per the	(19,94,56,646)	(18,82,57,894)
Statement of Profit and Loss		
(c) Revaluation Reserve		
Balance as per Last Financial Statements	13,90,93,019	13,90,93,019
Add: Revaluation of Freehold Land	-	-
Less: Realised during the year	-	-
Closing Balance	13,90,93,019	13,90,93,019
(d) Equity Component of Compound Financial Instruments		
Balance as per Last Financial statement		
Add: Equity component of Interest free Unsecured loans classified as Promoters Equity	1,90,15,381	1,90,15,381
(d)	1,90,15,381	1,90,15,381
Total	(2,73,48,246)	(1,61,49,494)

19 Borrowings

Particulars	As at March 31, 2019		As at March 31, 2018	
	Non Current	Current*	Non Current	Current*
(a) Term Loans (Long Term)				
Secured				
Term Loans				
From Banks (Short Term)				
From Canara Bank Term Loan/ Working Capital Loan	-	9,86,92,087	-	8,60,40,308
From Others				
Funded interest Term Loan				
Others (Car Loan)	7,44,253	-	12,51,010	-
Total Secured Loans	7,44,253	9,86,92,087	12,51,010	8,60,40,308
Unsecured				
Loans and advances from related parties				
Others	-	4,97,73,556	3,03,98,598	2,42,56,743
Others	-	46,75,645	-	1,23,13,972
Total Unsecured Loans	-	5,44,49,201	3,03,98,598	3,65,70,715
Total	7,44,253	15,31,41,288	3,16,49,608	12,26,11,023

***Current Items include amount payable in the next 12 months**

Terms and Conditions of the Loans

- 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.
- 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. The Entire Term Loan of Rs. 7,82,55,993 has been recalled by the Bank and has accordingly being classified as Current Maturity of Long Term Borrowings under Note No. 22.
- 1) 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.

4 Period and amount of default as on the balance sheet date in repayment of borrowings and interest

As on 31.03.2019 Company is in default in repayment of borrowing from bank , The company is in default since September '2017. The entire amount of the Bank borrowing is under default as the Bank has recalled all the Loan.

The Bank has classified all the Loan Facilities as Non Performing Assets and have issued a notice on 02.02.2019 for symbolic possession of the assets of the company.

The Company is taking necessary action for settlement in this respect.

5 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.

6 iii) Short Term Loan from the related parties (Premier Proteins Ltd. and Vertex Investments Pvt. Ltd.) is interest free. The Loan is repayable on demand.

7 iv) 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.

20 Long Term Provisions

Particulars	As at March 31, 2019	As at March 31, 2018
Provision for Employee Benefits		
Gratuity	51,05,381	50,51,662
Leave Encashment	10,79,374	11,17,075
Total	61,84,755	61,68,737

21 Trade payables

Particulars	As at March 31, 2019	As at March 31, 2018
Amount due to related parties		
Total Outstanding dues of Micro & Small enterprises	4,07,736	43,94,461
Others	21,90,30,790	25,85,67,794
Total	21,94,38,526	26,29,62,255

Refer note for information about liquidity risk and market risk of trade payable

Note: Due to micro and small enterprises

The company has certain dues to suppliers registered under micro, small and medium enterprises development act, 2006 (MSMED Act). The disclosures pursuant to the said MSMED Act are as follows

	As at March, 31 2019	As at March, 31 2018
(a) The principal amount remaining unpaid to any supplier at the end of the year	407736	4394461
(b) Interest due remaining unpaid to any supplier at the end of the year	-	-
(c) The amount of interest paid by the buyer in terms of section 16 of MSMED Act along with amount of the payment made to the supplier beyond the appointed day during the year.	-	-
(d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-
(e) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
(f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	-	-

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company. There are no overdue principal amounts / interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for any earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payment made during the year or on balance brought

forward from previous year.

22 Other Financial Liabilities

Particulars	As at March 31, 2019	As at March 31, 2018
Unpaid Matured Debenture and Interest accrued thereon (secured)	80,40,732	82,87,397
Current Maturity of Long Term Debts (Secured)	22,39,29,000	21,91,18,900
Total	23,19,69,732	22,74,06,297

- #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 31/03/2019 Debenture to the extent of Rs.80.41 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. 99.03 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 the company has issued letters to debenture holders requested them to claim the said amount . During the year the company has also paid Rs.2.47 lacs to debenture holders on claim basis during the year 2018-19.
- d. Current maturity of long term debts includes Deferred Payment Liabilities of Rs. 14,37,50,327/- 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. 14,37,50,327/- was payable up to 31.03.2019, However the same has not been paid til in F.Y.2018-19 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.

23 Other Current Liabilities

Particulars	As at March 31, 2019	As at March 31, 2018
(b) Advance against Share Option Agreement (Refer Note 32) Other Payables	12,86,11,034	11,95,59,793
Total	12,86,11,034	11,95,59,793

24 Short Term Provisions

Particulars	As at March 31, 2019	As at March 31, 2018
Gratuity	9,92,848	16,06,085
Leave Encashment	3,30,207	3,30,687
Total	13,23,055	19,36,772

25 Revenue from Operations

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Sale of Products Finished Goods	34,40,66,472	40,55,80,822
Other operating Revenue	34,40,66,472	40,55,80,822
Processing Charges	2,69,97,238	4,94,04,446
Miscellaneous Sales /Receipts	3,95,376	2,95,326
	2,73,92,614	4,96,99,772
Total	37,14,59,086	45,52,80,594

26 Other Income

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Interest Income	2,95,539	4,06,539
Unwinding Finance Income in Interest Free Loans Given'	-	74,37,582
Sundry Balances Written Off (net)	4,50,197	10,95,812
Other Non Operating Income (Net of Expenses)	6,98,423	2,36,111
Profit on sale of Assets	29,69,250	16,65,834
Total	44,13,409	1,08,41,878

Note: Unwinding Finance income on interest free loan given have not been adjusted in view of loan given to related party has been considered short term only instead of long term till 31.03.2018

27 Cost of Material Consumed

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Raw Materials Consumed		
Opening Stock of Raw Material	1,33,45,857	1,41,68,243
Add: Purchases	26,03,66,486	32,61,12,111
Less: Sales /Return	-	(85,000)
	27,37,12,343	34,01,95,354
Less: Closing Stock of Raw Material	(1,40,51,519)	(1,33,45,857)
Total	25,96,60,824	32,68,49,497

28 Purchase of Stock-in-Trade

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
SMP/Dairy Whitener	-	52,15,000
Ghee	77,56,206	-
Total	77,56,206	52,15,000

29 Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Opening Stock		
Finished Goods	14,10,19,148	13,89,97,532
	14,10,19,148	13,89,97,532
Closing Stock		
Finished Goods	13,31,83,526	14,10,19,148
	13,31,83,526	14,10,19,148
(Increase)/Decrease in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress (Total)	78,35,622	(20,21,616)

30 Employee Benefits Expense

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Salaries & Wages	1,57,46,250	1,83,14,725
Bonus	8,38,926	5,11,440
Contribution to Provident & Other Funds	7,39,259	12,21,086
Staff Welfare Expenses	1,98,479	2,51,984
Gratuity Expenses	8,74,049	11,69,120
Leave Encashment Expenses	27,370	4,63,390
Medical reimbursements	64,278	72,557
Total	1,84,88,611	2,20,04,302

31 Finance costs

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Interest on Working Capital Loans	1,25,67,741	1,12,98,544
Interest on Term Loan	74,76,000	98,58,353
Interest on Unsecured Loans	18,04,326	23,71,906
Unwinding Finance Cost On Interest Free Loans Received	43,01,402	37,68,201
Interest on others	17,70,877	25,76,609
Bank Charges	1,60,114	6,13,207
	2,80,80,460	3,04,86,820

The Company has not provided for liabilities for Interest on loans from bank for the quarter ended on March'2019 as the company of the opinion that-

- That the Bank has classified the companies account as non performing asset (NPA). The Bank has also issued Notice u/s 13(2) of the Securitisation & Reconstruction of Financial Assts and Enforcement of Security Interest Act 2002 vide letter dated 28.03.2018.
- That the company has made representation u/s 13(3A) of the said Act and the same is still pending. Meanwhile the Bank has also given notice for symbolic possession of assts of the company on 02.02.2019
- That the company if of the view that necessary action for settlement with bank in this respect and negotiation is going on hence interest for the quarter ended on March'2019 have not been provided

32 Other expenses

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Consumption of Stores & Spares	28,55,824	33,26,395
Power & Fuel	1,91,73,068	3,48,86,551
Freight & Cartage	33,25,148	41,98,994
Rent	50,000	1,20,000
Repairs to Buildings	56,561	55,275
Repairs to Machinery	3,69,865	6,74,306
Insurance	4,29,487	6,41,201
Rates & Taxes	14,312	2,04,464
Auditor Remuneration	1,50,000	2,22,066
Processing Charges	-	-
Printing & Stationary	6,31,100	6,65,221
Telephone Charges	2,50,459	3,34,319
Travelling & conveyance Expenses	10,79,326	14,82,862
Vehicle Repairs & Maintenance	12,29,421	14,99,577
Legal & Professional Charges	60,39,623	43,56,892
Secretarial Charges	12,48,698	5,41,433
Security Guard Expenses	17,52,737	21,57,807
Other Expenses	27,67,043	44,42,081
Selling Expenses	12,58,018	15,74,312
Packing & Forwarding Expenses	3,68,347	15,89,923
Tax Audit Fees	70,000	70,000
Total	4,31,19,037.00	6,30,43,679.00

33 Exceptional Items

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Coal Cost Differential Charges Refunded	-	47,86,885
Total	-	47,86,885

34 Other Comprehensive Income

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
(A) Items that will not be reclassified into profit or loss		
(i) Change in Revaluation surplus		
(ii) Remeasurement of defined benefit plans	7,24,456	27,34,338.00
(iii) Equity Instrument of the defined benefit plans		
(iv) Fair Value changes relating to own credit risk of financial liabilities designated at fair value through profit or loss		
(v) share of other comprehensive Income in Associate and Joint Ventures, to the extent not to be classified into profit or loss		
(vi) Others		
Total (A)	7,24,456	27,34,338.00
(B) Items that will be reclassified to profit or loss		
(i) Exchange differences in translating the financial statements of foreign operation		
(ii) Debt instruments through other comprehensive Income		
(iii) The effective portion of gains and loss on hedging instruments in a cash flow hedge		
(iv) Share of other comprehensive Income in Associate and Joint Ventures, to the extent not to be classified into profit or loss		
(v) Others		
Total (B)	-	-

35 As per IND AS 19 "Employee benefits", the disclosures as defined are given below:

Defined Contribution Plans

Contribution to Defined Contribution Plans, recognised as expense for the year is as under:

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Employer's Contribution to Provident Fund (Defined Benefit Plans)	7,69,942	7,56,785

Defined Benefit Plan**I) Reconciliation of opening and closing balances of Defined Benefit Obligation**

Particulars	Gratuity (Non Funded)	
	2018-19	2017-18
Defined Benefit Obligation at beginning of the year	66,57,747	87,67,915
Current Service Cost	4,14,820	3,85,699
Interest Cost	4,59,229	6,61,978
Past Service Cost (Vested benefits)	-	1,06,010
Benefits paid	-7,09,111	-5,99,660
Actuarial (Gain)/Loss	-7,24,456	-26,64,195
Defined Benefit Obligation at year end	60,98,229	66,57,747
	60,98,229	66,57,747

Particulars	Leave Benefits (Non Funded)	
	2018-19	2017-18
Defined Benefit Obligation at beginning of the year	15,17,905	11,25,458
Current Service Cost	2,27,705	2,98,957
Interest Cost	1,18,132	84,972
Past Service Cost (Vested benefits)	-	-
Benefits paid	-62,123	-70,143
Actuarial (Gain)/Loss	-3,92,038	78,661
Defined Benefit Obligation at year end	14,09,581	15,17,905

Reconciliation of Opening and Closing balances of fair value of Plan Assets

Particulars	Gratuity (Non Funded)	
	2018-19	2017-18
Fair value of Plan Assets at beginning of year		
Expected Return on Plan Assets	-	-
Actuarial Gain/(Loss)	-	-
Employer Contribution	-	-
Benefits Paid	-	-
Fair value of Plan Assets at year end	-	-
Actual return on Plan Assets	-	-

Particulars	Leave Benefits (Non Funded)	
	2018-19	2017-18
Fair value of Plan Assets at beginning of year		
Expected Return on Plan Assets	-	-
Actuarial Gain/(Loss)	-	-
Employer Contribution	-	-
Benefits Paid	-	-
Fair value of Plan Assets at year end	-	-
Actual return on Plan Assets	-	-

Reconciliation of fair Value of Assets and Obligations

Particulars	Gratuity (Non Funded)	
	2018-19	2017-18
Fair value of Plan Assets	-	-
Present Value of Obligation	60,98,229	66,57,747
Amount recognised in Balance Sheet (Surplus/(Deficit))	-60,98,229	-66,57,747

Reconciliation of fair Value of Assets and Obligations

Particulars	Gratuity (Non Funded)	
	2018-19	2017-18
Fair value of Plan Assets	-	-
Present Value of Obligation	14,09,581	15,17,905
Amount recognised in Balance Sheet (Surplus/(Deficit))	-14,09,581	-15,17,905

Expenses recognised during the year

Particulars	Gratuity (Non Funded)	
	2018-19	2017-18
In Income Statement		
Current Service Cost	4,14,820	3,85,699
Interest Cost	4,59,229	6,61,978
Past Service Cost	-	1,06,010
Return on Plan Assets		
Net Cost	8,74,049	11,53,687
In Other Comprehensive Income		
Actuarial (Gain)/Loss	7,24,456	-26,64,195
Return on Plan Assets		
Net (Income)/Expenses for the period recognised in OCI	7,24,456	-26,64,195

Particulars	Leave Benefits (Non Funded)	
	2018-19	2017-18
In Income Statement		
Current Service Cost	2,27,705	2,98,957
Interest Cost	1,18,132	84,972
Past Service Cost	-	-
Return on Plan Assets		
Net Cost	3,45,837	3,83,929
In Other Comprehensive Income		
Actuarial (Gain)/Loss	-3,21,895	78,661
Return on Plan Assets		
Net (Income)/Expenses for the period recognised in OCI	23,942	4,62,590
Investment Details		
Gratuity Fund (LIC of India)	-	-
GOI Securities		
Public Securities		
State Government Securities		
Insurance Policies		
Others (Including bank balances)		
Total	-	-

Actuarial Assumptions	Gratuity (Funded)	
	2018-19	2017-18
Mortality Table (ALM)		
Discount Rate (Per Annum)	7.20%	7.55%
Rate of Escalation in Salary (Per annum)	6%	6%

Actuarial Assumptions	Leave Benefits (Funded)	
	2018-19	2017-18
Mortality Table (ALM)		
Discount Rate (Per Annum)	7.20%	7.55%
Rate of Escalation in Salary (Per annum)	6%	6%

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflations, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

The expected contribution for Defined Benefit Plan for the next financial year will be in line with FY 2018-19.

Sensitivity Analysis

Significant Actuarial Assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and employment turnover. The sensitivity analysis below, have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The result of sensitivity analysis is given below:

Gratuity

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Decrease	Increase	Decrease	Increase
Changes (+) (-)				
Change in discounting rate	3.07%	-2.91%	2.77%	-3.01%
Change in rate of salary Escalation	-2.94%	3.07%	-3.05%	2.77%

Leave Benefits

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Decrease	Increase	Decrease	Increase
Changes (+) (-)				
Change in discounting rate	2.26%	-2.15%	2.53%	-2.41%
Change in rate of salary Escalation	-2.19%	2.27%	-2.45%	2.56%

36 MAT Liability not provided for

Provision for liability of Minimum Alternate Tax (MAT) under Income Tax Act 1961 has not been made for the year amounting to Rs. NIL (Previous Year Rs. 5144040) Total of Rs. 24473898/- from financial year 2014-15 has not been provided. The company is of the view there will be no income tax liability on the following grounds.

- 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.
- 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 form 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 in the meanwhile has approached the concerned Income Tax authorities for granting aforesaid relief under various sections /chapter of Income Tax Act.

37 Payment to Auditors As:**(In Rs.)**

Particulars	2018-19	2017-18
(a) Auditors		
Statutory Auditors Fees	1,50,000	1,50,000
Tax Audit Fees	-	-
(b) Certification and Consultation Fees	13,000	10,900
Service Tax	-	-
Total	1,63,000	1,60,900

Certification and Consultation fees primarily includes certification fees paid to auditors. Statutes and regulation require auditors to certify export documentation, quarterly filings, XBRL filings, transfer pricing and bond issuances among others.

38 EARNING PER SHARES (EPS)

Particulars	2018-19	2017-18
i) Net Profit after Tax as per statement of Profit and Loss attributable to Equity Shareholders	(1,19,23,208)	40,01,721
ii) Weighted Average number of Equity Shares used as denominator for calculating Basic EPS	1,91,68,887	1,91,68,887
iii) Weighted Average Potential Equity Shares	-	-
iv) Total Weighted Average number of Equity Shares used as denominator for calculating Diluted EPS	1,91,68,887	1,91,68,887
v) Basic Earnings Per Share (Rs.)	(0.62)	0.21
vi) Diluted Earning Per Share (Rs.)	(0.62)	0.21
vii) Face Value per Equity Share (Rs.)	10.00	10.00

39 RELATED PARTIES DISCLOSURES

- (i) As per Ind AS 24, the disclosures of transactions with the related parties are given below:

List of related parties where control exists and also related parties with whom transactions have taken place and relationships:

Sr. No.	Name of Related Party	Relationship
1	Premier Proteins Ltd.	Company in which Directors are interested
2	Vertex Investments P. Ltd.	Company in which Directors are interested
3	Manthan Milk Products Pvt. Ltd.	Company in which Relative of Directors are interested
4	Indrajit Solar Power P. Ltd.	Company in which Directors are interested
5	Yukti Investments Pvt. Ltd.	Company in which Relative of Directors are interested
6	Rajesh Agrawal	Key Managerial Person - Chairman
7	R.G.Agrawal	Director
8	Vishnudutt Sharma	Key Managerial Person - Company Secretary till 26.03.2019
9	Kushal Agrawal	Relative of Key Managerial Person
10	Narendra Gupta	Key Managerial Person - Company Secretary from 26.03.2019
11	Rakesh Bhatnagar	Key Managerial Person - Chief Financial Officer from 26.03.2019

(ii) Transaction during the year with related parties:

Sr. No.	Nature of Transactions	Company in which Directors are Interested	Key Managerial Personnel	Relatives of KMP
1	Sale of Goods	23,45,07,801	-	-
2	Interest Paid	34,70,872	8,30,530	-
3	Interest Received	-	-	-
4	Remuneration	-	15,18,000	3,00,000
5	Unsecured Loan Received	16,65,000	-	-
6	Unsecured Loan Repaid	90,19,781	-	-
Balances as at 31st March 2019				
1	Trade Payables	4,59,30,136	-	-
2	Unsecured Loan	4,97,73,556	-	-
3	Loans and Advances Given	13,75,00,431	-	-

(iii) Disclosure in Respect of Major Related Party Transactions during the year:

	Particulars	Relationship	2018-19	2017-18
1	Sale of Goods			
	Manthan Milk Products Pvt. Ltd.	Director Interested	23,45,07,801	47,38,500
2	Interest Paid (Unwinding of Finance Cost Debited to Profit & Loss Account)			
	Rajesh Agrawal	Chairman	8,30,530	7,27,577
	Indrajeet Sola Power Pvt Ltd	Director Interested	4,02,869	3,52,930
	Yukti Investments Pvt Ltd	Director Interested	12,39,597	10,85,937
	Vertex Investments Pvt Ltd	Director Interested	18,28,406	16,01,757
3	Interest Received (Unwinding of Finance Income credited to Profit & Loss Account)			
	Premier Protiens Ltd	Director Interested	-	74,37,582
4	Remuneration			
	Shri Rajesh Agrawal	KMP- Director	12,60,000	12,60,000
	Cs Vishnudutt Sharma	KMP- Company Secretary	2,58,000	2,49,000
	Shri Kushal Agrawal	Relatives of KMP	3,00,000	6,00,000
5	Unsecured Loan received			
	Vertex Investments Pvt.Ltd.	Director Interested	16,65,000	1,99,40,000
6	Unsecured Loan Repaid			
	Vertex Investments Pvt.Ltd.	Director Interested	90,19,781	3,20,67,900
Balances as at 31st March, 2019				
	Particulars	Relationship	31/3/2019	31/3/2018
1	Trade Receivables			
	Manthan Milk Products Pvt. Ltd.	Relatives of Director Interested	4,59,30,136	43,19,644
2	Unsecured Loan			
	Vertex Investments Pvt, Ltd.	Director Interested	2,98,23,556	3,71,78,337
	Indrajit Solar Power Pvt. Ltd.	Director Interested	32,50,000	28,47,131
	Yukti Investments Pvt. Ltd.	Relatives Director Interested	1,00,00,000	87,60,403
	Shri Rajesh Agrawal		67,00,000	58,69,470
3	Loans and Advances Given		13,75,00,431	14,98,75,133

(iv) Compensation of Key Management Personnel

The remuneration of director and other member of Key Management personnel during the year was as follows:-

	2018-19	2017-18
i Short-term benefits	18,18,000	21,09,000
ii Post employment benefits		
iii Other long tem benefits		
iv Share based Payments		
v Termination benefits		
Total	18,18,000	21,09,000

40 CONTINGENT LIABILITIES AND COMMITMENTS**(I) Contingent Liabilities**

(A) Claims against the Company/disputed liabilities not acknowledged as dues	48830000	48830000
(B) Guarantees		
Outstanding Guarantees furnished to Banks and Financial Institutions including in respect of Letters of Credits	1670000	1670000
(C) Other Money for which the Company is contingently liable		
(i) Liability in respect of bills discounted with Banks (including third party bills discounting)	7494201	NIL
(ii) Income Tax & Excise appeals for which no provision is considered required as the company is hopeful of successful outcome in the appeals		

Particulars	Financial year	Amount in Rs	Forum Where dispute is pending "
Income Tax	2009-10	1,95,17,760	CIT Appeals
VAT/Central Sales Tax / Entry Tax	1999-2000 to 2016-17	5,26,90,600	High Court/ Commissioner of Commercial Tax/ Dy. Commissioner
Excise	2005-06	8,18,153	Commissioner of Central Excise (Appeal)

(II) Commitments

(A) Estimated amount of contracts remaining to be executed on capital account and not provided for:	NIL	NIL
(B) Other Commitments	NIL	NIL

41 CAPITAL MANAGEMENT

"The Company adheres to a robust Capital Management framework which is underpinned by the following guiding principles;"

- Maintain financial strength to attain AAA ratings domestically and investment grade ratings internationally.
- Ensure financial flexibility and diversify sources of financing and their maturities to minimize liquidity risk while meeting investment requirements.
- Proactively manage group exposure in forex, interest and commodities to mitigate risk to earnings.
- Leverage optimally in order to maximize shareholder returns while maintaining strength and flexibility of the Balance sheet.

"This framework is adjusted based on underlying macro-economic factors affecting business environment, financial market conditions and interest rates environment."

This framework is adjusted based on underlying macro-economic factors affecting business environment, financial market conditions and interest rates environment.

The gearing ratio at end of the reporting period was as follows.

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Non-Current Liabilities (Other than DTL)	69,29,008	3,78,18,345
Current maturities of Long Term debts	15,31,41,288	12,26,11,023
Gross Debt	16,00,70,296	16,04,29,368
Cash and Cash Equivalents	11,63,609	29,29,563
Net Debt (A)	15,89,06,687	15,74,99,805
Total Equity (As per Balance Sheet) (B)	16,43,05,623	17,55,04,375
Net Gearing (A/B)	0.97	0.90

42 FINANCIAL INSTRUMENTS

All financial instruments are initially recognized and subsequently re-measured at fair value as described below:

- The fair value of investment in Equity Shares of Co-Operative Bank is measured at market repurchase price which is the best available fair value.

Fair Value measurement hierarchy:

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Financial Assets		
At Amortised Cost		
Investments	1,200	1,200
Trade Receivables	10,27,56,606	11,27,71,587
Cash and Bank Balances	31,19,412	43,76,403
Loans	16,11,28,006	17,29,38,017
Other Financial Assets	3,16,30,421	2,43,25,373
At FVTPL		
Investments	-	-
At FVTOCI		
Investments	-	-
Financial Liabilities		
Borrowings	15,38,85,541	15,42,60,631
Trade Payables	21,94,38,526	26,29,62,255
Other Financial Liabilities	23,19,69,732	22,74,06,297

Explanation to the fair value hierarchy

The Company measures financial instruments, such as, quoted investments at fair value at each reporting date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1** Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.
- Level 2** The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.
- Level 3** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration included in level 3.

Foreign Currency Risk:

The Company does not have any dealing in any foreign currency. Hence the Company does not have any exposure and is free of any Risk associates with Foreign Currency.

There is no impact on the profit / Loss of the Company on fluctuation of any foreign currency.

Interest Rate Risk

The exposure of the company's borrowing and derivatives to interest rate changes at the end of the reporting period are as follows

Interest Rate Exposure

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Loans Taken		
Long Term Floating Loan	-	-
Long term Fixed Loan	-	-
Short Term Loan / Term Loans	14.15	14.15
Total	14.15	14.15

Impact on Interest Expenses for the year on 1% change in Interest rate

2,18,48,067

23528,803

Interest rate Sensitivity

Particulars	As at 31 st March, 2019		As at 31 st March, 2018	
	Up Move	Down Move	Up Move	Down Move
Impact on Equity				
Impact on P & L	30,91,501	(30,91,501)	33,29,326	(33,29,326)
Total Impact	30,91,501	(30,91,501)	33,29,326	(33,29,326)

Commodity Price Risk

" Commodity price risk arises due to fluctuation in prices of raw material. The company has a risk management framework aimed at prudently managing the risk arising from the volatility in raw material prices and freight costs. "

The company's commodity risk is managed centrally through well-established trading operations and control processes. In accordance with the risk management policy, the Company carefully calibrates the timing and the quantity of purchase

Credit Risk

Credit risk is the risk that a customer or counterparty to a financial instrument fails to perform or pay the amounts due causing financial loss to the company. Credit risk arises mainly from the outstanding receivables from customers.

The company has a prudent and conservative process for managing its credit risk arising in the course of its business activities. The credit ratings/market standing of the customers are evaluated on a regular basis.

Liquidity Risk

Liquidity risk arises from the Company's inability to meet its cash flow commitments on time. Prudent liquidity risk management implies maintaining sufficient stock of cash and marketable securities . The Company maintains adequate cash and cash equivalents alongwith the need based credit limits to meet the liquidity needs.

Maturity Analysis for financial liabilities

The following are the remaining contractual maturities of financial liabilities

As at 31st March 2019

Particulars	Less than One year	1 to 5 years	More than 5 years	Total
Non-derivative				
Trade payables	21,94,38,526			21,94,38,526
Borrowings				
Rupee term loan	9,94,36,340	-	-	9,94,36,340
Long Term Loan From Related Party	-	-	-	
Short Term Loan From Related Party	4,97,73,556			4,97,73,556
Other financial liabilities	23,19,69,732	-	-	23,19,69,732
Total Non-derivative	60,06,18,154	-	-	60,06,18,154
Derivative (N.A)				

As at 31 March 2018

Particulars	Less than One year	1 to 5 years	More than 5 years	Total
Non-derivative				
Trade payables	26,29,62,255			26,29,62,255
Borrowings				
Rupee Term Loan	8,72,91,318	-	-	8,72,91,318
Long Term Loan From Related Party	3,03,98,598	-		3,03,98,598
Short Term Loan From Related Party	2,42,56,743			2,42,56,743
Other financial liabilities	22,74,06,297	-	-	22,74,06,297
Total Non-derivative	63,23,15,211	- -		63,23,15,211
Derivative (N.A)				

Hedge Accounting

The Company has not availed any Foreign Currency Loans. Hence the Company has not taken any forward cover to hedge against the foreign currency risks.

Operating Leases

"(a) the total of future minimum lease payments under non-cancellable operating leases for each of the following periods:"

- (i) not later than one year;
- (ii) later than one year and not later than five years;
- (iii) later than five years.

"(b) the total of future minimum sublease payments expected to be received under non-cancellable subleases at the end of the reporting period."

"© lease and sublease payments recognised as an expense in the period, with separate amounts for minimum lease payments, contingent rents, and sublease payments."

(d) The Company pays rent for office premises at Raipur and Indore. The lease period is for 11 months with option to renew. None of the lease agreements have any restrictions concerning dividend, additional debt and further leases.

43

The Company is primarily engaged in business of Soya Business and Dairy Business which constitute reportable segment in accordance with IND AS 108 "Operating Segments". The company has temporarily closed its soya operations in F.Y.2016-17 and still continue upto 31.03.2019 due to disparity of margin.

Operating Segment Information for 2018 -19 & 2017-18

Revenue from External Customers	2018-2019			2017-2018			
	Soya Business	Dairy Business	Total	Soya Business	Soya Business	Dairy Business	Total
With in India	97547	371361539	371459086	309662116	10325740	455797078	466122818
Outside India							
Total	97547	371361539	371459086	309662116	10325740	455797078	466122818

Details of Revenue from Single Customer more than 10% (standalone)

Revenues from one customers of dairy segment amounting to Rs. 234507801 (Previous Year Rs.250614704) exceeding 10% of the total.

Segment Information

Particulars	2018-2019			2017-2018			
	Soya Business	Dairy Business	Total	Soya Business	Soya Business	Dairy Business	Total
Revenue	97547	371361539	371459086	309662116	10325740	455797078	466122818
Inter Segment Sales Results	-	-	-	-	-	-	-
Operating Profit	-37272855	26127005	-11145850	-44926831	-45570230	40685668	-4884562
Other Income	285801	4127608	4413409	8818419	5450390	5391488	10841878
Profit Before Tax	-36987054	30254613	-6732441	-36108412	-40119840	46077156	5957316
Income Tax	-4466311	-	-4466311	-10582742	7,78,743	0	778743
Net Profit	-41453365	30254613	-11198752	-46691154	-39341097	46077156	6736059
Segment Assets	501117236	392414988	894232224	627004115	677286270	254560591	931846861
Unallocated Assets	0	11486042	11486042	-	-	1,59,52,000	15952000
Segment Liabilities	332759167	408653476	741412643	427654381	431859381	340435104	772294485
Unallocated Liabilities	-	-	-	-	-	-	-

Non Current Assets	2018-2019			2017-2018			
	Soya Business	Dairy Business	Total	Soya Business	Soya Business	Dairy Business	Total
(Other than financial instruments; Post Employment benefits; Deferred Tax Assets; and right arising under insurance contracts) With in India							
Property, Plant & Equipments	284992866	125563815	410556681	325159894	292342283	133685584	426027867
Capital Work in Progress	782457	-	782457	782857	782457	-	782457
Security Deposits	-	-	0	0	0	-	0
Capital Advance	-	-	0	0	0	-	0
Outside India	-	-	0	0	0	-	0
Total	285775323	125563815	411339138	325972751	293124740	133685584	426810324

44 DETAILS OF LOANS GIVEN, INVESTMENTS MADE AND GUARANTEE GIVEN COVERED U/S 186(4) OF THE COMPANIES ACT, 2013.

Loan given and Investments made are given under the respective heads.

Corporate Guarantees /Loans given by the Company in respect of loans as at 31st March, 2019

S.N	Particulars	Name of Entity	Relations	Purpose	Amount
1	Loan Given*	Premier Proteins Ltd	Director Interested	Business Loan	13,75,00,431
2	Guarantee Given	-	-	-	-

All the above Corporate Guarantee/Loans have been given for business purpose.

45 EVENTS AFTER THE REPORTING PERIOD

The Board of Directors have recommended dividend of Rs Nil Per fully paid up equity share of Rs.10/- each, aggregating Rs. Nil Including Rs. Nil dividend distribution tax for the financial year 2018-19.

46 APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved for issue by the board of directors on May 28, 2019.

This is the Balance Sheet referred to in our report of even date

For Sunil Bandi & Company

Chartered Accountants
Firm Reg. No. 007419C

CA: Sunil Bandi

Partner
M.No. 077705

PLACE: DEWAS

DATE: 28th May 2019

For and behalf of the Board of Directors

RAJESH AGRAWAL
MANAGING DIRECTOR
DIN: 00107009
RAKESH BHATNAGAR
CHIEF FINANCIAL OFFICER
PAN: ABVBP8154G

R.G. AGRAWAL
DIRECTOR
DIN: 00359638
NARENDRA GUPTA
COMPANY SECRETARY
M.NO. 47935

Girdharilal Sugar And Allied Industries Limited

Phone Nos : +91- 07272 -259505/258502/03/ 04

CIN NO- L15424MP1989PLC005564

PAN NO- AABCG5514H

Email: preind2002@yahoo.com,website:www.gsail.org

ATTENDANCE SLIP

Folio No:	DP ID No:	Client ID No:
------------------	------------------	----------------------

I/We hereby record my/our presence at the **30th ANNUAL GENERAL MEETING** of the Company at the Registered Office of the Company at 45/47-A, Industrial Area No. 1, A.B. Road, Dewas (M.P.) - 455 001, on **Friday 27th day of September, 2019 at 10:00 A.M.**

Name of the MemberSignature

Name of the Proxy holder.....Signature

Notes:

1. Only Member / Proxy holder can attend the Meeting.
2. Please complete the Folio/ DP- Client ID No. and name of the Member/ Proxy holder, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.
3. A Member/ Proxy holder attending the Meeting should bring the copy of the Annual Report for reference at the Meeting.

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 rule 19 (3) of the Companies
(Management and Administration) Rules , 2014

Name of the member(s)	
Registered address	
E-mail Id	
Folio No./DP Id -Client Id No	

I/We, being the Member(s) of the Girdharilal Sugar and Allied Industries Limited, holdingShares, hereby appoint:

- (1) Name:Address:
E-mail id.....Signature:.....or failing him/her;
- (2) Name:Address:
E-mail id.....Signature:.....or failing him/her;
- (3) Name:Address:
E-mail id.....Signature:.....or failing him/her;

as my/our Proxy to attend and vote (on a poll) for me/us and on my / our behalf at the 30th ANNUAL GENERAL MEETING of the Company, to be held on Friday, the 27th September, 2019 at 10:00 AM at 45/47-A, Industrial Area No. 1, A.B. Road, Dewas (M.P.) - 455 001

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on Friday 27th day of September, 2019 at 10:00 A.M. at the Registered Office of the Company at 45/47-A, Industrial Area No. 1, A.B. Road, Dewas (M.P.) - 455001 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

*I wish my above Proxy to vote in the manner as indicated in the box below.

Resolution No.	Resolutions	For	Against
Ordinary Business			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon		
2.	To appoint a director in place of Mr. Ram Gopal Agrawal, (DIN 00359638), who retires by rotation and being eligible offers himself for re-appointment.		
Special Business			
3.	Confirmation of Mrs. Sandhya Choubey (DIN: 08461659) as an Independent Director of the Company		
4.	Confirmation Of Remuneration Of Cost Auditor		
5.	Confirmation of Change in Designation of Mr. Ram Gopal Agrawal (DIN:-00359638) from Independent Director to Non- Independent Director of the Company		
6.	To Approve to Enter to Related Party Transactions by the Company		

Signed this day of.....,2019.

Folio No./DP Id/Client Id No.....

Signature of Shareholder:

Signature of Proxy holder

:

Affix
Revenue
Stamp

Notes:

1. This form of proxy in order to be effective, should be duly filled, stamped, and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A proxy need not be a member of the company.
3. This is only optional. Please put "√" in the appropriate column against the resolutions indicated in the box. If you leave the ' For' or 'Against ' column blank against any or all the resolutions your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 30th Annual General Meeting of the Company.

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-12

Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies
(Management and Administration) Rules , 2014

Name of the member(s)

Registered address

E-mail Id

BALLOT PAPER

SR. No.	Particulars	Details
1.	Name of First – Named Shareholder (in BLOCK letters)	
2.	Postal Address	
3.	Registered Folio No./ *DP ID and Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share Equity Share of Rs. 10/-	

I hereby exercise my vote in respect of Ordinary Resolutions enumerated below by recording my assent or dissent to the said resolution in the following manner

Sr No.	Resolutions	No. of shares held by me	I assent to the resolution	I dissent from the resolution
	ORDINARY RESOLUTION			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon			
2.	To appoint a director in place of Mr. Ram Gopal Agrawal,(DIN 00359638), who retires by rotation and being eligible offers himself for re-appointment.			
3.	Confirmation of Mrs. Sandhya Choubey (DIN: 08461659) as an Independent Director of the Company			
4.	Confirmation Of Remuneration Of Cost Auditor			
5.	Confirmation of Change in Designation of Mr. Ram Gopal Agrawal (DIN:-00359638) from Independent Director to Non- Independent Director of the Company			
6.	To Approve to Enter to Related Party Transactions by the Company			

* Please put a tick mark (✓) in appropriate column against the resolution indicated above.

Place:

Date:

(Signature of the shareholder)

ROUTE MAP



Indore Railway Station to Girdharilal Sugar and Allied Industries Ltd.

Printed Matter Inside

BOOK-POST

To, _____

If undelivered, please return to :
**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