

**24TH ANNUAL REPORT
2012-13**

**GIRDHARILAL SUGAR
AND ALLIED INDUSTRIES LIMITED**

**TWENTYFOURTH ANNUAL GENERAL MEETING
ON SATURDAY, 30TH NOVEMBER 2013**

at

**45/47- A, INDUSTRIAL AREA NO.1, A.B.ROAD,
DEWAS (M.P.)- 455 001
AT 10.00 A.M.**

BOARD OF DIRECTORS

SHRI RAJESH AGRAWAL	-	CHAIRMAN & MANAGING DIRECTOR
DR.G.P.TULSYAN	-	DIRECTOR
SHRI R.G. AGRAWAL	-	DIRECTOR
DR S.R.SHARMA	-	DIRECTOR

LISTING OF SHARES

BOMBAY STOCK EXCHANGE LTD., MUMBAI
THE NATIONAL STOCK EXCHANGE OF INDIA
LTD., MUMBAI

AUDITORS

M/S.M. MEHTA & CO.
CHARTERED ACCOUNTANTS
INDORE

REGISTERED OFFICE :

45/47- A, INDUSTRIAL AREA NO.1,
A.B.ROAD,
DEWAS (M.P.) - 455 001
Website : www.gsail.in

CORPORATE OFFICE :

107, CHETAK CENTRE, 1ST FLOOR,
12/2, R.N.T.MARG,
INDORE - 452001 (M.P.)

REGISTRAR & TRANSFER AGENT :

M/s. PURVA SHAREGISTRY (I) PVT. LTD.
9, SHIV SHAKTI INDUSTRIAL ESTATE
J.R. BORICHA MARG, LOWER PAREL (E)
MUMBAI - 400011
email : busicomp@vsnl.com

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NOTICE

NOTICE is hereby given that the 24th Annual General Meeting of the Members GIRDHARILAL SUGAR & ALLIED INDUSTRIES LTD. Ltd., will be held on Saturday the 30th day of November 2013 at the Registered Office of the Company at 45/47-A Industrial Area No.1, Dewas (M.P.) at 10.00 A.M. to transact the following business :-

ORDINARY BUSINESS

- 1) To receive, consider and adopt the audited Balance Sheet of the Company as at March 31, 2013 and the Profit & Loss Account for the year ended on that date together with the Auditors Report and the Directors Report thereon.
- 2) To appoint a Director in place of Dr.S.R.SHARMA who retires by rotation and being eligible offers himself for reappointment.
- 3) To appoint the Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS :

4) To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution :
RESOLVED that pursuant to the provisions contained in Section 18 and such other applicable provisions, if any, of Sick Industrial Companies (Special Provisions) Act, 1985 (SICA) and subject to the sanction of Hon'ble Board for Industrial and Financial Reconstruction (BIFR) and/or any such concerned authority as may be constituted pursuant to SICA or the Companies Act, 1956 ("the Act") or any amendments or its reconstitution thereof or any other statutory authority under the applicable law for the time being in force and subject to such other approvals, sanctions, consents and/or permissions as may be required, approval be and is hereby accorded to the Modified Draft Rehabilitation Scheme ("MDRS") containing Scheme of Merger ("the Scheme") between Premier Industries (I) Ltd. (Transferor Company) and Girdharilal Sugar And Allied Industries Ltd. (Transferee Company), as laid before the meeting and initialled by the Chairman for the purpose of identification, for the merger of the Transferor Company with Transferee Company and to acquire and merge all the assets, liabilities, rights and obligations and the entire undertaking of the Transferor Company, with the Transferee Company as per the Scheme of Merger.

RESOLVED Further that the Board of Directors of the Company ("the Board") (which term shall include any Committee which the Board may have constituted or hereafter constitute to exercise the powers including the powers conferred by this Resolution) be and is hereby authorised to accept such alterations and modifications in the Scheme as may be stipulated or required by BIFR or any other concerned Statutory Authority. Monitoring Agency, Government Authorities and/or other concerned institutions or authorities, if any, while sanctioning or participating in the Scheme and/or granting such approvals, sanctions, consents and/or permissions, if any, required in connection therewith and which the Board thereof, may deem fit to consider, modify and approve in the interest of the Company and to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to the Scheme and other related matters as may be incidental and ancillary thereto.

5) To consider and if thought fit, to pass, with or without modification (s), the following resolution as a Special Resolution.
"RESOLVED THAT pursuant to the provisions of Sections 81,81(1A) and other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification or re-enactment thereof for the time being in force and subject to such approvals, sanctions, consents and/or permissions and subject to such terms, conditions and modifications as may be prescribed or imposed while granting such approvals, sanctions, consents and/or permissions and agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board') (which term shall include any committee which the Board may have constituted or hereafter constitute to exercise the powers including the powers conferred by this Resolution), the consent, authority and approvals of the Company be and is hereby accorded to the Board to issue and allot Equity Shares of Girdharilal Sugar & Allied Industries Ltd in accordance with the share exchange ratio stated in the Scheme of Merger as under.

1:10 i.e. Allotment of 1 equity share of Girdharilal Sugar & Allied Industries Ltd. against 10 equity shares of Premier Industries (I) Limited.

"RESOLVED FURTHER THAT in the event of any equity shareholder of Premier Industries(I)Ltd (PIIL) becoming entitled to any fraction of the equity shares of Girdharilal Sugar & Allied Industries Ltd.(GSAIL) as a result of the Scheme of Merger, no fractional shares shall be issued by GSAIL, and such fractions shall be consolidated into whole shares and the Board will allot such shares to any person or persons as they may, in their absolute discretion, deem fit for the purpose of holding and selling such whole shares at such time or times at such price or prices as may be approved by the Board and aggregate sale proceeds of such whole shares after defraying all costs, charges and expenses of sale shall be distributed and divided pro-rata amongst the respective equity shareholders of PIIL as would have been entitled to such fractions of the shares of GSAIL pursuant to the Scheme of Merger.

"RESOLVED FURTHER THAT the equity share(s) so issued and allotted by GSAIL to the equity shareholders of PIIL will in all respects rank pari passu with the existing equity shares of GSAIL except for the purpose of dividend which shall be on pro-rata basis.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to make such changes in the share exchange ratio, number of shares to be allotted and such other changes as may be required in the Scheme of Merger, by BIFR or any such concerned statutory authority, Government and other authorities while granting their approvals and to do and perform all such acts, deeds, matter and things as it may in its absolute discretion deem necessary, desirable, appropriate, or expedient in this

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regard and to settle any question, doubts or difficulty that may arise in regard to the issue and allotment of the aforesaid equity shares and listing thereof with the Stock Exchange (s) where the existing equity shares of GSAIL are listed and to delegate all or any of the powers herein conferred to such officials of GSAIL, as it may deem fit."

6) To consider and, if thought fit, to pass, with nor without modification, the following resolution as a SPECIAL RESOLUTION.

"RESOLVED THAT pursuant to the provisions of Section 21, 31 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of the Central Government, consent of the Company be and is hereby granted for changing the name of the Company from Girdharilal Sugar And Allied Industries Ltd., to G.L. MILK AND AGRO CORP LTD. and consequently the new name G.L. MILK AND AGRO CORP LTD. Shall appear in the Memorandum and Articles of Association of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any difficulty or doubt, the Board (which term shall be deemed to include any committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any question or difficulty that may arise with regard to the above or any other matters incidental or consequential thereto".

7) To consider and, if thought fit, to pass, with nor without modification, the following resolution as a SPECIAL RESOLUTION.

"RESOLVED THAT pursuant to the provisions of Section 149(2A) and other applicable provisions, if any, of the Companies Act, 1956, approval be and is hereby accorded to the Board of Directors of the Company, to commence, as it may deem fit from time to time, all or any of the business proposed in Clause III(B).86 of the Object Clause of Memorandum of Association of the Company namely :

To carry on the business as manufacturers, sellers, buyers, exporters, importers, manufacturers, representatives, commission agents, stockists and dealers in pharmaceuticals, cotton, fuel, charcol, pulses, oil seeds, spices, ready to eat and preserved foods, dairy product, acids, gases, automobile parts and accessories.

DATE : 31/10/2013

PLACE: INDORE

FOR AND ON BEHALF OF THE BOARD

RAJESHAGRAWAL

CHAIRMAN & MANAGING DIRECTOR

Registered Office :-

45-47-A, Industrial Area No.1

A.B. Road, DEWAS.(M.P.)

NOTES :-

- 1) Members entitled to attend and vote at the Meeting are also entitled to appoint a proxy to attend and vote at the Meeting in their place and the Proxy need not be a Member of the Company.
- 2) The Proxy form should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 3) Shareholders are requested to intimate change in their addresses, if any, immediately.
- 4) Any query on the Annual General Meeting should be submitted in writing so as to reach the Registered Office of the Company at least 10 days before the date of Annual General Meeting.

DATE: 31/10/2013

PLACE: INDORE

FOR AND ON BEHALF OF THE BOARD

RAJESHAGRAWAL

CHAIRMAN & MANAGING DIRECTOR

Registered Office :-

45-47-A, Industrial Area No.1

A.B. Road, DEWAS.(M.P.)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**ITEM NO. 4 :**

Premier Industries (I) Ltd. (PIIL) is engaged into Solvent Extraction Plant and Dairy Business and having its Factory at 45/47-A, Industrial Area No.1, A.B. Road, Dewas (M.P.) with Soyabean seed crushing capacity of 200 TPD, Edible Oil Refinery of 50 TPD capacity and a Dairy Plant for processing 1.5 lac ltr. Milk per day & a small Lecithin Plant. PIIL was declared a sick industrial company in terms of Section 3(1)(o) of the Sick Industrial Companies (Special Provisions) Act, 1985 in the year 1997 as Case No.128/1997 and a Rehabilitation Scheme was sanctioned by Hon'ble Board for Industrial and Financial Reconstruction ('BIFR') on 22/05/2000 (SS-2000) for revival of PIIL. Although, the major provisions of the said scheme have been implemented by PIIL, but due to adverse market conditions, drastic increase in soya seed price, the Company could not utilize its installed capacity to the optimum level and hence the Company could not make profits and it continues to incur losses. As on 31st March, 2013, the accumulated loss of PIIL was Rs.4720 lacs. Thereafter, Hon'ble BIFR in the hearing held on 04/07/2013 gave directions to Canara Bank, the Monitoring Agency, to submit a Modified Draft Rehabilitation Scheme (MDRS) containing besides other matters, a draft Scheme of Merger ('the scheme'). Canara Bank has already submitted the said MDRS on 04/07/2013. Based on the scheme submitted by Canara Bank, BIFR, vide its order dt.13/09/2013, has circulated the scheme to all the concerned inviting objections/suggestions within 60 days from the date of the order.

The salient features of MDRS containing the scheme are as hereunder :

PAST PERFORMANCE OF PREMIER INDUSTRIES (INDIA) LIMITED

Financial Position	(Rs\lakh)				
SOURCES OF FUNDS	31.3.2009	31.3.2010	31.3.2011	31.3.2012	31.3.2013
	audited	audited	audited	audited	provisional
Share Capital	579	579	579	579	579
Reserve & Surplus	500	500	500	700	700
Secured Loans	1067	850	702	556	709
Unsecured Loans	3093	3484	3593	3882	3898
Net Fixed Assets	575	541	498	433	374
Investments	8	88	88	88	88
Inventories	857	960	1040	1584	977
Sundry Debtors	1867	183	201	1007	1007
Cash & Bank Balances	56	54	51	61	120
Loans & Advances	356	262	2165	1504	209
Less : Current Liabilities & Provisions	1198	1392	3965	4579	2935
Deferred Tax Assets	943	1185	1347	1237	1326
Profit & Loss A/c	3455	3532	3949	4382	4720
Net Sales	10437	10199	11102	18386	11718
Processing charges	104	127	146	175	150
Other Income	37	11	26	207	13
Accretion / (Decretion) in Stocks	55	292	25	538	-589
Total	10578	10624	11309	19294	11292
EXPENDITURE					
Raw Material Consumed / Purchases	9473	9552	10195	17689	10439
Stores, & Packing Materials	113	108	109	140	71
Power & Fuel	418	459	491	806	447
Repair & Maintenance	32	30	19	17	14
Employees	127	123	143	159	155
Selling & Distribution Expenses	39	50	68	82	25
Admin. & other expenses	542	451	546	306	257

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Total	10744	10773	11571	19199	11408
EBIDTA	-121	-149	-262	95	116
Less : Interest	145	197	236	133	78
Less : Depreciation	80	80	82	84	80
Add: Extra Ordinary Items	709	27	0	0	153
Less : Provision / Payment of Taxation	-121	242	163	-111	-89
Prov. in value of investment w/back	0	79	0	0	0
Profit/(Loss) After Taxation	242	-78	-417	-233	-338

Note: Due to adverse market conditions, the operations of PIIL was badly affected and it was not in a position to achieve the profitability projections and therefore could not turn its networth positive as per SS-2000.

REVIVAL STRATEGY

- 1 Merger of Premier Industries (I) Ltd. (PIIL) with M/s Girdharilal Sugar & Allied Industries Ltd. (GSAIL)
Justification for Merger

a) Financial Assistance

PIIL is currently in BIFR and is falling short of projections made in SS - 2000 which would impact their ability to make net worth positive in the foreseeable future. The company is unable to penetrate the market nor they can adequately fund their growth.

On the other hand, GSAIL has sound financial background and has the capability to raise and invest the funds as may be required by PIIL towards capital expenditure, working capital and requirements.

b) Administrative cost saving

Merger of these two companies will result in saving in Administrative cost.

c) Income Tax Losses

Merger of PIIL with GSAIL shall also enable the later to get benefit of brought forward Income Tax Losses of PIIL and the resultant savings can be used for revival of PIIL.

2. OPTIMUM CAPACITY UTILIZATION

At present PIIL is utilizing minimum capacity. After merger PIIL is expected to utilize optimum capacity.

3. RELIEFS AND CONCESSIONS FROM VARIOUS AUTHORITIES

PIIL seek reliefs and concessions from various parties and authorities such as state and central governments and other agencies for their revival. These are detailed in MDRS

4 Modernization & Expansion

Besides normal capital expenditure, the Company has programme for overhauling, replacement and modernization of certain critical plant & machinery, equipments and structures such as Boiler, Boiler House, Refinery Equipments, ETP plant, Oil & Milk Tanks, Dairy equipments etc. at an aggregate cost of Rs. 12 crore.

These capital expenditure will result in substantial reduction in processing cost, increasing the efficiency of the plant and equipments and improving the bottomline of the company. The proposed capital expenditure will be financed by fresh secured loan as well as by internal generation.

COST OF SCHEME AND MEANS OF FINANCE

COST OF SCHEME	Sanctioned (SS-2000)	Already Incurred (up to 31.03.2013)	(Rs. in Lakhs)	
			To be incurred	Total
Capital expenditure	40.00	40.00	1200.00	1240.00
Payment to pressing creditors	40.00	40.00	0	40.00
Reinstatement /Trustees Fees	0	0	21.70	21.70
Additional margin money for working capital	147.00	167.00	226.33	393.33
Total	227.00	247.00	1448.03	1695.03
MEANS OF FINANCE				
Promoters' Contribution	227.00	247.00	-	247.00
Secured loan			1000.00	1000.00
Promoter's contribution (Internal Cash Accruals)			448.03	448.03
Total	227.00	247.00	1448.03	1695.03

CUT OFF DATE

Cut-off date for the MDRS is taken as 31/03/2013.

RELIEF AND CONCESSIONS

The reliefs as per the SS-2000 shall remain in full force. As per MDRS the following are the additional reliefs and concessions, to be granted by the various Agencies: -

1 From Financial Institutions / Bank / Debenture-holders / Lease Financier**1.1 Canara Bank**

- a) To accept an amount of Rs. 153.00 lacs as FITL -III and the same would be repaid in two years between 2013-14 and 2014-15 with nil rate of interest.
- b) To provide need-based working capital finance to PIIL from time to time as per financial projections of the MDRS.
- c) To cede II charges on fixed assets of the company in favour of new financier who is extending fresh term loan of Rs. 1000.00 lacs to the Company.

1.2 Debenture-holders

To exempt the company from the provisions of Sec. 205 c of the companies Act ,1956 for not depositing the unclaimed debenture amount of Rs. 99.00 lacs with Investor's Education and Protection Fund.

1.3 TVS Finance and Services Limited

To waive interest on delayed payment of WCTL and FITL, penal interest, compound interest, simple interest, liquidated damages charged or chargeable from the company, if any.

1.4 CANARA BANK - ET&T SECTION

To accept an amount of Rs. 11.71 lacs, their old dues and to continue as Debenture Trustees till the Debenture of Rs. 99.00 lacs is settled / deposited with IEPF.

2 FROM THE STATE GOVERNMENT OF MADHYA PRADESH

- 1) To declare the company as a "Relief Undertaking" for the entire period of rehabilitation till march,2018 and grant all benefits and concessions as per the State Government policy guidelines for sick industrial units.
- 2) To exempt the units of the company from power cuts for a period of five years from the date of sanction of the Scheme.
- 3) To exempt the company from applicability of Stamp Duty / VAT on merger of PIIL with GSAIL.
- 4) To provide any other relief allowable to sick company as per policy of State Govt. for rehabilitation of the Company.
- 5) To provide Industrial Promotion Assistance and other benefits to GSAIL under the provisions of Industrial Investment Promotion Policy 2010.

2.1 Commercial Tax Department

- a) To allow repayment of deferred amount of commercial taxes dues of Rs.1474 Lakhs, during the rehabilitation period in the manner as shown in cash flow estimates in terms of sanction letter of state govt. dt. 21/03/2013. The repayment shall commence during 2014-15 to be paid in three years and attract 14% Interest PA.
- b) To waive penal interest, simple interest, compound interest, damages on the liability of the company as on the date of the sanction.
- c) To exempt the unit from the payment of Sales Tax/VAT, Purchase Tax and Entry Tax for a period of five years from the date of sanction of the Scheme.
- d) To exempt the company from applicability of VAT on merger of PIIL with GSAIL.

2.2 State Electricity Board / Power Supply Company, Madhya Pradesh

- a) To exempt the unit from the payment of Electricity Duty and Octroi on Electricity for a period of five years from the date of sanction of the Scheme and to waive minimum demand charges on Electricity for a period of five years from the date of sanction of the Scheme.
- b) To exempt the units of the company from power cuts for a period of five years from the date of sanction of the Scheme.

2.3 Employee State Insurance

To waive penalties, damages etc. on the liability of the company as on the date of sanction of the Scheme.

2.4 Municipal Corporation, Dewas

- a) To accept payment of Property Tax of Rs. 59.46 lacs upon sanction of the scheme.
- b) To waive penalties, damages etc. on the liability of the company as on the date of sanction of the Scheme.

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3.1 CBDT : To Consider

To exempt / grant relief to the company from the provisions of Section 41(1), 45, 72 (3), 43-B, 79, 80 read with 139, 115JB and provisions of Chapter XVII of the Income Tax Act.

3.2 Provident fund

To waive damages, penalties etc. on the liability of the company as on the date of sanction of the Scheme.

3.3 Central Sales Tax

To waive penal interest, simple interest, compound interest, damages on the liability of the company as on the date of sanction of the Scheme.

3.4 SEBI

Promoter's to bring in further funds in the form of Equity / interest free unsecured Loans to finance any shortfall in cash generations to meet the repayment obligations , as per SEBI guidelines for Preferential Allotment of Shares and without the requirement of following provisions of SEBI(Substantial acquisition of shares and Takeovers) Regulations,2011, SEBI(Disclosure and Investor Protection) guidelines,2009, SEBI (Central Listing Authorities) Regulations and ceiling on Promoters holding from the applicability of which the company / its promoters/ co promoters / associates are exempted provided the lock-in provisions for three years in case allottees are promoters and for one year in case allottees are non-promoters as per clause 78(2) of SEBI ICDR regulations.

3.5 DEPARTMENT OF COMPANY AFFAIRS

- a) PIIL shall be allowed to set-off the balance in Share Premium Account against its accumulated losses (as per Books) irrespective of provisions of sec.78 of the Companies act,1956.
 - b) To allow the Company to bring further funds without the requirement of following provisions of sec. 81(1A) , 295,372A and other applicable provisions of The Companies Act,1956.
- 4. AMALGAMATED COMPANY i.e. M/s Girdharilal Sugar & Allied Industries Ltd. (GSAIL) , PROMOTERS AND ASSOCIATES.**
- a) To mobilize various financial resources as specified in the Cost of Scheme and Means of Finance including internal cash generation for financing this rehabilitation and revival scheme.
 - b) To issue its one equity share of Rs. 10/- each fully paid up at par for every ten equity shares of RS. 10/- each fully paid up in PIIL.
 - c) The shares of GSAIL after merger will be issued only after the sanction of the scheme.

FINANCIAL VIABILITY

Based on the past trend and with change in the product mix, the future projections are drawn. The financial indicators are as under :-
(Rs.in lacs)

	2013-14	2014-15	2015-16	2016-17	2017-18	2018-19
Net Income	21023	24406	26506	27914	28887	8887
Profit after tax	31	238	394	402	393	410
Share Capital	1917	1917	1917	1917	1917	1917
Reserves & Surplus	848	848	848	848	848	848
Total Own Funds	2765	2765	2765	2765	2765	2765
Accumulated Losses	1467	1229	835	433	40	0
Net Worth	1298	1536	1930	2332	2725	2765

As per the projections, the company will start earning profits from the first year of rehabilitation itself.

CONCLUSION

- I) The Rehabilitation Strategy envisages reliefs and concessions from various authorities.
- II) The net worth of PIIL will turn positive immediately upon merger with GSAIL.
- III) The Projected Profitability statement reveals that the merged entity shall start earning profits from the first year of Rehabilitation itself.
- IV) Therefore, the DRS can be considered to be commercially and techno-economically viable.

BRIEF GENERAL TERMS AND CONDITIONS

- 1) Canara Bank will continue to act as Monitoring Agency (MA).
- 2) The Merged entity shall take steps to strengthen the Management structure and effectiveness.
- 3) The Merged entity shall constitute a Management committee consisting of CEO of the company, special Director of BIFR, if any and MA to oversee and monitor the Rehabilitation Scheme.
- 4) The company shall appoint a Concurrent Auditors with direct Reporting to MA.
- 5) During the Rehabilitation period, necessary permissions from BIFR/MA would be required for important decisions such as any major Expansion Programme or declaration of Dividend etc.
- 6) Periodical Reports to be submitted to MA.
- 7) Banks / FI may appoint their nominee on the company's Board at any time during the currency of the Loan.
- 8) Any shortfall shall be met by the Company / Promoters by bringing in additional funds from outside sources.

Salient Features of Scheme of Merger

This scheme of Merger provides for the merger of the Transferor company i.e. Premier industries (india) limited with the transferee company i.e. Girdharilal Sugar and Allied Industries Ltd. Pursuant to the provisions of section 18(1)(c) and other applicable provisions of SICA.

PART I - GENERAL

1. The Transferor Company is engaged in the business of processing of Soya Seeds / Milk and has been declared as a sick industrial company within the meaning of Section 3(1)(o) of the Sick Industrial Companies (Special Provisions) Act, 1985 (SICA) by the Honorable Board for Industrial & Financial Reconstruction, New Delhi (BIFR).
2. The Transferee Company was earlier engaged in the business of manufacture of white crystal sugar. Presently it does not have any manufacturing activities.
3. This Scheme of Merger provides for the Merger of the Transferor Company i.e. Premier Industries (India) Limited with the Transferee Company i.e. Girdharilal Sugar & Allied Industries Limited, pursuant to the provisions of Section 18(1)(c) and other applicable provisions of SICA.
- 3.1 The Transferor Company has proposed the merger of the Transferor Company with the Transferee Company to facilitate the Transferor Company's revival.
- 3.2 This Scheme for Merger of the Transferor Company with the Transferee Company has been prepared for long-term rehabilitation of the Transferor Company's operations. With the Merger, the Transferor Company's manufacturing capacities shall be suitably exploited for optimal utilization. The Scheme would be in the interests of the Transferor Company, the Transferee Company and their respective stakeholders.
4. **Definitions:**
In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the following meaning:
 - 4.1 **"Transferee Company"** means Girdharilal Sugar & Allied Industries Limited, a company incorporated under the Companies Act, 1956 and having its registered office at 45/47-A, Industrial Area No. 1, Agra-Bombay Road, Dewas (M.P.).
 - 4.2 **"Transferor Company"** means Premier Industries (India) Limited, a company incorporated under the Companies Act, 1956 and having its registered office at 45/47-A, Industrial Area No. 1, Agra-Bombay Road, Dewas (M.P.).
 - 4.3 **"Appointed Date"** means April 01, 2013.
 - 4.4 **"BIFR"** means Board for Industrial & Financial Reconstruction.
 - 4.5 **"Companies Act"** means the Companies Act, 1956 or any statutory modification or re-enactment thereof,
 - 4.6 **"Effective Date"** means the date on which all the conditions and matters in relation to the Scheme referred to in Clause 27 of this Scheme have been fulfilled or waived. References in this Scheme to the date of "coming into effect of this Scheme" or "effectiveness of this Scheme" shall mean the Effective Date.
 - 4.7 **"The Modified Rehabilitation Cum Merger Scheme" or "The Modified Rehabilitation Scheme"** means the modified scheme approved by the BIFR with regard to the Transferor Company with such modifications, alterations or amendments thereto as may be prescribed by the BIFR/AAIFR or other appropriate authority.
 - 4.8 **"Record Date"** shall have the meaning ascribed to it in Clause 12 hereof.
 - 4.9 **"Scheme"** means this Modified Rehabilitation Cum Merger Scheme in its present form including any modifications or amendments thereto.

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4.10 "Share Exchange Ratio" shall have the meaning ascribed to it in Clause 12 hereof.

4.11 "SICA" means Sick Industrial Companies (Special Provisions) Act, 1985 or any statutory modification or re-enactment thereof.

4.12 "Undertaking" shall mean the undertaking and entire business of the Transferor Company and shall include as of the Appointed Date (without limitation):

- (a) all assets and property wherever situate, whether movable or immovable, tangible or intangible, real or personal, in possession or reversion, corporeal or incorporeal of whatsoever nature, including land (whether freehold or leasehold), plant and machinery, buildings, offices (including marketing offices and liaison offices), any interests in properties owned, schools, hospitals, temples, townships, premises, capital work-in-progress, rolling stock, current assets (including inventories, sundry debtors, bills of exchange, loans and advances), vehicles, D.G. sets, godowns, cement dumps, stocks and stores, warehouses, furniture, fixtures, office equipment, appliances, accessories, power lines, water pipelines, depots, power plants, right to use jetties and ports, share of any joint assets, and other facilities and all present liabilities restructured as per the Modified Rehabilitation Scheme and all cash and bank balances appertaining or relating to the Transferor Company;
- (b) all permits, quotas, rights, entitlements, export/import incentives and benefits including Duty Exemption Passbook Scheme (DEPB) and advance licenses, industrial and other licences, bids, tenders, letters of intent, memorandum of understanding, expressions of interest, development rights (whether vested or potential) and whether under agreements or otherwise, licences, permissions, approvals, consents from various authorities including municipal (whether granted or pending), subsidies, receivables, trade marks, patents, copyrights, all other intellectual property, benefit of any deposits, assets, properties or other interests, financial assets including investments of all kinds, funds belonging to or utilized for the Transferor Company, bank accounts, privileges and all other rights and benefits including any tax direct or indirect including advance tax paid or any tax deducted in respect of any income received, sales tax deferrals and exemptions and other benefits, lease, rights, prospecting licenses and mining leases (in each case including the benefit of any applications made therefore) and the surface rights in relation thereto, water-front and jetty, exemptions, tenancies in relation to office and/or residential properties for the employees, memberships, lease rights, powers and facilities of every kind, nature and description whatsoever, rights to use and avail of telephones, telexes, facsimile connections and installations, utilities, electricity and other services, provisions, funds, benefits of all agreements, contracts and arrangements and all other interests in connection with or relating to the Transferor Company;
- (c) all earnest moneys and/or security deposits paid by the Transferor Company;
- d. all records, files, papers, engineering and process information, computer programmes, websites, domain names, software licenses (including SAP), drawings, manuals, data, catalogues, quotations, sales and advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information, and other records whether in physical or electronic form in connection with or relating to the Transferor Company.

All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Companies Act, SICA, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, The Rehabilitation and Revival Cum Merger Scheme and other applicable laws, rules, regulations, bye-laws, as the case may be or any statutory modification or re-enactment thereof from time to time.

PART II - SHARE CAPITAL:

5.1 The Share Capital structure of the Transferor Company as on March 31, 2013 is as follows:

Authorised	Rs. in Lac
1,50,00,000 Equity Shares of Rs.10/- each	1500.00
<u>Issued, Subscribed and Paid-up</u>	
* 57,88,874 Equity shares of Rs. 10/- each fully paid-up	578.89
* Excluding share forfeiture of Rs.0.12 Lakhs.	

5.2 The Share Capital structure of the Transferee Company as on March 31, 2013 is as follows:

	Rs. in Lac
<u>Authorized</u>	
2,75,00,000 Equity Shares of Rs.10/- each	2750.00
<u>Issued, Subscribed and Paid-up</u>	
1,94,70,000 Equity Shares of Rs. 10/- each fully paid-up	1947.00