

Gorani Industries Ltd.



**XXVth Annual Report
2019-20**

For Gorani Industries Ltd.

A handwritten signature in blue ink, appearing to read 'S. S. S.', is written over a horizontal line.

Director.



Gorani Industries Ltd.

Board of Directors

Anil Gorani
Sanjay Gorani
Nakul Gorani
Komal Motwani
Vikram Rajkumar Khandelwal
Raina Goyal

Chairman & Whole Time Director
Managing Director
Whole Time Director
Independent Woman Director
Independent Director
Non-Executive Director

Auditor

M/s. Sneha Sarda & Co.
Chartered Accountants.

Chief Financial Officer

Chandra Shekhar Sharma

Bankers

1. Axis Bank Ltd.
Kanadiya Road, Indore
2. YES Bank Ltd., Indore

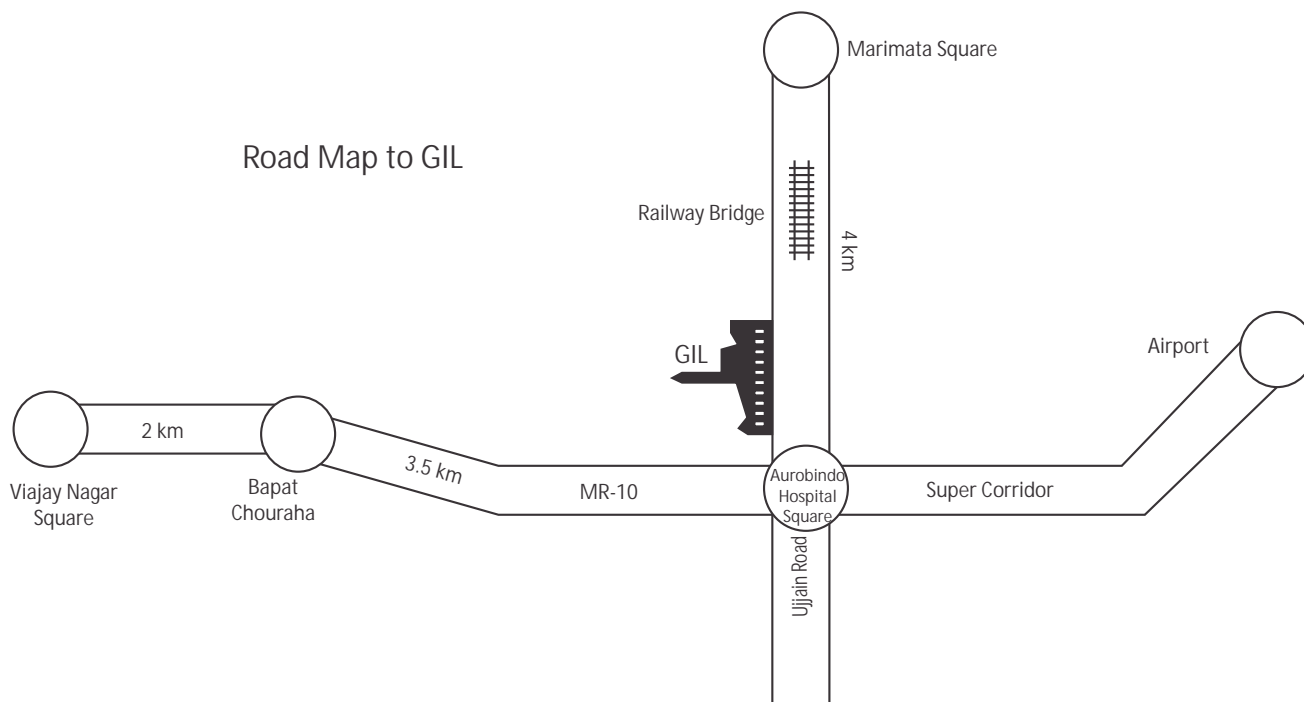
Company Secretary

Neerja Mandiya

Registered Office

Plot No. 32-33, Sector F,
Sanwer Road, Industrial Area,
INDORE - 452 015 (M.P.)
CIN - L28121MP1995PLC009170
GSTIN - 23AAACG6274B1Z2

Road Map to GIL





NOTICE

NOTICE IS HEREBY GIVEN THAT the Twenty Fifth Annual General Meeting of the members of the Company Gorani Industries Limited will be held on Wednesday, the 30th day of September, 2020 at 12:30 P.M. through video conferencing/other audio visual means to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31st, 2020, the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Nakul Gorani (Holding DIN: 06543317), Whole-time Director, who retires by rotation and being eligible, offers himself for reappointment.
3. To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for the appointment of Statutory Auditor M/s. Sandeep Surendra Jain and Company, Chartered Accountants, bearing Firm Registration No. 010172C, to fill the casual vacancy caused due to resignation of M/s. Sneha Sarda & Company, to hold the office from 25th August, 2020 until the conclusion of this Annual General Meeting, on a remuneration of Rs. 65,000/- (Rupees Sixty Five Thousand only) per annum or as may be approved by the Audit Committee in consultation with the Auditors plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

4. To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) thereto or re-enactment

thereof for the time being in force), consent of the members be and is hereby accorded for the appointment of Statutory Auditor M/s. Sandeep Surendra Jain and Company, Chartered Accountants, bearing Firm Registration No. 010172C to hold the office from the conclusion of this Annual General Meeting till the conclusion of the Thirtieth Annual General Meeting, on a remuneration of Rs. 65,000/- (Rupees Sixty Five Thousand only) per annum or as may be approved by the Audit Committee in consultation with the Auditors plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution:

"RESOLVED THAT subject to the provisions of Section 196, 197, 198 and other applicable provisions of the Companies Act, 2013, if any, read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and on the recommendation of Nomination and Remuneration committee and on subsequent approval of the Board, consent of the members of the company be and is hereby accorded to re-appoint Mr. Anil Gorani (Holding DIN- 00055540) as the Whole time Director of the Company for a period of 3 years w.e.f 1st April, 2020 to 31st March, 2023 on the monthly remuneration of Rs. 1,00,000.00 (Rupees One Lakh only) and will be liable to retire by rotation, and such retirement by rotation and reappointment shall not be deemed to constitute a break in his appointment as Whole Time Director of the company;

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of the appointment including that as to remuneration, perquisites and other benefits / amenities so that the altered terms and conditions shall be in conformity with Schedule V to the Companies Act, 2013 and /or other applicable provisions, if any, as may be amended from time to time and agreeable to Mr. Anil Gorani;

RESOLVED FURTHER THAT all the Directors of the Company be and are hereby authorized to sign and



submit all required documents, deeds and all other necessary things and to do all such acts, deeds, matters and things as he may in their sole and absolute discretion, deem necessary, expedient, usual or proper and to settle any question, doubt or difficulty that may arise with regard to the above resolution or any other matter incidental or consequential thereto."

6. To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of 196, 197, 198 of the Companies Act, 2013, read with Schedule V as amended from time to time to the said Act and the Companies (Appointments and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any (including any statutory modification or re-enactment thereof for the time being in force), and pursuant to recommendation of the Nomination and Remuneration Committee and on subsequent approval of the Board, consent of the members of the Company be and is hereby accorded to increase the remuneration payable to Mr. Anil Gorani, (Holding DIN-00055540) Whole Time Director of the Company upto 1,25,000.00 (Rupees One Lakh Twenty Five Thousand only) per month with effect from 1st September, 2020 on the same terms and conditions passed at the time of reappointment.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of the appointment including that as to remuneration, perquisites and other benefits / amenities so that the altered terms and conditions shall be in conformity with Schedule V to the Companies Act, 2013 and /or other applicable provisions, if any, as may be amended from time to time and agreeable to Mr. Anil Gorani."

RESOLVED FURTHER THAT all the Directors of the Company be and are hereby authorized to sign and submit all required documents, deeds and all other necessary things and to do all such acts, deeds, matters and things as he may in their sole and absolute discretion, deem necessary, expedient, usual or proper and to settle any question, doubt or difficulty that may arise with regard to the above resolution or any other matter incidental or consequential thereto."

7. To consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution:

"RESOLVED THAT on the recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act, consent of the members of the Company be and is hereby accorded to re-appoint Ms. Komal Motwani- (Holding DIN:07302550) as an Independent Director of the Company, who meets the criteria for independence as provided in Section 149(6) of the Act, for the second term of five consecutive years with effect from 01st October, 2020 to 30th September, 2025 and she will not be liable to retire by rotation;

RESOLVED FURTHER THAT all the director of the company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their sole and absolute discretion, deem necessary, expedient, usual or proper and to settle any question, doubt or difficulty that may arise with regard to the above resolution or any other matter incidental or consequential thereto."

8. To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such other approvals, permissions as may be required, consent of the members of the company be and is hereby accorded to enter into any contract and arrangements amounting to Rs. 5,00,00,000/- (Rupees Five Crore only) per annum for sale, purchase or supply of any goods or materials, availing or rendering of any services to/from M/s Gangotri Industries, a firm in which directors and relative of directors of the company are interested, for a period of three years i.e. 1st October, 2020 to 30th September, 2023 on such other terms and conditions as may be decided by the Directors of the company and agreeable to M/s. Gangotri Industries.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in



their sole and absolute discretion, deem necessary, expedient, usual or proper and to settle any question, doubt or difficulty that may arise with regard to the above resolution or any other matter incidental or consequential thereto."

9. To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such other approvals, permissions as may be required, consent of the members of the company be and is hereby accorded to enter into any contract and arrangements amounting to Rs. 5,00,00,000/- (Rupees Five Crore only) per annum for sale, purchase or supply of any goods or materials, availing or rendering of any services to/from Blow Hot Kitchen Appliances Private Limited, a Private Limited company in which directors and their relatives of the company are interested, for a period of three years i.e. 1st

October, 2020 to 30th September, 2023 on such other terms and conditions as may be decided by the Directors of the company and agreeable to the company Blow Hot Kitchen Appliances Private Limited.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their sole and absolute discretion, deem necessary, expedient, usual or proper and to settle any question, doubt or difficulty that may arise with regard to the above resolution or any other matter incidental or consequential thereto."

By Order of the Board
for Gorani Industries Limited

Date: 4th September, 2020
Place: Indore

Anil Gorani
Sd/-

(Holding DIN 00055540)
(Chairman cum Whole Time Director)



NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a pre-requisite, and pursuant to the Circular Nos. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively issued by the Ministry of Corporate Affairs, Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, issued by the Securities and Exchange Board of India, physical attendance of the Members at this Annual General Meeting (AGM) is not required and the AGM can be held through Video Conferencing (VC)/ Other Audio Visual Means (OAVM). Accordingly, in compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and the said MCA circulars, the Twenty Fifth Annual General Meeting of the Company is being held through VC/ OAVM.
2. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (the Act), in respect of the Special Business to be transacted at the Meeting is annexed hereto and forms part of this Notice.
3. Electronic copy of the Notice for the AGM and the Annual Report for the financial year 2019-20 is being sent to all the Members whose e-mail ids are or to be registered upto the date of dispatch of this notice with the Company/Depository Participant(s). Dispatching of physical copies of the Financial Statements (including Board's Report, Auditors' Report, other documents required to be attached therewith), has been dispensed with in line with the aforementioned circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.
4. The Notice and the Annual Report is also available on the Company's website www.goraniindustries.com for download and at the websites of the BSE Ltd., where the Company's shares are listed. The AGM Notice is also disseminated on the website of Central Depository Services (India) Limited ("CDSL") (the agency appointed by the Company for providing the Remote e-voting facility, e-voting system during the AGM & the VC facility) i.e. www.evotingindia.com.
5. Members holding shares in electronic/demat mode and who have not got their e-mail addresses updated with the Depository Participants are requested to update their e-mail address and any changes there in through their Depository Participants. Members holding shares in physical mode are requested to update their e-mail address and mobile number, by sending e-mail quoting their Folio Number along with scanned copy of PAN (self attested scanned copy) or AADHAR (self attested scanned copy) to our Registrar and Share Transfer Agent, viz., Link Intime India Private Limited at rnt.helpdesk@linkintime.co.in, and mark cc to Company: gorani.industries@yahoo.com. Also for any queries you may contact on 022-49186270.
6. To support the Green initiative announced by Government of India, Members are requested to get their email addresses registered in the manner specified above.
7. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of State or Body Corporate can attend the AGM through e-voting
8. Institutional/ Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution shall be send to the Scrutinizer by e-mail at csmanishjainoffice@gmail.com with a copy marked to gorani.industries@yahoo.com.
9. Members holding shares under multiple folios are requested to submit their applications to registrar and transfer Agent for consolidation of folios into a single folio.
10. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect



from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or M/s Link Intime India Private Limited (Registrar and Transfer Agent) for assistance in this regard.

SEBI vide Press Release dated 27th March, 2019 has clarified that the share transfer deed(s) once lodged prior to the deadline of 31st March, 2019 and returned due to deficiency in documents submitted, may be re-lodged for transfer.

11. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, M/s Link Intime India Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Registrar and Share Transfer Agents of the Company i.e. M/s Link Intime India Private Limited.
12. 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 Participant with whom they are having demat accounts. Members holding shares in physical form are requested to submit PAN details to the Company / Registrar.
13. Members are requested to submit their queries/requests for clarification, if any, on the Annual Report, Financial results or any other matters via email at gorani.industries@yahoo.com, mentioning their name, folio number/ demat account number, email id and mobile number, so as to reach the Company on or before 25th September, 2020, which will enable the Company to furnish replies at the AGM.
14. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which the Directors are interested as maintained under Section 170 and Section 189 of the Act, respectively will be available for inspection by the Members at the AGM in pdf mode.
15. Relevant documents referred to in the notice are available for inspection at the Registered Office of the Company on all working days, except Saturdays, Sundays and other holidays at any time during Business hours up to the date of the Annual General Meeting.
16. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 24th September, 2020 to Wednesday, 30th September, 2020 (both days inclusive).
17. Members are requested to quote their Folio Number / Demat Account Number and contact details such as email address, contact number and complete address in all correspondence with the Company/Company's Registrar.
18. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.goraniindustries.com (under 'Investors' section). Members holding shares in physical form may submit the same to Link Intime India Private Limited. Members holding shares in electronic form may submit the same to their respective depository participant.
19. Since the AGM will be held through VC/OAVM, the Route map is not annexed in this notice.
20. The attendance of the members attending the AGM through VC/OAVM, will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
21. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
22. Pursuant to Section 108 of the Companies Act, 2013 read with 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 its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 25th Annual General Meeting (AGM). The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

The facility for voting through electronic voting system shall be made available at the 25th AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Board of Directors of the Company has appointed Manish Jain & Co., Practicing Company Secretaries as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. In terms of requirements of the Companies Act, 2013 and the relevant Rules, the Company has fixed September 23rd, 2020 (Wednesday) as the 'Cut-off Date'. The remote e-voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. September 23rd, 2020 only.

The instructions for shareholders for remote e-voting are as under:

- The voting period begins on Sunday on 27th September, 2020 at 09:00 A.M. and ends on Tuesday on 29th September, 2020 at 05:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 23rd September, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on Shareholders module.
- Now Enter your User ID

- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- Members holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- Next enter the Image Verification as displayed and Click on Login.
- 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.
- If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.



Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
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- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant <GORANI INDUSTRIES LIMITED> on which you choose to vote.
- xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xx. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xxi. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

Other Instructions:

- I. The e-voting module shall be disabled by CDSL for



voting after 5.00 P.M. on 29th September, 2020. Members holding shares in physical or in demat form as on September 23rd, 2020 shall only be eligible for e-voting.

- II. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 23rd September, 2020.
- III. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/ her existing User ID and password for casting the vote.
- IV. CS Manish Jain, Practicing Company Secretary (Membership No: FCS 4651 CP No: 3049) (Address: 1st Floor, 236, Anoop Nagar, Indore (M.P.) 452008) has been appointed as the scrutinizer to conduct the e-voting process.
- V. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.goraniindustries.com and on the website of CDSL. The results shall simultaneously be communicated to BSE Limited where the shares of the Company are listed.
- VI. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of atleast two witnesses not in the employment of the Company and make out a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
- VII. The resolutions shall be deemed to be passed on the date of Annual General Meeting of the Company, subject to receipt of sufficient votes.
- VIII. You can also update your mobile number and Email Id in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting in future. The same may be used in case the Member forgets the password and the same need to be reset.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
2. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
3. Shareholders are encouraged to join the Meeting through Laptops / I-Pads for better experience.
4. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast seven (7) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at gorani.industries@yahoo.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance (7) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile



number at (company email id). These queries will be replied to by the company suitably by email.

7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting

through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
5. Shareholders may contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542), for resolving their queries or any other issues before or during the AGM.

OTHER:

1. As required by Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a brief profile of Director seeking appointment/re-appointment at ensuing Annual General Meeting is given:

Particulars	Nakul Gorani	Anil Gorani
Date of Appointment	20/03/2013	14/03/1995
Qualifications	Masters in Management	Graduate in B.E. electronics
Expertise in specific functional areas	Practical experience of Six years in Marketing, Management and is being associated with the Company from past Six years	More than 33 years of experience in the field of steel engineering industry, production and promotion of products
Relationship with Directors	None	None
Directorships held in other listed companies (excluding foreign companies and Section 8 companies)	NIL	NIL
Memberships / Chairmanships of committees of other listed companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	NIL	NIL
Number of shares held in the Company (in case of non executive director)	NA	NA



Particulars	Komal Motwani
Date of Appointment	1st October, 2020
Qualifications	Graduate in Commerce and Company Secretary
Expertise in specific functional areas	She has rich experience in the Secretarial and legal field.
Relationship with Directors	None
Directorships held in other listed companies (excluding foreign companies and Section 8 companies)	NIL
Memberships / Chairmanships of committees of other listed companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	NIL
Number of shares held in the Company (in case of non executive director)	0

2. Statement pursuant to Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:
Brief Details of Statutory Auditor seeking re-appointment

Name of Statutory Auditors	M/s. Sandeep Surendra Jain and Company
Firm Registration Number	010172C
Proposed fees payable	Rs. 65,000/- (Rupees Sixty Five Thousand only) per annum or as may be approved by the Audit Committee in consultation with the Auditors plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit
Terms of Appointment	1. From 25th August, 2020 until the conclusion of this Annual General Meeting. 2. From the conclusion of this Annual General Meeting till the conclusion of the Thirtieth Annual General Meeting.
Any material change in the fees payable to the auditor from that paid to the outgoing auditor along with the rationale for such change.	There is no change to the Fees paid to the new auditor from that paid to the outgoing auditor.
Basis of recommendation for appointment including the details in relation to and credentials of the Statutory Auditors	The firm has a rich experience of approx 20 years and is engaged in providing comprehensive professional services which includes Audit & Assurance.



EXPLANATORY STATEMENT U/S 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

Item No. 5 and 6

Mr. Anil Gorani (Holding DIN: 00055540) has been associated with the Company since its inception. He has more than 33 years of experience in the field of steel engineering industry, production and promotion of products. Under his directorship the Company has achieved extra-ordinary growth in performance in competitive environment

The Board of Directors of the Company at its meeting held on 07th February, 2020, on the recommendation of Nomination and Remuneration Committee and subject to approval of Shareholders in General Meeting has re-appointed Mr. Anil Gorani (Holding DIN-00055540) as Whole-time Director of the Company for a period of 3 years commencing from 1st April, 2020 to 31st March, 2023 on a monthly remuneration of Rs. 1,00,000.00 (Rupees One Lakh only) on the terms and conditions set out in the resolution.

Further, looking into the responsibilities shouldered upon Mr. Anil Gorani (Holding DIN: 00055540) the board in its meeting held on 25th August, 2020, on the recommendation of Nomination and Remuneration Committee, has increased his monthly remuneration from Rs. 1,00,000.00 (Rupees One Lakh only) to Rs. 1,25,000.00 (Rupees One Lakh Twenty Five Thousand only) w.e.f 01st September, 2020, subject to the approval of members in the Annual General meeting.

The broad information pursuant to Section - II of Part- II of Schedule V of the Companies Act, 2013, in respect of the resolution specified in item no. 5 and 6 is as under:

I. General Information

1. The company is in the business of production and sales of Kitchen and Home appliances and Kitchenware manufacturing and retailing is one such sector within the overall household segment. Its main products are LPG stoves, induction cooker, gas geyser etc. carrying the brand name of Blowhot and Online.
2. Date of commencement of commercial production: The commercial production of the company has already been started.
3. The Company is not a new company hence this clause is not applicable.
4. Financial Performance:

Particulars	Year ended on 31/03/2020	Previous Year ended on 31/03/2019
Sales (Net of Excise Duty)	21,43,11,719.00	20,41,52,957.00
Other Income	5,19,699.00	9,34,209.00
Gross profit	1,45,33,738.00	1,25,82,632.00
Finance Cost	26,58,558.00	19,46,040.00
Depreciation	28,67,421.00	24,21,196.00
Exceptional Items (charged to P&L account)	0.00	0.00
Net profit before Tax	90,07,759.00	82,15,396.00
Provision for Tax- Current Tax	23,78,956.00	15,17,950.00
MAT Credit	0.00	(6,09,593.00)
Deferred Tax	1,38,129.00	16,61,502.00
Net Profit after Tax	64,90,674.00	56,45,537.00

5. The company does not have any foreign direct investment or collaboration. However, meager shares are held by NRI.

II. Information about the appointee:

1. Background

Mr. Anil Gorani (Holding DIN: 00055540), age 67 years, is a graduate in B.E. electronics and has more than 33 years of experience in the field of steel engineering industry, production and promotion of products.

Mr. Anil Gorani (Holding DIN: 00055540), appointee, will attain the age of 70 years during his tenure. Mr. Gorani presently is in good health and his exemplary management skills and profound knowledge of Kitchen appliances have taken the Company to great heights. He has rich and varied experience in the industry and has been involved in the operations of the Company. The business of the company has grown many folds in his tenure. Therefore, it will be in the interest of the Company to have him as the Whole-time Director on the terms and condition as set out in the resolution.

2. A comparison of past remuneration and the proposed remuneration is given below:

Particulars	Existing remuneration	remuneration w.e.f. 01/04/2020	Remuneration w.e.f. 01/09/2020
Basic Salary	Rs. 1,00,000/- Per Month	Rs. 1,00,000/- Per Month	Rs. 1,25,000/- Per Month
Allowances and perquisites	As decided by Board from time to time	As decided by Board from time to time	As decided by Board from time to time



3. Recognition and Awards: NIL
4. Job profile and his suitability –Mr. Anil Gorani, was looking after the entire management of the company and successfully got the company at this stage of operations. Taking into consideration his past experience he has been considered to be eminently suitable for re-appointment as Whole-time Director.
5. Remuneration proposed - As set out in the resolution in item no. 5 and 6. The remuneration of Whole-time Director has the approval of the Nomination and Remuneration Committee.
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person - Taking into consideration the size of the Company and the profile of Mr. Anil Gorani, the responsibilities shouldered on him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial position in other Companies.
7. Pecuniary relationship directly or indirectly with the company, or relationship with managerial personnel, if any – Mr. Anil Gorani is Whole-time Director of the company. He also holds 5,53,300 (Five Lakh Fifty Three Thousand Three Hundred) equity shares of Rs.10/- each. He does not have any other pecuniary relationship with the Company. Further, Mr. Anil Gorani is not related with any other managerial personnel and Directors of the company.
8. During the year, Mr. Anil Gorani has attended all 6 (Six) Board Meetings of the Company.
9. Directorship in other Companies

S. No.	Name of the Company
1.	Blow Hot Kitchen Appliances Private Limited
2.	Indore Paper Krafters Private Limited

III. Other Information:

1. Reason of loss or inadequate profits: To increase the turnover of the company the management kept the profit margin on a lower side.
2. Steps taken for improvement: The Company is making all possible efforts to increase its profitability in future by increasing profit margin and cost cutting.

3. Expected increase in productivity and profits in measurable terms: The Company is hopeful that within coming year's profit margin will increase.

IV. Disclosures:

1. The Shareholders of the Company shall be informed of the remuneration package of the managerial person: Yes
2. The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any attached to the annual report: Not Applicable.

Mr. Anil Gorani is not disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given his consent for the said appointment.

Requisite Letter under Section 160 of the Companies Act, 2013 proposing the re-appointment of Mr. Anil Gorani has been received by the Company.

The Board of Directors recommends the resolutions for your approval as set out under item no. 5 as Special Resolution and item no. 6 as an Ordinary Resolution.

Except Mr. Anil Gorani and their relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item no. 5 and 6.

ITEM NO. 7

Ms. Komal Motwani- (Holding DIN:07302550), age 27 years, is an Independent Director of the Company since 01st October, 2015, appointed in the Board meeting held on 01st October, 2015 and approved by the shareholders in the Annual General Meeting held on 30th September, 2016.

Ms. Komal Motwani- (Holding DIN:07302550) is a qualified company secretary (Member of the Institute of Company Secretaries of India) and have rich experience of approx 4.5 years in legal and Secretarial matters.

Declaration has been received from Ms. Komal Motwani- that she meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Board is of the opinion that she fulfils the conditions specified in the Act, Schedule IV and the Rules made there under for re-appointment as an Independent Director and that she is independent of the management of the Company.

Requisite Notices under Section 160 of the Companies Act, 2013 proposing the re-appointment of Ms. Komal Motwani- has been received by the Company.



Copy of the draft letter for appointment of Ms. Komal Motwani- as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Out of 6(Six) meetings of the Board of Directors held during the year 2019-20, 5(Five) Board meetings of the Company were attended by her. Neither has she held any equity share in the Company nor Directorships in any other Companies.

As per the Evaluation report, she had rendered independent, unbiased opinion to the Board. During her tenure as an Independent Director she had actively monitored the performance of the Management on both tactical and strategic plans. He had provided new ideas and planning for the growth of the Company.

On the recommendation of Nomination and Remuneration committee and the performance evaluation report, the Board is of the view that the continued association of Ms. Komal Motwani- would be in the beneficial interest of the Company. In view of her enriched experience and appreciable contribution, the approval of members by way of special resolution is being sought to re-appoint Ms. Komal Motwani- as a Non Executive Independent Director of the Company for a second term of five consecutive years with effect from 01st October, 2020 to 30th September, 2025, not liable to retire by rotation.

Ms. Komal Motwani- is not disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given her consent for the said appointment.

Except Ms. Komal Motwani-, being an appointee, 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. 7.

The Board of Directors recommends the resolutions for your approval as set out under item no. 7 as Special Resolution.

Item No. 8

As per Section 188 (1) of the Companies Act, 2013 and the Companies (Meetings of Board and its powers) Rules, 2014 as amended from time to time, the Board of Directors of the Company at their meeting held on 25th August, 2020 has given their consent to enter into contract or arrangement with the related party for sale, purchase or supply of any goods or materials, availing or rendering of any services for which prior approval has been granted by the Audit Committee under Section 177 of the Companies Act, 2013 and rules made thereunder. Further, first proviso to sub

section (1) of Section 188 read with rules made thereunder provides that, if the company exceeds the prescribed criteria, prior approval of members by way of ordinary resolution is required to enter into contract or arrangement with the related party for sale, purchase or supply of any goods or materials, availing or rendering of any services.

Our Company may exceed the prescribed criteria provided in first proviso to sub section (1) of section 188 read with rules made thereunder, it is therefore necessary to pass an ordinary resolution under Section 188 of the Companies Act, 2013, for entering into any contract or arrangements for sale, purchase or supply of any goods or materials, availing or rendering of any services to/from M/s. Gangotri Industries, a firm in which the directors of the company and their relatives are interested, for a period i.e. 1st October, 2020 to 30th September, 2023, amounting to Rs. 5,00,00,000/- (Rupees Five Crore only) per annum.

The following particulars of the above mentioned Related Party Transactions are:

- Name of Related Party- M/s. Gangotri Industries.
- Name of the Director or KMP who is related, if any- Mr. Sanjay Gorani (Holding DIN: 00055531), Managing Director and Mr. Nakul Gorani (Holding DIN- 06543317), Whole-Time Director of the Company.
- Nature of relationship- Proprietor of M/s. Gangotri Industries i.e. Mr. Narendra Gorani is relative of Directors of the Company.
- Nature, Material, terms, monetary value and particulars of Contract or arrangement- sale, purchase or supply of any goods or materials, availing or rendering of any services for a period commencing from 1st October, 2020 to 30th September, 2023, amounting to Rs. 5,00,00,000/- (Rupees Five Crore only) per annum.
- Any other information relevant or important for the members to take decision on the proposed resolution- Nil

The Board of Directors of the Company recommends the Resolution set out at Item No. 8 for passing by members as ordinary resolution.

Mr. Sanjay Gorani (Holding DIN: 00055531), Managing Director and Mr. Nakul Gorani (Holding DIN- 06543317), Whole-Time Director and their relatives, are concerned or interested in the resolution. No any other directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested financially or otherwise in the resolution.

Item No. 9

As per Section 188 (1) of the Companies Act, 2013 and the Companies (Meetings of Board and its powers) Rules, 2014



Gorani Industries Ltd.

as amended from time to time, the Board of Directors of the Company at their meeting held on 25th August, 2020 has given their consent to enter into contract or arrangement with the related party for sale, purchase or supply of any goods or materials, availing or rendering of any services for which prior approval has been granted by the Audit Committee under Section 177 of the Companies Act, 2013 and rules made thereunder. Further, first proviso to sub section (1) of Section 188 read with rules made thereunder provides that, if the company exceeds the prescribed criteria, prior approval of members by way of ordinary resolution is required to enter into contract or arrangement with the related party for sale, purchase or supply of any goods or materials, availing or rendering of any services.

Our Company may exceed the prescribed criteria provided in first proviso to sub section (1) of section 188 read with rules made thereunder, it is therefore necessary to pass an ordinary resolution under Section 188 of the Companies Act, 2013, for entering into any contract or arrangements for sale, purchase or supply of any goods or materials, availing or rendering of any services to/from Blow Hot Kitchen Appliances Private Limited, a Private limited company in which the directors of the company and their relatives are interested, for a period i.e. 1st October, 2020 to 30th September, 2023, amounting to Rs. 5,00,00,000/- (Rupees Five Crore only) per annum.

The following particulars of the above mentioned Related Party Transactions are:

- a) Name of Related Party- Blow Hot Kitchen Appliances Private Limited
 - b) Name of the Director or KMP who is related, if any- Mr. Sanjay Gorani (Holding DIN: 00055531), Managing Director, Mr. Anil Gorani (Holding DIN: 00055540), Whole time Director and Mr. Nakul Gorani (Holding DIN- 06543317), Whole-Time Director of the Company
 - c) Nature of relationship- A Private Limited Company in which Directors and their relatives are member or director.
 - d) Nature, Material, terms, monetary value and particulars of Contract or arrangement- sale, purchase or supply of any goods or materials, availing or rendering of any services for a period commencing from 1st October, 2020 to 30th September, 2023, amounting to Rs. 5,00,00,000/- (Rupees Five Crore only) per annum.
 - e) Any other information relevant or important for the members to take decision on the proposed resolution- Nil
- The Board of Directors of the Company recommends the Resolution set out at Item No. 9 for passing by members as ordinary resolution.

Mr. Sanjay Gorani (Holding DIN: 00055531), Managing Director, Mr. Anil Gorani (Holding DIN: 00055540) Whole-time Director and Mr. Nakul Gorani (Holding DIN- 06543317), Whole-Time Director and their relatives, are concerned or interested in the resolution. No any other directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested financially or otherwise in the resolution.

Further, the extent of shareholding of interested directors and promoters of the Company in Blow Hot Kitchen Appliances Private Limited is as follows:

S. No.	Name of Director/ Promoter/KMP	Shareholding	Shareholding (in percentage)
1.	Mrs. Shanta Devi Gorani	2300	9.2%
2.	Mr. Sanjay Gorani	4810	19.24%
3.	Mr. Narendra Kumar Gorani	1710	6.84%
4.	Mr. Anil Gorani	4350	17.4%
5.	Mrs. Hema Gorani	4500	18%

By Order of the Board
for Gorani Industries Limited

Date: 04th September, 2020

Place: Indore

Anil Gorani

Sd/-

(Holding DIN 00055540)

(Chairman cum Whole Time Director)

Contact Details :

Company	Gorani Industries Limited Registered Office: Plot No.32-33, Sector 'F' Sanwer Road, Industrial Area, Indore-452015 (M.P.) Tel No: 0731-2723201-3 Email id: gorani.industries@yahoo.com CIN: L28121MP1995PLC009170
Registrar and Share Transfer Agent	M/s Link Intime India P. Ltd. C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai 400083 Tel: 022- 49186000, Fax: 022- 49186060 Email Id: rnt.helpdesk@linkintime.co.in
E-voting Agency	Central Depository Services (India) Ltd Email id: helpdesk.evoting@cdslindia.com
Scrutinizer	CS Manish Jain Practicing Company Secretary Email Id: manishjainandco@yahoo.com



BOARD'S REPORT

To,
The Members,
Gorani Industries Limited

Your Directors have great pleasure in presenting herewith the Twenty Fifth Annual Report of your Company together with the audited financial statement for the financial year ended on 31st March, 2020.

1. FINANCIAL RESULTS: (Amount in Lacs)

Particulars	2019-20		2018-19	
Total Revenue		2148.31		2050.87
Profit before Finance Cost, Depreciation & Amortization Expense	-	145.34	-	125.82
Less:				
Finance Costs	26.59		19.46	
Depreciation & Amortization expense	28.67	55.26	24.21	43.67
Net Profit/(Loss) before extra ordinary & exceptional items & tax	-	90.08	-	82.15
Tax Expense				
Current Tax	23.79	-	15.18	-
MAT Credit	-		(6.09)	
Deferred Tax	1.38	25.17	16.61	25.7
Net Profit/ (Loss) after tax before Other Comprehensive Income		64.91		56.45
Add :				
Comprehensive Income	(7.15)	(7.15)	6.14	6.14
Net Profit	-	57.76	-	62.59
Transfer to Reserve		0.00		0.00

INDIAN ACCOUNTING STANDARD (Ind AS):

As mandated by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards ("Ind AS") from April 1, 2017 with a transition date of April 1, 2016. The financial statements of the Company for the financial year 2019-20 have been prepared in accordance with Ind AS, prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 and other recognized accounting practices and policies to the extent applicable.

2. PERFORMANCE AND THE STATE OF COMPANY'S AFFAIRS:

Your Company has achieved total revenue of Rs. 2148.31 lakh during the year ended 31st March, 2020 as against that of Rs. 2050.87 lakh during the previous year ended 31st March, 2019, with a rise of 4.75% as compared to previous year. The company has earned net profit of Rs. 57.76 Lakh during the financial year against net profit of Rs. 62.59 Lakh in the previous year. The profit for the year is adjusted against the previous years' losses.

The company is in the business of production and sales of kitchen and home appliances since 1996. Its main products are LPG stoves, steel frames, gas geyser, rangehood chimney etc. carrying the brand name of Blowhot. It does its business through a strong network of dealer and distributors all over central, south and north India. The company is in the process of implementing strategies to capitalize available opportunities.

During the year, there was no change in the nature of business of the Company.

3. MATERIAL CHANGES AND COMMITMENTS THAT AFFECTED THE FINANCIAL POSITION OF THE COMPANY WHICH OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENT RELATE TILL THE DATE OF THIS REPORT

COVID-19 has set foot in India and across the globe and it has led the country towards a major slowdown. The major health crisis had forced the government to take unprecedented measures to protect people's lives. In a bid to combat the COVID-19 threat, the nationwide lockdown in India was first announced by the Government of India on March 24, 2020 which was further extended in a phased manner.

The impact of COVID-19 has disrupted the operations of the Company. The lockdown across the country has resulted in loss of business and temporary pressure on cash flows/ liquidity/profitability/margins due to lower collection of receivables, operating expenses, payment obligations towards vendors and statutory authorities, etc. However, the management of the Company is confident that the business operations will pick up progressively.



4. LISTING ON STOCK EXCHANGES

The Company shares are listed on BSE Limited and necessary listing fees have been paid upto date.

5. CAPITAL STRUCTURE

There is no change in the Capital structure of the company. The paid up Equity share capital of the Company as on 31st March, 2020 is Rs. 4,87,51,000.00 divided into 4875100 equity shares of Rs. 10.00 each.

6. TRANSFER TO RESERVE, IF ANY

During the year, the Company does not propose to transfer any amount to the any Reserve.

7. DIVIDEND:

To conserve the resources of the company and for better utilization of funds, your directors are not recommending any dividend for the year.

8. DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year, Mr. Vikram Rajkumar Khandelwal (Holding DIN: 00040202) who was appointed as an Additional Independent Director w.e.f. 05th October, 2018 and Ms. Raina Goyal (Holding DIN: 08295368) who was appointed as an Additional Non-executive Director w.e.f 01st January, 2019 was confirmed as an Independent Director and Non-executive Director respectively, at the Annual General Meeting held on 27th September, 2019.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under Sub-Section (6) of Section 149 of the Companies Act, 2013. The Independent Directors have also confirmed that they have complied with the Company's Code of Conduct for Board of Directors. Further, all the Directors have also confirmed that they are not debarred to act as a Director by virtue of any SEBI order.

All Independent Directors of the Company have valid registration in the Independent Director's data bank of Indian Institute of Corporate Affairs as required under Rule 6(1) of the Companies (Appointment and Qualification of Director) Fifth Amendment Rules, 2019.

The Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors which include criteria for performance evaluation of the non-executive directors and executive directors.

9. RE-APPOINTMENT

As per the provision of Companies Act, 2013, Mr. Nakul Gorani (Holding DIN- 06543317) Whole-time Director, retires by rotation at the ensuing Annual General Meeting and being eligible, seeks re-appointment. The Board recommends his re-appointment.

During the year, in the Annual general meeting held on 27th September, 2019 has re-appointed Mr. Sanjay Gorani (Holding DIN: 00055531) as Managing Director of the Company for a period of 3 years w.e.f 1st June, 2019 to 31st May, 2022 and Mr. Nakul Gorani (Holding DIN: 06543317) as the Whole time Director of the Company for a period of 3 years w.e.f 1st June, 2019 to 31st May, 2022.

The Board of Directors on recommendation of the Nomination and Remuneration Committee re-appointed Mr. Anil Gorani (Holding DIN- 00055540) as Whole-time Director for a period of 3 years w.e.f 1st April, 2020 to 31st March, 2023 and proposes to appoint Ms. Komal Motwani – (Holding DIN: 07302550) as an Independent Director for the second term of five consecutive years with effect from 01st October, 2020 to 30th September, 2025 of the Company, subject to approval of the members of the Company.

The Board is of the opinion that Independent Director, Ms. Komal Motwani – (Holding DIN: 07302550), upheld ethical standards of integrity and probity and is a qualified Company Secretary (Member of the Institute of Company Secretaries of India) and have rich experience of approx 4.5 years in legal and Secretarial matters.

Further, Ms. Komal Motwani has passed the online proficiency self-assessment test as required to be undertaken by an Independent Director under the provisions of Section 150 of the Companies Act, 2013 and the rules framed thereunder.



10. NOMINATION AND REMUNERATION POLICY AND OTHER DETAILS:

The Company has adopted a Nomination and Remuneration Policy for the Directors, Key Managerial Personnel and other employees, pursuant to the provisions of the Act. The policy of the Company on Directors appointment and remuneration including criteria for determining qualification, positive attribute, independence of director and other matters, as required under sub-section (3) of section 178 of the Companies Act 2013 is available on Company's website at the link: <http://www.goraniindustries.com/investors/>.

There has been no change in the policy since last fiscal year. We affirm that the remuneration paid to the directors is as per the terms laid out in the nomination and remuneration policy of the company.

The nomination and remuneration policy is annexed herewith as Annexure-I to this Boards' Report.

There is no pecuniary relationship or transactions between the Company and the non-executive directors other than sitting fees, commission, and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.

11. 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 Act, is annexed as Annexure-II which forms an integral part of this Report and is also available on the Company's website viz <http://www.goraniindustries.com/investors/>.

12. AUDITORS AND THEIR REPORT

M/s. Sneha Sarda & Company, Chartered Accountants, was appointed as Statutory Auditors of the Company in 22nd Annual General Meeting held on 29th September, 2017, to hold office for a period of five consecutive financial years from the conclusion of Twenty Second Annual General Meeting till the conclusion of Twenty Seventh Annual General Meeting. However, Ms. Sneha Mantri proprietor of M/s Sneha Sarda & Company, has tender her resignation as the Statutory Auditors of the Company, expressing her inability to continue as a Statutory

Auditor for the remaining tenure, resulting in a casual vacancy in the office of the Auditors of the Company w.e.f. 21st August, 2020

In accordance with provisions of the Companies Act, 2013 the Board has recommended to the members for the appointment of M/s. Sandeep Surendra Jain and Company, Chartered Accountants, Indore, bearing Firm Registration No. 010172Cas the Statutory Auditors of the Company:

- a) to fill the casual vacancy caused by the resignation of M/s. Sneha Sarda & Company, Chartered Accountant, to hold the office of the Statutory Auditors upto the conclusion of this Annual General Meeting; and
- b) for a period of five years from the conclusion of the 25th Annual General Meeting till the conclusion of 30th Annual General Meeting of the Company.

M/s Sandeep Surendra Jain and Company, Chartered Accountants, Indore, has confirmed their eligibility to act as the Statutory Auditors of the Company

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark, except the observation: That there was a delay in depositing the Provident Fund, Employees State Insurance (ESI) dues for few months.

Explanation of above observation: In this connection the board has explained that delay in filing was due to the technical difficulties generally experienced by the industries in generating Universal account number (UAN) of some of the employees.

13. INTERNAL AUDITOR

M/s Navin Sapna & Co., Chartered Accountants (bearing firm registration no. 010507C) have been appointed as an Internal Auditor of the Company w.e.f. 1st April, 2017 in the Board Meeting held on 30th May, 2017.

14. SECRETARIAL AUDIT:

M/s. Manish Jain & Co., Practicing Company Secretaries has been appointed to conduct the



secretarial audit of the Company for the financial year 2020-21 in the Board Meeting held on 28th July, 2020.

The Secretarial Audit Report for the financial year ended March 31, 2020 is annexed herewith as Annexure III to this Report. The report is self explanatory and does not call for any further comments except:

Observation:

1. The Company could not produce before us the following returns:
 - i. Form-27 (Annual Return) and Form-28 (half-yearly return) under Factories Act, 1948.
 - ii. Form III (Annual Return) under Minimum Wages Act, 1948.
 - iii. Form IV (Annual Return) under The Payment of Wages Act, 1936
 - iv. Form-D i.e. Annual Return of Payment of Bonus under the Payment of Bonus Act, 1965
2. During the period under review, there is delay in depositing the Provident Fund, ESIC dues for few months.

The board clarified that delay in filing above returns was mainly due to technical glitches faced at respective portals or sites, however the same have been filed as on date.

15. ANNUAL EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, its Committees, and individual directors pursuant to the provisions of the Companies Act, 2013.

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

The Board and the Nomination and Remuneration Committee reviewed the performance of individual

directors on the basis of 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 a separate meeting of independent directors, performance of non-independent directors and the Board as a whole was evaluated, taking into account the views of executive directors and non-executive directors. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

The Board of Directors expressed their satisfaction with the evaluation process.

16. RELATED PARTY TRANSACTIONS

The Contracts or arrangements entered into by the Company are in accordance with provisions of Section 188 of the Companies Act, 2013 during the year under review and were in ordinary course of business and on arm's length basis.

The details of the related party transactions as per Indian Accounting Standards (IND AS) - are set out in Note-27 to the Standalone Financial Statements of the Company.

There are no materially significant related parties transactions entered into by the Company, which may have a potential conflict with the interest of the Company at large.

Further details have been given in the prescribed Form AOC-2 annexed herewith as Annexure IV.

The policy on Related Party Transactions as approved by the Board may be accessed on Company's website at the link: <http://www.goraniindustries.com/investors/>

17. CORPORATE GOVERNANCE

Regulation 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and Para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company.



18. MEETINGS

A. BOARD MEETINGS

During the year 2019-20, 6 (Six) Board Meetings were held on 28th May, 2019, 07th August, 2019, 25th September, 2019, 22nd October, 2019, 08th November, 2019 and 07th February, 2020.

Name of Director	No. of Board Meeting entitled to attend	No. of Board Meeting attended	Attendance at last Annual General Meeting
Mr. Sanjay Gorani	6	6	Yes
Mr. Anil Gorani	6	6	Yes
Mr. Nakul Gorani	6	6	Yes
Ms. Komal Motwani	6	5	Yes
Mr. Vikram Rajkumar Khandelwal	6	6	Yes
Ms. Raina Goyal	6	6	Yes

B. AUDIT COMMITTEE MEETING

During the financial year 2019-20, 4 (Four) Audit Committee Meetings were held on 27th May 2019, 07th August, 2019, 08th November, 2019 and 07th February, 2020.

Name of Director	No. of committee Meetings held	No. of committee Meetings attended
Ms. Komal Motwani	4	4
Mr. Vikram Rajkumar Khandelwal	4	4
Ms. Raina Goyal*	4	4

C. NOMINATION AND REMUNERATION COMMITTEE MEETINGS

During the financial year 2019-20, 2 (two) meetings of the Nomination and Remuneration Committee were held on 06th February, 2020 and 16th March, 2020

Name of Director	No. of committee Meetings held	No. of committee Meetings attended
Ms. Komal Motwani	2	2
Mr. Vikram Rajkumar Khandelwal	2	2
Ms. Raina Goyal*	2	2

D. STAKEHOLDER RELATIONSHIP COMMITTEE MEETINGS

During the financial year 2019-20, 5 (Five) Stakeholder Relationship Committee Meetings were held on 11th April, 2019, 17th July, 2019, 19th August 2019, 01st November, 2019 and 20th January, 2020

Name of Director	No. of committee Meetings held	No. of committee Meetings attended
Ms. Komal Motwani	5	5
Mr. Vikram Rajkumar Khandelwal	5	5
Ms. Raina Goyal*	5	5

19. THE NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR:

During the year no company have become or ceased to be its subsidiaries, joint ventures or associate companies.

20. SUBSIDIARY, JOINT VENTURES AND ASSOCIATE COMPANY:

During the period under review, the Company doesn't have any subsidiary, joint ventures and associate Companies.

21. SECRETARIAL STANDARDS

The Company complies with all applicable secretarial standards issued by the Institute of Company Secretaries of India.

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

The information relating to conservation of Energy, Technology absorption and Foreign Exchange earnings and outgo as required under section 134(3)(m) of the Companies Act, 2013 read with the with Rule 8 of The Companies (Accounts) Rules, 2014 is given in Annexure V forming part of this report.

23. REMUNERATION RATIO AND OTHER DETAILS OF DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP) / EMPLOYEES:

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and



Remuneration of Managerial Personnel) Rules, 2014, in respect of Directors/ KMP of the Company are furnished in Annexure VI.

No employees in the Company have been paid remuneration in excess of the limits prescribed under section 197 of The Companies Act, 2013 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

24. CORPORATE SOCIAL RESPONSIBILITY:

The Company is not required to constitute a Corporate Social Responsibility Committee, as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

25. DISCLOSURES:

AUDIT COMMITTEE

The current composition of the Audit Committee is in alignment with provisions of Section 177 of the Companies Act, 2013. The Audit Committee comprises of three Directors namely Mr. Vikram Rajkumar Khandelwal (Holding DIN: 00040202) (Chairman), Ms. Komal Motwani (Holding DIN: 07302550) (member) and Ms. Raina Goyal (Holding DIN: 08295368) (member). All the recommendations made by the Audit Committee were accepted by the Board.

VIGIL MECHANISM

The Vigil Mechanism of the Company is in terms of Companies Act, 2013, to deal with instance of fraud and mismanagement, if any. The Policy on vigil mechanism may be accessed on the Company's website at the link <http://www.goraniindustries.com/investors/>.

26. DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state that:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) the Directors had 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 financial year ended on March 31, 2020

and of the profit of the Company for that period;

- c) the Directors had 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;
- d) the Directors had prepared the annual accounts on a going concern basis;
- e) the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

27. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section forming part of the Annual Report.

28. DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY:

The company has framed the Risk Management Policy which highlights the Company's practices and risk management framework for the identification and management of uncertainty. The Company manages monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives.

The Company has implemented a Risk Management Framework for the management and oversight of material risks and internal control. The Risk Management Framework is designed to address risks that have been identified to have a material impact on the Company's business and to ensure that the Board regularly reviews the risk management and oversight policies.



29. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The company has adequate system of management-supervised internal control, which is aimed at achieving efficiency in operations, optimum utilization of resources, effective monitoring and compliance with all applicable laws. These ensure that all corporate policies are strictly adhered to an absolute transparency is followed in accounting and all its business dealings.

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. The company ensures adherence to all internal control policies and procedures. A qualified and independent audit committee of the Board, comprising the independent directors reviews the adequacy of internal control.

The report on Internal Financial Control has also been annexed with the financial statements of the Company as provided by the Statutory Auditor of the Company.

30. COST RECORDS

Maintenance of cost records as specified by Central Government under sub section (1) of Section 148 of the Companies Act, 2013, is not applicable to the Company.

31. SEXUAL HARASSMENT

During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has complied with the Constitution of Internal Compliant Committee under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

32. GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details of particulars of loans, guarantees or investments under section 186 of the Companies Act, 2013.

2. Details relating to deposits covered under Chapter V of the Act.
3. Issue of equity shares with differential rights as to dividend, voting or otherwise.
4. Issue of shares (including sweat equity shares) to employees of the Company under any Employee Stock Option Scheme.
5. Neither the Managing Director nor the Whole-time Directors of the Company receive any commission.
6. Separate Section containing a Report on performance and Financial Position of each of Subsidiaries, Associated & Joint Ventures included in the Consolidated Financial Statement of the Company.
7. The Auditors of the Company have not reported any fraud as specified under second proviso of Section 143 (12) of the Companies Act, 2013.
8. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
9. Voluntary revision as per Section 131 of the Companies Act, 2013.

33. ACKNOWLEDGEMENT:

The Board wishes to place on record their gratitude for the co-operation being received from the Banks, Share Transfer Agent, Stock Exchanges, Shareholders, customers, staff and workers of the Company and thank them for their continued support.

By Order of the Board

Anil Gorani

Sd/-

(Holding DIN 00055540)

Chairman cum Whole Time Director

Place: Indore

Date: September 4, 2020

Regd. Office :

Plot No. 32-33, Sector-F,
Sanwer Road, Industrial Area,
Indore-452015 (M.P.)

ANNEXURE I**NOMINATION AND REMUNERATION POLICY****1. OBJECTIVE**

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Key Objectives of the Committee would be:

- i. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- ii. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- iii. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- iv. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- v. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- vi. To develop a succession plan for the Board and to regularly review the plan;

2. DEFINITIONS

- i. Act means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
- ii. Board means Board of Directors of the Company.
- iii. Directors mean Directors of the Company.
- iv. Key Managerial Personnel as per the Act.
- v. Senior Management means personnel of the company who are members of its core management team excluding the Board of Directors including Functional Heads.

3. ROLE OF COMMITTEE

- i. Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee

The Committee shall:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

- ii. Policy for appointment and removal of Director, KMP and Senior Management

1. Appointment criteria and qualifications

- 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 to the Board his / her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned 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 based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.



2. 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, 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. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on October 1, 2014 or such other date as may be determined by the Committee as per regulatory requirement; he/ she shall be eligible for appointment for one more term of 5 years only.
 - 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.
 3. Evaluation
The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).
 4. Removal
Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.
 5. 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.
- iii. Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel
 1. General :
 - a) The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
 - b) The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions as per the provisions of the Act.
 - c) Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director.



2. Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

a) Fixed pay:

The Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

b) Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

c) Provisions for excess remuneration:

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

3. Remuneration to Non- Executive / Independent Director:

a) Remuneration / Commission:

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Act.

b) Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rs One Lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

4. COMMITTEE MEMBERS' INTERESTS

- A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

5. VOTING

- Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- In the case of equality of votes, the Chairman of the meeting will have a casting vote.

6. NOMINATION DUTIES

The duties of the Committee in relation to nomination matters include:

- Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- Identifying and recommending Directors who are to be put forward for retirement by rotation.
- Determining the appropriate size, diversity and composition of the Board; Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;



- Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- Delegating any of its powers to one or more of its members of the Committee;
- Recommend any necessary changes to the Board; and
- Considering any other matters, as may be requested by the Board.

7. REMUNERATION DUTIES

The duties of the Committee in relation to remuneration matters include:

- to consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- to approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- to delegate any of its powers to one or more of its members of the Committee.
- to consider any other matters as may be requested by the Board.



Gorani Industries Ltd.

ANNEXURE II

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2020

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

I. REGISTRATION AND OTHER DETAILS:

i. CIN	L28121MP1995PLC009170
ii. Registration Date	14/03/1995
iii. Name of the Company	Gorani Industries Limited
iv. Category / Sub-Category of the Company	Public Company/Limited by shares
v. Address of the Registered office and contact details	32-33, Sector-F, Sanwer Road, Indore (M.P.)-452015, Tel: 0731-2723201-03
vi. Whether listed company	Yes
vii. Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai-400083 Phone: +91 022 49186000

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	LPG Stoves	2750	39.06%
2.	Gas Geysers	2750	39.79%
3.	Rangehood (Chimney)	2750	16.91%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No	Name and Address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	N.A.				

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding



Gorani Industries Ltd.

Category of Shareholders	No. of Shares held at the beginning of the year 2019				No. of Shares held at the end of the year 2020				% Change during the year*
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	2477600	0	2477600	50.8215	2712300	0	2712300	55.6358	4.8143
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt (s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any Other....	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (A) (1):-	2477600	0	2477600	50.8215	2712300	0	2712300	55.6358	4.8143
(2) Foreign									
a) NRIs –Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other – Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other....	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (2):-	0	0	0	0.00	0	0	0	0.00	0.00
Total shareholding of Promoter (A) = (A)(1)+ (A)(2)	2477600	0	2477600	50.8215	2712300	0	2712300	55.6358	4.8143
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	97800	0	97800	2.0061	74104	0	74104	1.5201	-0.4860
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):-	97800	0	97800	2.0061	74104	0	74104	1.5201	-0.4860



Gorani Industries Ltd.

Category of Shareholders	No. of Shares held at the beginning of the year 2019				No. of Shares held at the end of the year 2020				% Change during the year*
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non-Institutions									
a) Bodies Corp.	848883	1000	849883	17.4331	845325	1000	846325	17.3602	-0.0729
a) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual Shareholders holding nominal share capital upto Rs. 1 lakh	213496	662500	875996	17.9688	253072	615200	868272	17.8103	-0.1585
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	110452	442500	552952	11.3424	314736	39500	354236	7.2662	-4.0762
c) Other (specify)									
Clearing member	5806	0	5806	0.1191	0	0	0	0	-0.1191
Non Resident Indians (Repat)	2257	0	2257	0.0463	2257	0	2257	0.0463	0
Non Resident Indians (Non-Repat)	302	0	302	0.0062	302	0	302	0.0062	0
Hindu Undivided Family	12504	0	12504	0.2565	17304	0	17304	0.3549	0.0984
Sub-total (B)(2):-	1193700	1106000	2299700	47.1724	1432996	655700	2088696	42.8442	-4.3282
Total Public shareholding (B)= (B)(1)+(B)(2)	1291500	1106000	2397500	49.1785	1507100	655700	2162800	44.3642	-4.8143
C. Shares held by Custodian for GDRs & ADRs	0.00	0	0	0.00	0.00	0	0	0.00	0
Grand Total (A+B+C)	3769100	1106000	4875100	100.00	4219400	655700	4875100	100.00	



Gorani Industries Ltd.

ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (1st April, 2019)			Share holding at the end of the year (31st March, 2020)			% change in share holding during the year*
		No. of Shares of the Company	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares of the Company	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Narendra Kumar Gorani	801800	16.4468	0.00	801800	16.4468	0.00	0.00
2.	Sanjay Gorani	649300	13.3187	0.00	879300	18.0366	0.00	4.7179
3.	Anil Gorani	548600	11.2531	0.00	553300	11.3495	0.00	0.0964
4.	Shanta Devi Gorani	285200	5.8501	0.00	285200	5.8501	0.00	0.00
5.	Balkishan Gorani	150100	3.0789	0.00	150100	3.0789	0.00	0.00
6.	Manju Gorani	40100	0.8225	0.00	40100	0.8225	0.00	0.00
7.	Hema Gorani	2500	0.0513	0.00	2500	0.0513	0.00	0.00
	Total	2477600	50.8215	0.00	2712300	55.6358	0.00	4.8143

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

Sl. No.		Shareholding at the beginning of the year 2019		Cumulative Shareholding during the year 2020	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Narendra Kumar Gorani	801800	16.4468	801800	16.4468
	Increase/Decrease in shareholding during the year				
	At the end of the year	801800	16.4468	801800	16.4468
2.	Sanjay Gorani	649300	13.3187	649300	13.3187
	Purchase of shares on 30/08/2019	230000	4.7178	879300	18.0366
	At the end of the year	879300	18.0366	879300	18.0366
3.	Anil Gorani	548600	11.2531	548600	11.2531
	Purchase of shares on 21/06/2019	4700	0.0964	553300	11.3495
	At the end of the year	553300	11.3495	553300	11.3495



Sl. No.		Shareholding at the beginning of the year 2019		Cumulative Shareholding during the year 2020	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
4.	Shanta Devi Gorani	285200	5.8501	285200	5.8501
	Increase/Decrease in shareholding during the year				
	At the end of the year	285200	5.8501	285200	5.8501
5.	Balkishan Gorani	150100	3.0789	150100	3.0789
	Increase/Decrease in shareholding during the year				
	At the end of the year	150100	3.0789	150100	3.0789
6.	Manju Gorani	40100	0.8225	40100	0.8225
	Increase/Decrease in shareholding during the year				
	At the end of the year	40100	0.8225	40100	0.8225
7.	Hema Gorani	2500	0.0513	2500	0.0513
	Increase/Decrease in shareholding during the year				
	At the end of the year	2500	0.0513	2500	0.0513



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

Sl. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Online Appliances LLP				
	(Online Appliances Limited converted to LLP)				
	At the beginning of the year	0.00	0.00	0.00	0.00
	Increase/Decrease in shareholding during the year	840600	17.2427	840600	17.2427
	(Online Appliances Limited converted to LLP)				
	At the end of the year (or on the date of separation, if separated during the year)	840600	17.2427	840600	17.2427
2.	Madhya Pradesh Financial Corporation				
	At the beginning of the year	97800	2.0061	97800	2.0061
	Sale of shares on 05/04/2019	(2000)	(0.4102)	95800	1.9651
	Sale of shares on 12/04/2019	(1)	0.00	95799	1.9651
	Sale of shares on 07/06/2019	(4874)	(0.0999)	90925	1.8651
	Sale of shares on 02/08/2019	(5000)	(0.1025)	85925	1.7625
	Sale of shares on 09/08/2019	(1170)	(0.0239)	84755	1.7385
	Sale of shares on 23/08/2019	(2000)	(0.4102)	82755	1.6975
	Sale of shares on 30/08/2019	(2000)	(0.4102)	80755	1.6565
	Sale of shares on 06/09/2019	(1050)	(0.0215)	79705	1.6349
	Sale of shares on 13/09/2019	(500)	(0.0102)	79205	1.6247
	Sale of shares on 01/11/2019	(2001)	(0.0410)	77204	1.5836
	Sale of shares on 22/11/2019	(1100)	(0.0225)	76104	1.5611
	Sale of shares on 31/01/2020	(1000)	(0.0205)	75104	1.5406
	Sale of shares on 07/02/2020	(1000)	(0.0205)	74104	1.5201
	At the end of the year (or on the date of separation, if separated during the year)	74104	1.5201	74104	1.5201
3.	Bhupendra Singh Chouhan				
	At the beginning of the year	0	0	0	0
	Purchase of shares on 21/02/2020	50000	1.0256	50000	1.0256
	At the end of the year (or on the date of separation, if separated during the year)	50000	1.0256	50000	1.0256



Gorani Industries Ltd.

Sl. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
4.	Pradeep Tayde				
	At the beginning of the year	0	0	0	0
	Purchase of shares on 21/02/2020	50000	1.0256	50000	1.0256
	At the end of the year (or on the date of separation, if separated during the year)	50000	1.0256	50000	1.0256
5.	Akhilesh Choudhary				
	At the beginning of the year	0	0	0	0
	Purchase of shares on 21/02/2020	48000	0.9846	48000	0.9846
	At the end of the year (or on the date of separation, if separated during the year)	48000	0.9846	48000	0.9846
6.	Durgprasad Somisetti				
	At the beginning of the year	0	0	0	0
	Purchase of shares on 21/06/2019	1840	0.0377	1840	0.0377
	Purchase of shares on 29/06/2019	141	0.0028	1981	0.0406
	Purchase of shares on 05/07/2019	440	0.0090	2421	0.0497
	Sale of shares on 19/07/2019	(45)	(0.0009)	2376	0.0487
	Purchase of shares on 26/07/2019	40	0.0008	2416	0.0496
	Purchase of shares on 02/08/2019	4467	0.9162	6883	0.1412
	Purchase of shares on 09/08/2019	1900	0.3897	8783	0.1802
	Sale of shares on 16/08/2019	(50)	(0.0010)	8733	0.1791
	Purchase of shares on 23/08/2019	1925	0.0395	10658	0.2186
	Purchase of shares on 30/08/2019	1996	0.0409	12654	0.2596
	Purchase of shares on 06/09/2019	985	0.0202	13639	0.2798
	Purchase of shares on 13/09/2019	468	0.0096	14107	0.2894
	Sale of shares on 20/09/2019	(5)	(0.0001)	14102	0.2893
	Purchase of shares on 27/09/2019	6009	0.1232	20111	0.4125
	Purchase of shares on 04/10/2019	90	0.0018	20201	0.4144
	Sale of shares on 11/10/2019	(14)	(0.0003)	20187	0.4141
	Purchase of shares on 18/10/2019	305	0.0062	20492	0.4203



Gorani Industries Ltd.

Sl. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Purchase of shares on 25/10/2019	200	0.0041	20692	0.4244
	Purchase of shares on 01/11/2019	3088	0.0634	23780	0.4878
	Purchase of shares on 08/11/2019	989	0.0203	24769	0.5081
	Purchase of shares on 15/11/2019	1983	0.0406	26752	0.5487
	Sale of shares on 22/11/2019	(21)	(0.0004)	26731	0.5483
	Purchase of shares on 29/11/2019	1990	0.0408	28721	0.5891
	Sale of shares on 06/12/2019	(9)	(0.0001)	28712	0.5890
	Sale of shares on 13/12/2019	(11)	(0.0002)	28701	0.5887
	Sale of shares on 20/12/2019	(8)	(0.0002)	28693	0.5886
	Sale of shares on 31/12/2019	(20)	(0.0004)	28673	0.5882
	Sale of shares on 03/01/2020	(10)	(0.0002)	28663	0.5879
	Sale of shares on 10/01/2020	(20)	(0.0004)	28643	0.5875
	Sale of shares on 31/01/2020	(1)	0.00	28642	0.5875
	Purchase of shares on 07/02/2020	995	0.0204	29637	0.6079
	Purchase of shares on 14/02/2020	636	(0.0131)	30273	0.6210
	At the end of the year (or on the date of separation, if separated during the year)	30273	0.6210	30273	0.6210
7.	Rishabh Negi				
	At the beginning of the year	28602	0.5867	28602	0.5867
	Increase/Decrease in shareholding during the year	0	0.0	0	0.0
	At the end of the year (or on the date of separation, if separated during the year)	28602	0.5867	28602	0.5867
8.	Sadhna Mandovra				
	At the beginning of the year	25000	0.5128	25000	0.5128
	Increase/Decrease in shareholding during the year	0	0.00	0	0.00
	At the end of the year (or on the date of separation, if separated during the year)	25000	0.5128	25000	0.5128



Gorani Industries Ltd.

Sl. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
9.	Rajendra Jain				
	At the beginning of the year	22800	0.4676	22800	0.4676
	Increase/Decrease in shareholding during the year				
	At the end of the year (or on the date of separation, if separated during the year)	22800	0.4676	22800	0.4676
10.	Rekha Harimohan Ladha				
	At the beginning of the year	20000	0.4102	20000	0.4102
	Increase/Decrease in shareholding during the year	0	0.00	0	0.00
	At the end of the year (or on the date of separation, if separated during the year)	20000	0.4102	20000	0.4102
11.	Harimohan Ladha				
	At the beginning of the year	20000	0.4102	20000	0.4102
	Increase/Decrease in shareholding during the year	0	0.00	0	0.00
	At the end of the year (or on the date of separation, if separated during the year)	20000	0.4102	20000	0.4102
12.	Mohamed RiyazBabu				
	At the beginning of the year	16150	0.3313	16150	0.3313
	Purchase of shares on 12/04/2019	156	0.0032	16306	0.3345
	Purchase of shares on 19/04/2019	54	0.0011	16360	0.3356
	Purchase of shares on 10/05/2019	140	0.0029	16500	0.3385
	Purchase of shares on 17/05/2019	123	0.0025	16623	0.3410
	Purchase of shares on 19/07/2019	20	0.0004	16643	0.3414
	Purchase of shares on 26/07/2019	46	0.0009	16689	0.3423
	Purchase of shares on 02/08/2019	100	0.0021	16789	0.3444
	Purchase of shares on 09/08/2019	89	0.0018	16878	0.3462
	Purchase of shares on 16/08/2019	11	0.0002	16889	0.3464
	Purchase of shares on 23/08/2019	76	0.0015	16965	0.3480
	Purchase of shares on 13/09/2019	10	0.0002	16975	0.3482



Gorani Industries Ltd.

Sl. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Purchase of shares on 20/09/2019	14	0.0003	16989	0.3485
	Purchase of shares on 27/09/2019	62	0.0013	17051	0.3498
	Purchase of shares on 30/09/2019	10	0.0002	17061	0.3500
	Purchase of shares on 04/10/2019	4	0.00	17065	0.3500
	Purchase of shares on 11/10/2019	9	0.0002	17074	0.3502
	Purchase of shares on 18/10/2019	1	0.00	17075	0.3502
	Purchase of shares on 25/10/2019	5	0.0001	17080	0.3504
	Purchase of shares on 13/12/2019	59	0.0012	17139	0.3516
	Purchase of shares on 20/12/2019	3	0.00	17142	0.3516
	Sale of shares on 31/12/2019	(2)	0.00	17140	0.3516
	Sale of shares on 24/01/2020	(10)	(0.0002)	17130	0.3514
	Purchase of shares on 07/02/2020	5	0.0001	17135	0.3515
	Purchase of shares on 06/03/2020	26	0.0005	17161	0.3520
	At the end of the year (or on the date of separation, if separated during the year)	17161	0.3520	17161	0.3520
13.	Urmila Modi				
	At the beginning of the year	16700	0.3426	16700	0.3426
	Increase/Decrease in shareholding during the year				
	At the end of the year (or on the date of separation, if separated during the year)	16700	0.3426	16700	0.3426
14.	Online Appliances Limited				
	At the beginning of the year	840600	17.2427	840600	17.2427
	Pursuant to Conversion of Online Appliances Limited to Online Appliances LLP	(840600)	(17.2427)	(840600)	(17.2427)
	At the end of the year (or on the date of separation, if separated during the year)	0	0.00	0	0.00
15.	Lavekush Gadiya				
	At the beginning of the year	378000	7.7537	378000	7.7537
	Sale of Shares on 23/08/2019	(229970)	(4.7171)	148030	3.0365
	Sale of Shares on 30/08/2019	(30)	(0.0006)	148000	3.0358
	Sale of Shares on 21/02/2020	(148000)	(3.0358)	0	0.00
	At the end of the year (or on the date of separation, if separated during the year)	0	0.00	0	0.00



v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Sanjay Gorani (KMP) Managing Director	649300	13.3187	649300	13.3187
	Purchase of shares on 30th August, 2019	230000	4.72	879300	18.04
	At the end of the year 31.03.2020	879300	18.04	879300	18.04
2.	Anil Gorani Whole Time Director	548600	11.2531	548600	11.2531
	Purchase of shares on 21/06/2019	4700	0.0964	553300	11.3495
	At the end of the year 31.03.2020	553300	11.3495	553300	11.3495
3.	Nakul Gorani Whole Time Director	0	0.00	0	0.00
	Increase/Decrease in shareholding during the year	0	0.00	0	0.00
	At the end of the year 31.03.2020	0	0.00	0	0.00
4.	Vikram Rajkumar Khandelwal Independent Director	0	0.00	0	0.00
	Increase/Decrease in shareholding during the year	0	0.00	0	0.00
	At the end of the year 31.03.2020	0	0.00	0	0.00
5.	Raina Goyal Non-Executive Director	0	0.00	0	0.00
	Increase/Decrease in shareholding during the year	0	0.00	0	0.00
	At the end of the year 31.03.2020	0	0.00	0	0.00
6.	Komal Motwani Independent Director	0	0.00	0	0.00
	Increase/Decrease in shareholding during the year	0	0.00	0	0.00
	At the end of the year 31.03.2020	0	0.00	0	0.00



Gorani Industries Ltd.

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
B.	Key Managerial Personnel				
1.	Neerja Mandiya	0	0.00	0	0.00
	Increase/Decrease in shareholding during the year	0	0.00	0	0.00
	At the end of the year 31.03.2020	0	0.00	0	0.00
2.	Chandrasekhar Sharma Chief Financial Officer	0	0.00	0	0.00
	Increase/Decrease in shareholding during the year	0	0.00	0	0.00
	At the end of the year 31.03.2020	0	0.00	0	0.00

V. INDEBTEDNESS

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

PARTICULARS	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal Amount	2,03,81,358.00	2,99,93,037.00	0.00	5,03,74,395.00
ii. Interest due but not paid	0.00	0.00	0.00	0.00
iii. Interest accrued but not due				
Total (i+ii+iii)	2,03,81,358.00	2,99,93,037.00	0.00	5,03,74,395.00
Change in Indebtedness during the financial year				
• Addition	26,97,37,390.00	3,75,000.00	0.00	26,97,37,390.00
• Reduction	26,38,48,658.00	2,20,93,400.00	0.00	28,59,42,058.00
Net Change	58,88,732.00	(2,20,93,400.00)	0.00	(1,62,04,668.00)
Indebtedness at the end of the financial year				
i. Principal Amount	2,62,70,090.00	78,99,637.00	0.00	3,41,69,727.00
ii. Interest due but not paid	0.00	0.00	0.00	0.00
iii. Interest accrued but not due	7,565.00	0.00	0.00	0.00
Total (i+ii+iii)	2,62,77,655.00	78,99,637.00	0.00	3,41,69,727.00

Note: - Whatever interest has been due is paid and no interest is Rs. 7,565/- which is paid when become due.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:



Gorani Industries Ltd.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount (in Rs.)
		Sanjay Gorani	Nakul Gorani	Anil Gorani	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	23,00,000	17,00,000	12,00,000	52,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.00	0.00	0.00	0.00
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0.00	0.00	0.00	0.00
2.	Stock Option	0.00	0.00	0.00	0.00
3.	Sweat Equity	0.00	0.00	0.00	0.00
4.	Commission - as % of profit - others, specify...	0.00	0.00	0.00	0.00
5.	Others, please specify	0.00	0.00	0.00	0.00
	Total (A)	23,00,000	17,00,000	12,00,000	52,00,000
	Ceiling as per the Act	As per Schedule V of the Companies Act, 2013 as amended from time to time.			

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount (in Rs.)
		Komal Motwani	Vikram Khandelwal*	Raina Goyal*	
1.	Independent Directors				
	• Fee for attending board / committee meetings • Commission • Others, please specify	0.00	0.00	0.00	0.00
	Total B (1)	0.00	0.00	0.00	0.00
2.	Other Non-Executive Directors				
	• Fee for attending board / committee meetings	0.00	0.00	0.00	0.00
	• Commission	0.00	0.00	0.00	0.00
	• Others, please specify	0.00	0.00	0.00	0.00
	Total B(2)	0.00	0.00	0.00	0.00
	Total (B)=B(1) +B(2)	0.00	0.00	0.00	0.00
	Total Managerial Remuneration	0.00	0.00	0.00	0.00
	Overall ceiling as per the Act	Act As per the limits specified under the Companies Act, 2013.			



Gorani Industries Ltd.

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Neerja Mandiya Company Secretary and Compliance Officer	Chandrasekhar Sharma CFO	Total
1.	Gross salary			
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,74,000	2,16,000	3,90,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.00	0.00	0.00
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0.00	0.00	0.00
2.	Stock Option	0.00	0.00	0.00
3.	Sweat Equity	0.00	0.00	0.00
4.	Commission - as % of profit - others, specify	0.00	0.00	0.00
5.	Others, please specify	0.00	0.00	0.00
	Total	1,74,000	2,16,000	3,90,000

VII. 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		None		
Punishment		None		
Compounding		None		
B. DIRECTORS				
Penalty		None		
Punishment		None		
Compounding		None		
C. OTHER OFFICERS IN DEFAULT				
Penalty		None		
Punishment		None		
Compounding		None		

By Order of the Board
for Gorani Industries Limited

Date: 04th September, 2020
Place: Indore

Regd Office :
Plot No. 32-33, Sector-F,
Sanwer Road, Industrial Area,
Indore - 452015 (M.P.)

Anil Gorani
Sd/-
(Holding DIN 00055540)
(Chairman cum Whole Time Director)



ANNEXURE III

Form MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED on 31st March, 2020

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

To,
The Members
Gorani Industries Limited
32-33, Sector-F
Sanwer Road Industrial Area, Indore
M.P. - 452015

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Gorani Industries Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's 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 31st March, 2020 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:

Due to Covid-19 pandemic I was unable to physically visit the Company office and Plant office and therefore, I have examined the books, papers, minute books, forms and returns filed and other records received via Emails and other electronic means maintained by the Company for the financial year ended on 31st March, 2020 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- There is no Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings in the Company during the year;
- 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, 2018;
 - (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- There is no Listed Debt Securities in the Company;
 - (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014- There is no Share Based Employee Benefits in the Company;
 - (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 (Listing Obligations and Disclosure Requirements) Regulations, 2015;



- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- No Equity Shares are delisted during the year;
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- There is no event of Buyback of securities during the year.

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.

I further report that, having regard to the adequate systems and processes are in place to monitor and ensure compliance with general laws like labour laws, environment laws. On examination of the relevant documents and records in pursuance thereof, on test check basis, the company has complied with the general laws applicable to the Company except the observation mentioned herein below:

1. *The Company could not produced before us the following returns:*
 - i. *Form-27 (Annual Return) and Form-28 (half-yearly return) under Factories Act, 1948.*
 - ii. *Form III(Annual Return) under Minimum Wages Act, 1948.*
 - iii. *Form IV(Annual Return) under The Payment of Wages Act, 1936*
 - iv. *Form-D i.e. Annual Return of Payment of Bonus under the Payment of Bonus Act, 1965*
2. *During the period under review, there is delay in depositing the Provident Fund, ESIC dues for few months.*

I further report that 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 the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the

Board Meetings, agenda were sent at least seven days in advance, 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 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.

Regarding financial, direct/indirect taxation, Statutory Audit matters which have been dealt by other professionals hence, these matters are not in the scope of our audit and no comments have been made on these matters.

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

- i. Public / Rights / Preferential issue of shares / debentures / sweat equity.
- ii. Redemption / buy-back of securities.
- iii. Merger / amalgamation / reconstruction etc.
- iv. Foreign technical collaborations.

Place: Indore
Date : 25/08/2020

Sd/-
CS Manish Jain
For Manish Jain & Co.
Company Secretaries
FCS No.4651
C P No.:3049
UDIN: F004651B000611400



To,
The Members
Gorani Industries Limited
32-33, Sector-F
Sanwer Road, Indore
M.P. - 452015

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 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 : 25/08/2020

Sd/-
CS Manish Jain
For Manish Jain & Co.
Company Secretaries
FCS No.4651
C P No.:3049
UDIN: F004651B000611400



Form No. AOC-2

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

1. Details of contracts or arrangements or transactions not at arm's length basis
 - a) Name(s) of the related party and nature of relationship: NIL
 - b) Nature of contracts/arrangements/transactions :NIL
 - c) Duration of contracts/arrangements/transactions: NIL
 - d) Salient terms of the contracts or arrangements or transactions including the value, if any: NIL
 - e) Justification for entering into contracts or arrangements or transactions: NIL
 - f) Date(s) of approval by the board :NIL
 - g) Amount paid as advances, if any: NIL
 - h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: NIL
2. Details of material contracts or arrangements or transactions at arm's length basis

Name(s) of the related party and nature of relationship	Blow Hot Kitchen Appliances Private Limited (Directors i.e. Mr. Sanjay Gorani, Mr. Anil Gorani, Mr. Nakul Gorani and their relatives are Directors and/ or members)	M/s Gangotri Industries (The proprietor of the firm is relative of directors of the company)
Nature of contracts / arrangements / transactions	sale, purchase or supply of any goods or materials, availing or rendering of any services to/from Blow Hot Kitchen Appliances Private Limited	sale, purchase or supply of any goods or materials
Duration of contracts / arrangements/ transactions	3 Years (1st October 2017 to 30th September, 2020)	3 Years (1st October 2017 to 30th September, 2020)
Salient terms of the contracts or arrangements or transactions including the value, if any	Approval at Annual General Meeting dated 29/09/2017 and Limit is Rs. 5 Crore per annum.	Approval at Annual General Meeting dated 29/09/2017 and Limit is Rs. 5 Crore per annum.
Date(s) of approval by the board	11/08/2017	11/08/2017
Amount paid as advances, if any	NIL	NIL

By Order of the Board

Place: Indore
Date: 04/09/2020

Sd/-
Anil Gorani
(Holding DIN 00055540)
Chairman cum Whole Time Director



ANNEXURE V

Information on Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo required to be disclosed under section 134 of the Companies Act, 2013 read with rules the Companies (Accounts) Rules, 2014 are provided hereunder:

1. CONSERVATION OF ENERGY

(i) Steps taken or impact on conservation of energy:

Our focus on the impact of our operations on climate change leads to our energy conservation strategy where we can best evaluate our performance through measurement of emission to the atmosphere.

a. Additional power capacitors and power factor control equipments are installed to limit down demand.

b. Changeover switch system has been employed to avoid electricity wastage.

Additional investments and proposal, if any, being implemented for reduction of consumption of energy:

Due to effective steps already taken to conserve energy, there is no immediate scope.

Impact of above measures:

Efficient utilization of power and consumption of electricity per unit of production has decreased.

Total energy consumption and energy consumption per unit of production as per Form A of the Annexure in respect of Industries specified in the schedule thereto.

Particulars		Unit	2019-20	2018-19
a.	Electricity			
	Purchased unit	KWH	2,83,944	2,66,160
	Total amount	Rs.	32,92,943	29,52,591
	Rate per unit	Rs./KWH	11.60	11.09
b.	Own generation			
	Units	KWH	21,690	4,820
	Units/ Ltr. of Diesel	KWH	5.36	6.03
	Cost per Unit	Rs./KWH	13.14	12.15
	Electricity consumed	KWH	0.98	0.99

(ii) Steps taken by the company for utilizing alternate sources of energy;

As normally there has been un-interrupted power supply from the Electricity Board, the power was generated through DG sets in exceptional situations.

(iii) Capital investment on energy conservation equipments;

Due to adequate arrangement, existing there is no further requirement of such investment considering the estimated production in near future.

2. TECHNOLOGY ABSORPTION, REASERCH & DEVELOPMENT (R&D)

(i) Efforts made towards technology absorption

Company is manufacturing ISI-Certified Gas Geysers which have thermal efficiency of 82% plus, thereby reducing the carbon footprint compared to electric geyser by 40% resulting into environmental energy conservation and emission of carbon-di-oxide and carbon-mono-oxide like harmful gases.



- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution.

The team of Whole-time director as supported by Managing Director have a vast experience of approx 30 years in the field of Kitchenware, has helped practically to understand the requirement of modified, improvised and more beautified user-friendly product for which main customers are ladies, housewives, students. The continuous learning and development process with an aim to modernize the product catering every need of the customer/user in last 12 years has helped to become safer and user friendly qualitative products.

- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)--

- (a) the details of technology imported
- (b) the year of import;
- (c) whether the technology been fully absorbed
- (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof

No technology as such is imported. The practical experience gained in travelling to and fro China by the directors while their frequent trips to the country for understanding the needs of the customers have resulted into improvised technical durability of the product with cost reduction element.

- (iv) Expenditure on R&D:

So far as the current products namely LPG Stoves, Kitchen Chimney & Gas Geysers are concerned the minor technology specifications and beautifying modification have been obtained through the continuous manufacturing experience during last 12 years under the control of technical team headed by whole time technical director of the company. The ultimate object has been to make the above products updated and more user (housewives) friendly from safety and handling point of view. Therefore, relevant expenses have been absorbed by the yearly Income & Expenditure accounts.

3. FOREIGN EXCHANGE EARNINGS AND OUTGO: (Amount in Rs.)

Particulars		2019-20	2018-19
a.	Earnings FOB value of exports Freight Charges	NIL	NIL
b.	Outgo Import Expenses	5,03,67,923	8,29,17,235

By Order of the Board

Sd/-

Anil Gorani

(Holding DIN 00055540)

Chairman cum Whole Time Director

Place: Indore

Date: 04/09/2020

Regd. Office:

Plot No. 32-33, Sector F,
Sanwer Road, Industrial Area,
Indore-452015 (M.P.)



ANNEXURE VI

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- 1) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2019-20, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2019-20 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Name of Director	Designation	Remuneration for F.Y. 2019-20 (Amount in Rs.)	Remuneration for F.Y. 2018-19 (Amount in Rs.)	Increase in remuneration from previous year	Percentage increase in remuneration from previous year	Ratio
Mr. Sanjay Gorani	Managing Director	23,00,000	18,00,000	5,00,000	27.78%	15.15
Mr. Anil Gorani	Whole Time Director	12,00,000	12,00,000	0	0.00%	10.10
Mr. Nakul Gorani	Whole Time Director	17,00,000	12,00,000	5,00,000	41.67%	10.10
Mr. Chandrasekhar Sharma	CFO	2,16,000	2,10,000	6,000	2.86%	
Ms. Neerja Mandiya	Company Secretary	1,74,000	1,77,000	(3,000)	(1.69%)	

- 2) The median remuneration of employees of the Company during the financial year was Rs. 1,18,783/-
- 3) In the financial year, there is an increase of 11.55% in the median remuneration of employees;
- 4) There were 110 permanent employees on the rolls of Company as on March 31, 2020;
- 5) Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2019-20 is approximately 10%
- 6) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Human Resources, Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees:
- 7) It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.



Gorani Industries Ltd.

- 8) Details of top ten employees of the Company under Rule 5 (2) of the Companies (Appointment and Remuneration) Rules, 2014 as amended from time to time:

Sr. No.	Name of the Employee	Designation of the Employee	Remuneration Received (Rs.)	Nature of employment, whether contractual or otherwise	Qualifications and experience of the employee	Date of commencement of employment	Age	The last employment held by such employee before joining the Company	The percentage of equity shares held by the employee in the Company within the meaning of rule 5(2)(iii) of Companies (Appointment and Remuneration) Rule 2014	Whether any such employee is a relative of any director or manager of the Company and if so, name of such director or manager
1.	Chandra Shekhar Sharma	C.F.O.	2,16,000	Contractual	M.Com 20 Yrs.	1-Aug-99	59 Yrs.	Jayant Vitamins Ltd.	NIL	NA
2.	Mohammed Ahmed Khan	Dispatch Incharge	2,16,000	Contractual	M.Com, LLB 24 Yrs.	2-Sep-96	62 Yrs.	Modella Steel	NIL	NA
3.	Abhay Sharma	Manager Accounts	2,16,000	Contractual	M.Com 17 Yrs.	1-Oct-16	41 Yrs.	Wanderland Real Estate Pvt. Ltd.	NIL	NA
4.	Antony Paulose Joseph	Tool Room Incharge	2,16,000	Contractual	Diploma in Mechanical Engineering 15 Yrs.	13-Jul-05	60 Yrs.	Super Steel Mfg. Co.	NIL	NA
5.	Vinod Sharma	Production Incharge	2,16,000	Contractual	B.Sc 20 Yrs.	15-Sep-00	57 Yrs.	Super Steel Mfg. Co.	NIL	NA
6.	Premnarayan Nagar	Paint Section Incharge	1,99,500	Contractual	B.Com 10 Yrs.	11-Oct-09	52 Yrs.	Super Steel Mfg. Co.	NIL	NA
7.	A. Sushila Rao	Back Office Assistant	1,90,500	Contractual	B.A 20 Yrs.	2-Sep-96	47 Yrs.	-	NIL	NA
8.	Dewa Suresh Kanathe	Technical Engineer	1,77,928	Contractual	Diploma in Tool Engineering 4 Yrs.	01-Feb-18	28 Yrs.	ITL Industries Ltd.	NIL	N.A.
9.	Neerja Mandiya	CS and Compliance Officer	1,74,000	Contractual	CS 2 Yr.	18-Dec-17	26 Yrs.	-	NIL	NA
10.	Dharmendra Dalchand Kashyap	Supervisor	1,67,745	Contractual	- 14 Yrs.	01-Nov-06	45 Yrs.	-	NIL	N.A.

Place: Indore
Date: 04/09/2020
Regd. Office:
Plot No. 32-33, Sector F, Sanwer Road,
Industrial Area, Indore-452015 (M.P.)

By Order of the Board
Sd/-
Anil Gorani
(Holding DIN 00055540)
Chairman cum Whole Time Director



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENTS

Changing household and commercial lifestyles, economical availability of electricity, rising concerns regarding eco-friendly and energy efficient appliances are expected to be the key drivers of the kitchen appliances market size. Development of e-commerce distribution channels, emergence of Information technology and other smart technologies will support the overall kitchen appliances market share since 2016-17.

Environmental concerns regarding rising pollution and global warming has led to the development of appliances that are energy efficient. Technological advancements in accordance to this trend may help manufacturers garner huge gains over the forecast timeline. Moreover, regulatory bodies are expected to entertain such portfolio in the industry and may boost the current growth rate which is corroborated by the measures taken by exchequer with regard to MSME enterprises.

The company is in the business of production, manufacturing and dealing in Kitchen appliances and home appliances which is one such sector within the overall household segment that has been in the limelight in recent past. Kitchen appliances are gaining popularity due to the rise in disposable income and changing lifestyles of people, which in turn is narrowing the price gap between similar consumer products offered by different companies. In addition to this, technological advancements in appliances have also catalyzed the growth of kitchen appliances market. Easy and functional appliances are the need of the hour, which has led to the development of smart, standardized and efficient appliances. All products of the Company are ISI certified and are sophisticated to bring the age-old domestic appliances to a new height. The legendary products of the Company like BLOWHOT, ONLINE reflect the sophistication of the products and the reliability as well as exquisite look due to modernization of the design of the product.

Discussion on financial performance with respect to operational performance:

Sr. No.	Particulars	2019-20	2018-19
1.	Net Sales from operations	21,43,11,719	20,41,52,957
2.	Other Income	5,19,699	9,34,209
3.	Sub-total	21,48,31,418	20,50,87,166
4.	Total Expenditure (Before interest and Depreciation)	20,10,25,533	19,28,48,814
5.	Operating Profit (EBIDTA)	1,38,05,885	1,22,38,352
6.	Operating Margin %	6.44%	5.99%
7.	Profit / (Loss) After Tax	64,90,674	56,45,537
8.	Return on Capital Employed % (EBIT)	21.45%	21.53%
9.	No. of Months Receivables (Receivables / Sales X 12)	3.39	2.18
10.	Current Ratio (Current Assets / Current Liabilities)	1.34	1.33
11.	Borrowings : Equity Ratio (TL/Equity)	0.67	1.10
12.	Production (Nos.) :-		
(A)	Gas Gyser	96,476	73,970
(B)	LPG Glass Top	1,31,679	1,25,295
(C)	Chimney	23,229	26,046

Company's revenue from operations for the year 2019-20 was 21,43,11,719/-, reflecting an increase of 4.98% over the previous year. The Company's profit before exceptional items and tax during the year ended 31st march 2020 Rs 90,07,759/-, grew by 9.64%.

EARNINGS BEFORE INTEREST, TAX, DEPRECIATION AND AMORTIZATION (EBIDTA)

During the fiscal 2019-20, the Company reported an EBIDTA of Rs.1,38,05,885/- when compared to the previous year's figure of Rs. 1,22,38,352/-.

PROFIT BEFORE TAX (PBT)

PBT was at Rs. 90,07,759/- in FY 2020, compared with previous year's Rs. 82,15,396/-.

**PROFIT AFTER TAX (PAT)**

PAT stood at Rs. 64,90,674/- in FY-2020as compared to Rs. 56,45,537/- in FY- 2019.

EARNINGS PER SHARE (EPS)

EPS in the fiscal 2019-20 stood at Rs. 1.33 per share compared to EPS of Rs. 1.09 per share in fiscal 2018-2019.

OPPORTUNITIES AND THREATS

Demand for smart kitchen appliances has increased over the past few years. Technological advancements have influenced the demand for up gradation of kitchen appliances, thereby enabling smooth and reliable productivity while cooking. The Company has been adopting the strategy of continuously offering innovative, newer and improved products as well as marketing strategies to stay above competition whether organized or unorganized as a result of this the newly developed chimney has shown the growth in demand and has secured a status amongst the other established brands of same kind and quality with the most competitive pricing factor. These facts are supporting practically our belief of catching and then holding the pace of growth in our segment of products, as also revealed by the current year performance.

Due to Covid-19 pandemic the availability of raw material from China and difficulties relating to skilled labour availability will certainly hit the productivity but held inventory level coupled with other benefits given by the state government like deferment of Power bills and other payments thereby bringing the relaxation in the cashflow. The scheme of sacrificing the LPG connection subsidy has also resulted into the increased demand of the LPG stove, our core product. Gas Geyser is also becoming a necessity now a day and is also becoming a promising product.

The company is in the process of making and implementing the strategies to capitalize available opportunities and minimizing the threats to ladder products across capacities, formats and prices. The company will put its every effort to maximize the internal accruals by way of input tax credit available in the GST law and by optimizing the product common costs so as to enable it to sustain profitably in the market.

SEGMENT WISE PERFORMANCE/PRODUCT WISE PERFORMANCE

The company has only one segment of Home Appliances and the products considered as part of the segment are, LPG stoves, Gas Hobs, Gas geysers, Water Heaters and Kitchen Chimneys.

The company is hopeful that through a combination of powerful marketing strategies, innovative new products and market development and expansion activities, it would increase its share in the domestic market of most of its products. The newly added organized customers to the chain of company products due to GST regime are very promising for the segmental growth.

OUTLOOK

The Indian kitchen appliances market grew at a healthy double-digit rate over the last decade, driven by a host of factors such as increasing rural penetration, improved disposable incomes and a revolution in lifestyle standards, purchasing preferences and buying trends. In the last couple of years, availability of our products on the e-commerce platform has shown an attractive growth and looking in to the current scenario of people purchasing products directly through such platforms the company sees the jump in the turnover.

However, in the last four years, the high growth of the past tapered off thus witnessing a sobering effect in the kitchen appliances industry. The key growth challenge encountered by the industry primarily came from the consumer sentiment and stagnation of incomes.

After the Covid-19 impact and since the un-locking in Jun-2020, both global and Indian economies are on the path of recovery. However, the overall market sentiment is positive and your Company expects to maintain its growth rates aided by the new range of products, barring unforeseen circumstances.

RISK AND CONCERNS

Our Company has developed and implemented a Risk Management Policy which includes identification of elements of risk, if any, which in the opinion of the Board, may threaten the existence of the Company.



Our Company continuously monitors and revisits the risks associated with its business. The company has review mechanism of risks at regular intervals. The management of the Company has identified some of the major areas in relation to business strategy, operations and transactions, statutory/legal compliance, financial reporting, information technology system and overall internal control framework. With improved efficiencies and economies of scale your Company is hopeful of maintaining a healthy margin and return on capital employed. Efficient working capital/ asset management, cash generation and robust stewardship will continue to be our focus areas as in the past.

Risks identified through our risk management processes are prioritized and, depending on the probability and severity of the risk. We have general response strategies for managing risks, which categorize risks according to whether the company will avoid, transfer, reduce or accept the risk.

INTERNAL CONTROL

The Company and the Management has adequate internal control systems in place to safeguard and shield the Company from losses and, unofficial use or deposition of assets. This also ensures that the Company's assets and interests are carefully protected and all the transactions are appropriately authorized, recorded and presented to the management. The Company always adheres to prescribed guidelines and follows all Accounting Standards prescribed for maintenance of books of accounts and reporting of financial statements. The appointed internal auditor monitor and report on the effectiveness of the internal control systems of the various areas of operations Key matters that are reported in the Internal Audit are brought to the notice of the Audit Committee of the Board of Directors and corrective measures are recommended and appropriate actions are taken. The Internal Control systems ensure the business operations function efficiently and the applicable laws, rules, regulations, policies of the Company are followed, in addition to safeguarding the reliability of financial reporting.

HUMAN RESOURCES/ INDUSTRIAL RELATIONS FRONT

The Company fully values the Human Capital and continued to have the cordial and harmonious relations with its employees. The company focus on training of employees on a continuous basis. The Company considers the quality of its human resources to be most important asset and constantly endeavors to attract and recruit best possible talent. The company maintains a strong business linkage to all human resource and initiatives.

The Unit of the Company has 100 non-management employees. The overall relations with these employees continued to be cordial and harmonious during the year 2019-20. As on 31st March, 2020, the employee strength of the Company was 110 as compared to 101 as on 31st March, 2019.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

Disclosure of Accounting Treatment:

Being the listed public limited company the Indian Accounting Standards (IND-AS) are applicable on the company and the standards as on date notified were applied while preparing the financial statements.

Cautionary Statement

Statements in the Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations, predictions & contains forward looking statements within the meaning of applicable rules and regulations. It contains forward looking statements which are made in good faith based on the information available at the time of its approval. It is believed that the expectations reflected in these statements are reasonable but they may be affected by a number of risks and uncertainties that are inherent in any forward looking statement which could cause actual results to differ materially from those currently anticipated.



INDEPENDENT AUDITORS' REPORT

To the Members of
Gorani Industries Limited

Report on the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Gorani Industries Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind-AS 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 Indian Accounting Standards prescribed under sec 133 of the act read with the companies (Indian Accounting Standards) Rules, 2015 as amended ("Ind-AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2020, and its profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those Standards are further described in the Auditor's 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 made 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 is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind-AS 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

We have determined that there is no key audit matter to communicate in our report

Information other than the financial statements and auditors' report thereon

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 Standalone Financial Statements and our auditors' report thereon.

Our opinion on the Standalone 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 Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether such 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 a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's board of directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation and presentation of these Ind-AS standalone financial statements that give a true and fair view of the financial position, financial performance, total 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 (Ind AS) 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 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 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 and using the 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.

That Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibility

Our objectives are to obtain reasonable assurance about whether the Ind-AS 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 Ind-AS financial statements.

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

1. Identify and assess the risks of material misstatement of the Ind-AS 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 from one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. 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 Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. 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.

5. 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.

Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements.

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 (Auditors Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Sub-section (11) of Section 143 of



the Act, we enclosed in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the order.

2. As required by Section 143(3) of the Act, we report that:

- a. We have sought and obtained all the informations 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 it appears from our examination of those books.
- 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 relevant books of account.
- d. In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
- e. On the basis of the written representations received from the directors as on March 31, 2020, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of the Internal Financial Controls over financial reporting of the Company with reference to these Ind-AS financial Statements and the operating effectiveness of such controls, refer to our separate report in "Annexure B" of this report.

- g. With respect to other matters to be included in the Auditor's report in accordance with the requirements of section 197(16) of the act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of section 197 of the act.

- h. 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 as amended, in our opinion and to the best of our information and according to the explanation given to us:
 - i. There is no pending litigation which impact the financial position of company and to be included in financial statements;
 - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses; hence no provision was required to be made; and
 - iii. There was no amounts which was required to be transferred to the Investor Education and Protection Fund by the Company.

For: SNEHA SARDA & CO.
Chartered Accountants
Firm Reg. No. 014579C

Place: Indore
Date : 28/07/2020
UDIN : 20512148AAAAAB4879

CA. SNEHA MANTRI
Proprietor
Membership no. 512148



ANNEXURE "A" REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING OF "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF GORANI INDUSTRIES LIMITED ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2020

- (i) In respect of the Company's property, plant and equipment:
 - (a) The Company has maintained proper records to show full particulars, including quantitative details and situation of its fixed assets.
 - (b) All fixed assets of the Company are physically verified by the management at regular intervals, which in our opinion, is reasonable considering the size of the Company and the nature of assets. During the year, as informed to us by management, no material discrepancies have been noticed on such verification.
 - (c) The title deeds of immovable properties are held in the name of the Company.
- (ii) In respect of its inventory:
 - (a) As explained to us, the inventories of finished goods, semi-finished goods, stores, spare parts and raw materials were physically verified at regular intervals by the Management. In case of inventories lying with third parties, certificates of stocks holding have been received.
 - (b) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories. The discrepancies noticed on physical verification of stocks as compared to book records were not material and have been properly dealt with in the books of account.
- (iii) In our opinion and according to information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly, paragraph 3(iii) of the Order is not applicable to the Company.
- (iv) In our opinion and according to information and

explanations given to us, the Company has not granted any loans or provided any guarantees or security to the parties covered under Section 185 or 186 of the Act. Accordingly, paragraph 3(iv) of the Order is not applicable to the Company.

- (v) The company has not accepted any deposits from public during the year. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
- (vi) As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the Company. Accordingly, paragraph 3(vi) of the Order is not applicable to the Company.
- (vii) In respect of statutory dues:
 - (a) According to the records of the company and information and explanations given to us, the Company has generally been regular in depositing undisputed statutory dues, including, Investor Education and Protection Fund, Income-tax, Tax deducted at sources, Tax collected at source, Professional Tax, Goods & Services Tax and other material statutory dues applicable to it, with the appropriate authorities except Provident Fund, Employees State Insurance (ESI) in which there is a delay in depositing the dues in some periods.

An amount of Rs. 4,748/- was outstanding on the last day of the financial year for a period more than 6 months in case of Provident fund due to technical difficulties generally experienced by the industries in generating Universal account number (UAN) of some of the employees. The said sum was paid on 15th July 2020.
 - (b) According to the information and explanations given to us, there were no disputed amounts payable in respect of Income-tax, Custom Duty, Goods & Services Tax, Cess and other material statutory dues in arrears /were outstanding as at 31 March, 2020.
- (viii) In our opinion and according to the information and explanations given to us, the Company has not



defaulted in the repayment of loans or borrowings to financial institution, bank, Government or dues to debenture holders.

- (ix) According to the records of the company, the Company has not raised any money by way of initial public offer or further public offer (including debt instrument) during the year. In our opinion the term loans raised during the year were applied for the purpose for which those are raised.
- (x) Based upon the audit procedures performed and according to the information and explanations given to us, no material fraud on the Company by its officers or employees nor any fraud by the Company has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given to us and based on our examination of the records, 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 examinations of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. The details of such related party

transactions have been disclosed in the financial statements as required under applicable Indian Accounting Standard.

- (xiv) According to the information and explanations given to us and based on our examination of the records, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Hence, reporting requirement under clause 3(xiv) of the order are not applicable to the company.
- (xv) According to the information and explanations given to us and based on our examination of the records, the Company has not entered into non-cash transactions with directors or persons connected with him as referred to in section 192 of the Act.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For: SNEHA SARDA & CO.
Chartered Accountants
Firm Reg. No. 014579C

Place: Indore
Date : 28/07/2020
UDIN : 20512148AAAAAB4879

CA. SNEHA MANTRI
Proprietor
Membership no. 512148



ANNEXURE "B" AS REFERRED TO IN PARAGRAPH 2(f) UNDER THE HEADING OF "REPORT ON LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF GORANI INDUSTRIES LIMITED LIMITED ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2020

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 Gorani Industries Limited ('the Company') as of March 31, 2020 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 controls 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 Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these Ind-AS financial statements based on our audit. We have 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 Act, 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 were 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 over financial reporting with reference to these Ind-AS financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these Ind-AS financial statements, 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 with reference to these Ind-AS financial statements

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting with reference to these Ind-AS financial statements 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 with reference to these Ind-AS financial statements 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 unauthorized 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 with reference to these Ind-AS financial statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these Ind-AS financial statements, 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 with reference to these Ind-AS financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these Ind-AS financial statements 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 with reference to these Ind-AS financial statements and such internal financial controls over financial reporting with reference to these Ind-AS financial statements were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For: SNEHA SARDA & CO.
Chartered Accountants
Firm Reg. No. 014579C

Place: Indore

Date : 28/07/2020

UDIN : 20512148AAAAAB4879

CA. SNEHA MANTRI

Proprietor

Membership no. 512148



Gorani Industries Ltd.

BALANCE SHEET AS AT 31st MARCH' 2020

CIN- L28121MP1995PLC009170

PARTICULARS	Note No.	As at 31/03/2020	As at 31/03/2019
		Rs.	Rs.
ASSETS			
Non Current Assets			
Property Plant & Equipment	2	28,497,039	23,943,766
Capital Work in Progress		64,392	2,376,446
Other Non-Current Assets	3	430,620	431,254
Current Assets			
Inventories	4	30,645,608	37,297,773
Financial Assets			
Trade Receivables	5	60,469,469	37,087,688
Cash and Cash Equivalent	6	5,239,061	9,053,642
Other Current Financial Assets	7	346,900	326,900
Current Tax Asset (Net)	8	-	698,863
Other Current Assets	9	2,542,932	7,661,529
Total		128,236,021	118,877,861
EQUITY			
Share Capital	10	48,751,000	48,751,000
Other Equity	11	2,252,175	(3,145,562)
LIABILITIES			
Non-current liabilities			
Financial Liabilities			
Borrowings	12	978,238	1,954,927
Provisions	13	235,797	-
Deferred Tax Liabilities	14	2,126,573	2,239,627
Current liabilities			
Financial Liabilities			
Borrowings	15	32,214,800	47,529,076
Trade Payables	16		
Dues of micro & small enterprises		2,279,984	5,914,687
Dues other than micro & small enterprises		29,632,440	10,561,874
Other Financial Liabilities	17	6,981,573	3,599,700
Other Current Liabilities	18	2,674,854	1,472,532
Current Tax Liability (Net)	19	108,587	-
Total		128,236,021	118,877,861
Significant Accounting Policies and Notes on Financial Statements	1 to 41		

For and on behalf of the Board

As per our report of even date
For SNEHA SARDA & CO.
Chartered Accountants
Firm Reg. No. 014579C

(Sanjay Gorani)
Managing Director
DIN :- 00055531

(Anil Gorani)
Whole Time Director
DIN : 00055540

(Nakul Gorani)
Whole Time Director
DIN : 06543317

(Neerja Mandiya)
(Company Secretary)

(C.S. Sharma)
C.F.O.

CA. Sneha Mantri
Proprietor
M.No. 512148
UDIN : 20512148AAAAAB4879

Place : Indore

Date : 28.07.2020



Gorani Industries Ltd.

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2020

CIN - L28121MP1995PLC009170

PARTICULARS	Note No.	Year Ended 31/03/2020	Year Ended 31/03/2019
		Rs.	Rs.
Income			
I Revenue from Operations	20	214,311,719	204,152,957
II Other income	21	519,699	934,209
III Total Revenue (I+II)		214,831,418	205,087,166
IV Expenses			
Cost of Materials Consumed	22	171,505,151	169,333,237
Purchases of Trading Goods		115,226	1,790,781
Changes in inventories of finished goods, work in progress and Stock-in- trade	23	(3,463,672)	(6,502,881)
Employee benefits expenses	24	19,963,536	16,465,592
Finance costs	25	2,658,558	1,946,040
Depreciation and Amortization expenses	2	2,867,421	2,421,196
Other expenses	26	12,177,439	11,417,805
Total (IV)		205,823,659	196,871,770
V Profit Before Exceptional and Tax (III-IV)		9,007,759	8,215,396
VI Exceptional items		-	-
VII Profit Before Tax (V-VI)		9,007,759	8,215,396
VIII Tax expenses			
Current tax		2,378,956	1,517,950
MAT Credit		-	(609,593)
Deferred tax		138,129	1,661,502
Total tax expenses		2,517,085	2,569,859
IX Profit/(loss) for the year (VII-VIII)		6,490,674	5,645,537
X Other Comprehensive Income			
(i) Items that will not be reclassified to profit & loss			
Remeasurements of net defined benefit plans		(966,086)	830,169
Income tax relating to above items		251,182	(215,844)
XI Total Comprehensive Income for the year (IX+X)		5,775,770	6,259,862
Earnings per Share			
Equity Shares of ₹ 10 each			
Basic		1.33	1.09
Diluted		1.33	1.09
Significant Accounting Policies and Notes on Financial Statements	1 to 41		

For and on behalf of the Board

As per our report of even date
For SNEHA SARDA & CO.
Chartered Accountants
Firm Reg. No. 014579C

(Sanjay Gorani)
Managing Director
DIN :- 00055531

(Anil Gorani)
Whole Time Director
DIN : 00055540

(Nakul Gorani)
Whole Time Director
DIN : 06543317

(Neerja Mandiya)
(Company Secretary)

(C.S. Sharma)
C.F.O.

CA. Sneha Mantri
Proprietor
M.No. 512148
UDIN : 20512148AAAAAB4879

Place : Indore

Date : 28.07.2020



Gorani Industries Ltd.

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2020

CIN - L28121MP1995PLC009170

PARTICULARS	Note No.	As at 31/03/2020	As at 31/03/2019
		Rs.	Rs.
Cash flow from operating Activities			
Net profit before taxation		9,007,759	8,215,396
Add adjustments for :			
Depreciation / amortisation		2,867,421	2,421,196
Interest income		(519,699)	(24,969)
Interest Expense on lease Liability		829	-
Finance Cost		2,658,558	1,946,040
Insurance Claim		-	(88,193)
Unrealised foreign exchange difference		(804,463)	(39,125)
Loss on Sale of Asset		3,813	-
Employee Benefit Expense		17,890	390,166
Operating profit before working capital changes		13,232,108	12,820,511
Adjustments for changes in working capital :			
- Trade and other receivables		(23,381,781)	10,787,030
- Inventories		6,652,165	11,730,546
- Other financial assets		(20,000)	(190,500)
- Other current assets		4,433,827	(4,704,682)
- Trade and other payables		19,638,731	(19,435,447)
- Other current liabilities		1,202,322	(2,791,124)
Cash generated from operation		21,757,372	8,216,333
- Taxes paid (net)		1,660,776	2,216,813
Net cash from Operating Activities (A)		20,096,596	5,999,520
Cash flow from Investing Activities			
(Purchase) / Sales of fixed assets		(5,479,759)	(8,400,558)
Insurance Claim		-	88,193
Interest Income		519,699	24,969
Increase/(Decrease) in other non current assets		634	29,618
Net cash used in Investing Activities(B)		(4,959,426)	(8,257,778)
Cash flow from Financing Activities			
Finance Cost		(2,658,558)	(1,946,040)
Payment of Lease Liability		(2,228)	-
Proceeds from Calls Unpaid		-	1,039,000
Increase/(Decrease) in Short term Borrowings		(15,314,276)	8,577,837
Increase/(Decrease) in other non current liabilities		(976,689)	1,954,928
Net cash used in Financing Activities(C)		(18,951,751)	9,625,725
Net increase in cash and cash equivalents (A+B+C)		(3,814,581)	7,367,467
Cash and cash equivalents at the beginning of the year		9,053,642	1,686,175
Cash and cash equivalents at the end of the year		5,239,061	9,053,642
Cash in Hand		879,432	102,290
Balance In Current Accounts with Scheduled Bank		4,359,629	8,951,352
		5,239,061	9,053,642
Significant Accounting Policies and Notes on Financial Statements	1 to 41		

For and on behalf of the Board

As per our report of even date
For SNEHA SARDA & CO.
Chartered Accountants
Firm Reg. No. 014579C

(Sanjay Gorani)	(Anil Gorani)	(Nakul Gorani)	(Neerja Mandiya)	(C.S. Sharma)	CA. Sneha Mantri
Managing Director	Whole Time Director	Whole Time Director	(Company Secretary)	C.F.O.	Proprietor
DIN :- 00055531	DIN : 00055540	DIN : 06543317			M.No. 512148
					UDIN : 20512148AAAAAB4879

Place : Indore

Date : 28.07.2020



Gorani Industries Ltd.

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH 2020

CIN - L28121MP1995PLC009170

A. Equity Share Capital

Particulars	Amount
As at 31st March, 2018	50,613,000
Changes in equity share capital	(1,862,000)
As at 31st March, 2019	48,751,000
Changes in equity share capital	0
As at 31st March, 2020	48,751,000

B. Other Equity

	Reserve & Surplus		Total
	Capital Reserve	Retained Earnings	
Balance as on 31, March 2018	-	(12,306,424)	(12,306,424)
As At 1, April 2018	-	(12,306,424)	(12,306,424)
Profit for the period	-	5,645,537	5,645,537
Other comprehensive income	-	614,325	614,325
Total comprehensive income	-	6,259,862	6,259,862
Share Forfeited during the year	2,901,000	0	2,901,000
Balance as on 31, March 2019	2,901,000	(6,046,562)	(3,145,562)
As At 1, April 2019	2,901,000	(6,046,562)	(3,145,562)
Impact on account of IND AS 116		(378,033)	(378,033)
	2,901,000	(6,424,595)	(3,523,595)
Profit for the period		6,490,674	6,490,674
Other comprehensive income		(714,904)	(714,904)
Total comprehensive income		5,775,770	5,775,770
Share Forfeited during the year			
Balance as on 31, March 2020	2,901,000	(648,825)	2,252,175

For and on behalf of the Board

As per our report of even date
For SNEHA SARDA & CO.
Chartered Accountants
Firm Reg. No. 014579C

(Sanjay Gorani)
Managing Director
DIN :- 00055531

(Anil Gorani)
Whole Time Director
DIN : 00055540

(Nakul Gorani)
Whole Time Director
DIN : 06543317

(Neerja Mandiya)
(Company Secretary)

(C.S. Sharma)
C.F.O.

CA. Sneha Mantri
Proprietor
M.No. 512148

UDIN : 20512148AAAAAB4879

Place : Indore

Date : 28.07.2020



Notes forming part of Financial Statements

CIN - L28121MP1995PLC009170

1. SIGNIFICANT ACCOUNTING POLICIES FOLLOWED BY THE COMPANY

A] Basis for preparation:

i. Compliance with Ind AS

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended.

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

ii. Basis of measurement

The financial statements have been prepared on an accrual basis and in accordance with the historical cost convention except:

- a) Certain financial assets that are measured at fair value.
- b) Defined benefit plans measured at fair value.

All assets and liabilities have been classified as current or non-current as per the normal operating cycle (12 months) and other criteria set out in Schedule III to the Act.

B] Use of Judgements and Estimates

The estimates and judgements used in the preparation of financial statements are continuously evaluated by the company and are based on historical experience and various other assumptions and factors that were reasonable under the circumstances. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

C] Functional and Presentation Currency

The functional and presentation currency of the company is the Indian Rupees ('₹').

D] Foreign Currency Transaction

The transactions in foreign currencies are recorded at the rate prevailing on the date of the transaction. Monetary items denominated in foreign currency are restated at the rate prevailing on the balance sheet date. Exchange gains/ losses on settlement and on conversion of monetary items denominated in foreign currency are dealt with in the profit and loss account.

E] Property, Plant and Equipment

Property, plant and equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Property, plant and equipment acquired in a business combination are recognised at fair value at the acquisition date. 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 Company and the cost of the item can be measured reliably. All other repairs and maintenance cost are charged to the Statement of Profit and Loss during the period in which they are incurred.

F] Depreciation

Depreciation on property, plant and equipment has been provided on useful life of the assets as prescribed in the Schedule II to the Companies Act, 2013. Assets which are purchased, sold or scrapped during the year, depreciation has been



provided on pro-rata basis. The estimated useful life of items of Property, Plant & Equipments are as follows:

Type of Asset	Estimated Useful life	Type of Asset	Estimated Useful life
Building	30	Computer	3
Plant & Machinery	15	Air Conditioner	10
Dies & Tools	15	ETP	15
Office Equipments	5	Vehicles	10
Laboratory Equipments	10	Vehicles	8
Electrical Installations	10	Fire Fighting Equipments	5
Furniture & Fixture	10		

The residual values and useful lives of Property, Plant & Equipments are reviewed at each financial year and adjusted prospectively.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit & Loss.

G] Financial Instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value.

(1) Financial Assets:

The company classifies its financial assets as follows:

- a) Financial Assets at amortised cost : Assets that are held for collection of contractual cash flows where these cash flows represent solely payments of principal and interest are measured at amortised cost.
Financial assets are measured initially at fair value and subsequently carried at amortised cost using the effective interest method. Financial assets at amortised cost are represented by security deposits with others.
- b) Fair value of current assets such as trade receivables, cash and cash equivalents approximate their carrying amounts largely due to short term maturities.

(2) Financial Liabilities:

- a) Fair value of current liabilities such as trade payables, borrowings and other financial liabilities approximate their carrying amounts due to short term maturities.

H] Inventories

Inventories of raw materials, work in progress, stores and spares, finished goods and stock in trade are stated at the lower of cost or net realizable value. Cost is determined on the basis of FIFO method. The cost comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

I] Cash & Cash Equivalents:

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash in hand, Credit Balance in Bank accounts other short term highly liquid investments with original maturities of three months that are readily convertible to known amounts of cash.

J] Employee Benefits

a. Short Term Benefits:

Liabilities for wages and salaries benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.



- b. Defined Contribution Plans:
Payments to defined contribution plan viz. government administered provident funds and ESIC are recognized as an expense when employees have rendered service entitling them to contributions.
- c. Post Employment / Termination Benefits:
Company has established a separate fund with Life Insurance Corporation of India. Liability on these benefits is calculated and provided based on actuarial valuation provided by independent actuary using "Projected unit credit" method.

K] Borrowing Cost

Borrowing cost that is attributable to the acquisition or construction of qualifying assets is capitalized as part of the cost of such assets. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing cost is recognized as an expense in the period in which they are incurred.

L] Income tax

- a) Current tax:
The current income tax expense is the tax payable on the current period's taxable income based in accordance with local laws of jurisdictions where the company operates. Tax payable is calculated using the tax rates that have been enacted by the end of the reporting period.
- b) Deferred Tax:
Deferred tax is recognized using the balance sheet approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting on the reporting date.
Deferred tax are recognized to the extent it is probable that taxable profit will be available against which the deductible differences against which the temporary differences and losses will be adjusted. Tax rate used to compute the tax is those that have been enacted by the end of the reporting period.
The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available.
Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

M] Revenue Recognition

The Company derives revenue primarily from sale of manufactured and traded goods. Effective from 01st April 2018, the company has adopted Ind AS 115 – 'Revenue from contracts with customers' which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognized. Ind AS 115 replaces Ind AS 18 Revenue. The impact of the standard on the financial statements of the company is insignificant.

Revenue from sale of goods is recognized when control of the products being sold is transferred to our customer and when there are no longer any unfulfilled obligations.

The Performance Obligations in our contracts are fulfilled at the time of dispatch or delivery.

Revenue is measured at fair value of consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government such as goods and service tax etc. Revenue is only recognized to the extent that it is highly probable a significant reversal will not occur.

Interest income is recognised on accrual basis or by using the effective interest method, wherever applicable.

N] Earning per share

The company presents Basic and Diluted earnings per share data for its equity shares. Basic and diluted earnings per share are calculated by dividing the profit or loss attributable to equity shareholders of the company by the weighted average number of equity shares outstanding during the year.



O] Provisions, Contingent Liabilities and Assets:

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made. Disclosure is not made if the possibility of an outflow of future economic benefits is remote.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. The Company does not recognise a contingent asset.

P] Research & Development:

Capital expenditure on research and development is treated in the same way as expenditure on Fixed Assets. The revenue expenditure on Research & Development is written off in the year in which it is incurred.

Q] Impairment :

The Company on an annual basis makes an assessment of any indicator that may lead to impairment of assets. If any such indication exists, the company estimates the recoverable amount of the assets. If such recoverable amount is less than the carrying amount, then the carrying amount is reduced to its recoverable amount by treating the difference between them, as impairment loss and the same is charged to profit & loss account. Based on the aforesaid review, the Company is of opinion that there is no impairment of any of its fixed assets as at 31st March 2020.

R] Fair Value Measurement:

The Company classifies the fair value of its financial instruments in the following hierarchy, based on the inputs used in their valuation:

- i) Level:1 The fair value of financial instruments quoted in active markets is based on their quoted closing price at the balance sheet date.
- ii) Level:2 The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques using observable market data. Such valuation techniques include discounted cash flows, dealer quotes for similar instruments and use of comparable arm's length transactions.
- iii) Level:3 The fair value of financial instruments that are measured on the basis of entity specific valuations using inputs that are not based on observable market data (unobservable inputs). When the fair value of unquoted instruments cannot be measured with sufficient reliability, the Company carries such instruments at cost less impairment, if applicable.



Notes Forming Part of Financial Statement

CIN - L28121MP1995PLC009170

2. Property Plant & Equipment

	Leasehold Land	Building	Plant & Machinery	Dies & Tools	Office Equip-ments	Laboratory Equip-ments	Electrical Install-ations	Furniture & Fixtures	Computer	Air Condit-ioner	ETP	Vehicles	Fire Fighting Equip-ments	Total
Gross carrying Amount														
Balance as at 1.04.2018	465,016	7,458,021	12,967,411	1,558,863	103,156	44,178	89,960	282,354	85,537	67,499	1	1,432,406	1	24,554,403
Additions			214,403	207,193				211,146	73,334	21,875		5,296,160		6,024,111
Disposals														
Reclassification as held for sale														
Balance as at 31.03.2019	465,016	7,458,021	13,181,814	1,766,056	103,156	44,178	89,960	493,500	158,871	89,374	1	6,728,566	1	30,578,514
Impact on Account of Adoption of Ind AS 116	23,540													23,540
Balance as at 1.04.2019	488,556	7,458,021	13,181,814	1,766,056	103,156	44,178	89,960	493,500	158,871	89,374	1	6,728,566	1	30,602,054
Additions		2,912,380	339,800	3,478,129	521,738	41,500		520,511	57,254			343,241		7,871,312
Disposals			74,519											417,760
Reclassification as held for sale														
Balance as at 31.03.2020	488,556	10,370,401	13,447,095	5,244,185	624,894	85,678	89,960	1,014,011	216,125	89,374	1	6,385,325	1	38,055,606
Accumulated Depreciation														
Balance as at 1.04.2018	-	1,286,260	1,935,089	192,497	58,654	15,705	57,552	29,372	45,852	13,705	-	578,866	-	4,213,552
Additions		643,600	997,511	122,536	10,099	5,013	21,755	43,037	33,206	10,618	-	533,821	-	2,421,196
Disposals														
Reclassification as held for sale														
Balance as at 31.03.2019	-	1,929,860	2,932,600	315,033	68,753	20,718	79,307	72,409	79,058	24,323	-	1,112,687	-	6,634,748
Impact on Account of Adoption of Ind AS 116	390,845													390,845
Balance as at 1.04.2019	390,845	1,929,860	2,932,600	315,033	68,753	20,718	79,307	72,409	79,058	24,323	-	1,112,687	-	7,025,593
Additions	16,285	651,499	989,378	233,615	62,980	7,525	10,536	53,296	42,080	10,804		789,423		2,867,421
Disposals			8,368									326,079		334,447
Reclassification as held for sale														
Balance as at 31.03.2020	407,130	2,581,359	3,913,610	548,648	131,733	28,243	89,843	125,705	121,138	35,127	-	1,576,031	-	9,558,567
Net Carrying Amount														
Balance as at 31.03.2019	465,016	5,528,161	10,249,214	1,451,023	34,403	23,460	10,653	421,091	79,813	65,051	1	5,615,879	1	23,943,766
Balance as at 31.03.2020	81,426	7,789,042	9,533,485	4,695,537	493,161	57,435	117	888,306	94,987	54,247	1	4,809,294	1	28,497,039



Notes Forming Part of Financial Statement

CIN - L28121MP1995PLC009170

PARTICULARS	As at 31/03/2020	As at 31/03/2019
	Rs.	Rs.
3. Other Financial Assets		
Security Deposits with Government authorities	430,620	431,254
Total	430,620	431,254
4. Inventories (at lower of cost or net realisable value)		
Raw Material	12,400,799	22,939,356
Finished Goods	8,819,989	5,433,116
Work In Process	7,858,811	8,026,433
Stock-in-Trade	340,912	340,360
Stores and Spares	558,030	135,311
Scrap	667,067	423,197
Total	30,645,608	37,297,773
5. Trade Receivables		
Considered good- Secured	-	-
Considered good - Unsecured	60,469,469	37,087,688
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables - Credit impaired	-	-
	60,469,469	37,087,688
Less: Impairment loss allowance		
Total	60,469,469	37,087,688
6. Cash and Cash Equivalents		
Cash in Hand	879,432	102,290
Balance In Current Accounts with Scheduled Bank	4,359,629	8,951,352
Total	5,239,061	9,053,642
7. Other Current Financial Assets		
Security Deposits with Others	346,900	326,900
Total	346,900	326,900
8. Current Tax Assets (Net)		
Advance Income Tax (Net of Provision)		698,863
Total	-	698,863
9. Other Current Assets		
Amount Lying with Government Authorities	1,205,584	860,024
MAT Credit Available	-	609,593
Prepaid Insurance & Expenses	366,499	116,688
Advance to Supplier	945,849	5,327,045
Advance to Staff	25,000	-
Defined Benefit Asset	-	748,179
Total	2,542,932	7,661,529



NOTES FORMING PART OF FINANCIAL STATEMENTS

CIN - L28121MP1995PLC009170

PARTICULARS	As at 31/03/2020	As at 31/03/2019
	Rs.	Rs.
10. Share Capital		
Authorised		
6000000 Equity Shares of Rs. 10/- each		
[Previous Year : 6000000 Equity Shares of Rs. 10/- each]	60,000,000	60,000,000
Issued and Subscribed		
4875100 Equity Shares of Rs. 10/- each.	48,751,000	48,751,000
[Previous Year : 4875100 Equity Shares of Rs. 10/- each]		
Total	48,751,000	48,751,000
Paid up		
4875100 Shares of Rs.10/- each fully paidup	48,751,000	54,380,000
Previous Year : 5438000 Equity Shares of Rs. 10/- each]		
Less:- Calls in Arrears	-	-
Less:- Calls revoked on Shares Forfeited	-	2,728,000
Less: Shares Forfeited	-	2,901,000
Total	48,751,000	48,751,000
A. Reconciliation of Shares:		
Number of Shares as at April, 1	4,875,100	5,438,000
Add: Shares issued during the year	-	-
Less: Shares forefeited during the year	-	562,900
Number of shares as at March, 31	4,875,100	4,875,100
B. List of Share holders having 5% or more Shares (In Nos)		
Name Of Shareholders		
Narendra Kumar Gorani	801800 (16.45%)	801,800 (16.45%)
Online Appliances LLP.	840600 (17.24%)	840,600 (17.24%)
Sanjay Gorani	879300 (18.04%)	649,300 (13.32%)
Shanta Devi Gorani	285200 (5.85%)	285,200 (5.85%)
Anil Gorani	553300 (11.35%)	548,600 (11.25%)
Lavekush Gadiya	-	378,000 (7.75%)

C. Details of shares forefeited

PARTICULARS	As at 31 March, 2020		As at 31 March, 2019	
	No. of shares	Amount originally paid up	No. of shares	Amount originally paid up
Equity shares with voting rights	-	-	562,900	2,901,000



NOTES FORMING PART OF FINANCIAL STATEMENTS

CIN - L28121MP1995PLC009170

11. Other Equity

	Capital Reserve	Reserve & Surplus Retained Earnings	Total
As At 1, April 2018	-	(12,306,424)	(12,306,424)
Profit for the year	-	5,645,537	5,645,537
Other comprehensive income	-	614,325	614,325
Total comprehensive income	-	6,259,862	6,259,862
Share Forefeited during the year	2,901,000		2,901,000
Balance as on 31, March 2019	2,901,000	(6,046,562)	(3,145,562)
As At 1, April 2019	2,901,000	(6,046,562)	(3,145,562)
Impact on account of Adoption of IND AS 116		(378,033)	(378,033)
	2,901,000	(6,424,595)	(3,523,595)
Profit for the year		6,490,674	6,490,674
Other comprehensive income		(714,904)	(714,904)
Total comprehensive income		5,775,770	5,775,770
Balance as on 31, March 2020	2,901,000	(648,825)	2,252,175

Note : During the year 2018-19, Rs. 10,39,000 received against calls-in-arrears on 2,20,900 shares and as a result all of these shares became fully paid-up. All the remaining 5,62,900 partly paid shares on which Rs. 29,01,000 had been received earlier due to non receipt of balance call money were forfeited on 5th October 2018.

PARTICULARS	As at 31/03/2020	As at 31/03/2019
	Rs.	Rs.
12. Financial Liabilities		
Borrowings (non-current)		
Secured		
Car Loan from Yes Bank Ltd.	978,238	1,954,927
(Car loan is secured by Hypothecation of Car- Installments due in next 12 Months is Rs. 976689/- and in Previous Year Rs. 890392/-)		
Total	978,238	1,954,927
13. Provisions		
Provision for Gratuity (Net of Plan Asset)	235,797	-
Total	235,797	-
14. Deferred Tax Liabilities		
Net Deferred tax liabilities (Refer Note 32)	2,126,573	2,239,627
Total	2,126,573	2,239,627
15. Borrowings		
Secured		
Banks- Cash Credit	24,315,163	17,536,039
(The working capital loan is secured by Hypothecation of current assets i.e. Stock & Book Debts etc. of the company and Equitable mortgage on leasehold property situated at Plot No. 32 and 33, Sector F, Sanwer Road, Industrial Area, Indore, loan is also guaranteed by the Directors and for previous year the working capital loan is secured by a first charge on all the current assets Hypothecation of Stock & Book Debts of the company. And by way of second charge on fixed assets loans are also guaranteed by the Directors.)		



Gorani Industries Ltd.

NOTES FORMING PART OF FINANCIAL STATEMENTS

CIN - L28121MP1995PLC009170

PARTICULARS	As at 31/03/2020	As at 31/03/2019
	Rs.	Rs.
Unsecured		
From Directors	7,899,637	15,193,037
From Promoters	-	14,800,000
(As per Stipulation of the sanction of CC limit by Axis Bank and for previous year by Central bank of India)		
Total	32,214,800	47,529,076
16. Trade Payables		
Total Outstanding dues of Micro and Small Enterprises	2,279,984	5,914,687
Total Outstanding dues of Creditors other than Micro and Small Enterprises	29,632,440	10,561,874
Total	31,912,424	16,476,561
1. Trade Payables includes Rs. 22,79,983 (Previous Year Rs. 59,14,687) due to creditors registered with the Micro, Small and Medium Enterprises Development Act, 2006 2. No Interest is Paid/ Payable during the year to Micro, Small and Medium Enterprises. 3. The Above information has been determined to the extent such parties could be identified on the basis of the information available with the company regarding the status of the supplier under the MSME Act.		
PARTICULARS	As at 31/03/2020	As at 31/03/2019
	Rs.	Rs.
17. Other Financial Liabilities		
Current maturities of long term debts (within 12 Months)	976,689	890,392
Lease Liability	9,329	-
Liability for Expenses	5,995,555	2,709,308
Total	6,981,573	3,599,700
18. Other Current Liabilities		
Advances From Customers	2,283,456	1,133,767
Taxes Duties and Other Payables	391,398	338,765
Total	2,674,854	1,472,532
19. Current Tax Liability (Net)		
Income tax payable (Net of Advance Tax, TDS for 2020 and MAT Credit)	108,587	-
Total	108,587	-
20. Revenue from Operation		
Sales		
Manufactured Goods	214,178,450	202,506,240
Trading Goods	133,269	1,646,717
Total	214,311,719	204,152,957
Details of Sales (Manufactured Goods)		
Steel Frame and others	8,965,900	10,613,440
L.P.G. Stoves	83,713,200	81,740,500
Gas Geysers	85,264,200	66,302,500
Rangehood (Chimney)	36,235,150	43,849,800
	214,178,450	202,506,240
Trading Goods	133,269	1,646,717
	214,311,719	204,152,957



NOTES FORMING PART OF FINANCIAL STATEMENTS

CIN - L28121MP1995PLC009170

PARTICULARS	As at 31/03/2020	As at 31/03/2019
	Rs.	Rs.
21. Other Income		
Interest	519,699	24,969
Insurance Claim	-	88,193
Foreign exchange gain	-	821,047
Total	519,699	934,209
22. Cost of Material Consumed		
Raw Materials' Consumed		
Stock at the beginning of the year	22,939,356	41,264,942
Add: Purchases	160,966,594	151,007,651
Less : Stock at the end of the year	(12,400,799)	(22,939,356)
	171,505,151	169,333,237
Details of Raw Material Consumed		
Iron & Steel	47,226,514	36,348,519
Other Raw Materials	8,094,331	2,074,268
Components & Stores	102,251,457	119,979,592
Packing Materials	13,932,849	10,930,858
	171,505,151	169,333,237
23. Change in Inventories		
Inventories at the Beginning of the Year		
Work-in Process	8,026,433	4,289,694
Finished Goods	5,433,116	3,055,571
Traded Goods	340,361	129,662
Scrap	423,197	245,298
	14,223,107	7,720,225
Less: Inventories at the End of the Year		
Work-in-Process	7,858,811	8,026,433
Finished Goods	8,819,989	5,433,116
Traded Goods	340,912	340,361
Scrap	667,067	423,196
	17,686,779	14,223,106
Decrease /(Increase) in Stock	(3,463,672)	(6,502,881)
24. Employee Benefit Expenses		
Salaries, Wages, Bonus etc.	12,366,830	9,982,982
Contribution to PF, ESIC & Other Statutory Funds	1,761,478	1,713,755
Workmen and Staff Welfare Expenses	223,611	110,715
Director Remuneration	5,200,000	4,200,000
Current Service Cost	467,356	510,061
Interest Cost	(55,739)	(51,921)
Total	19,963,536	16,465,592



NOTES FORMING PART OF FINANCIAL STATEMENTS

CIN - L28121MP1995PLC009170

PARTICULARS	As at 31/03/2020	As at 31/03/2019
	Rs.	Rs.
25. Finance Costs		
Interest to bank	1,930,705	1,601,760
Bank Charges	727,024	344,280
Finance Cost on Lease Liability	829	-
Total	2,658,558	1,946,040
26. Other Expenses		
Direct Expenses		
Consumptions Of Store and Spares	809,893	759,673
Power and Fuel	3,604,319	3,076,110
Repairs To - Plant & Machinery	436,711	470,684
Repairs To - Dies	1,130,501	1,206,156
Repairs To - Electric	245,284	133,172
Laboratory Expenses	60,007	33,086
Other Factory Expenses	253,280	80,256
SUB TOTAL	6,539,995	5,759,137
Administrative and Other Expenses		
Insurance	148,714	125,181
Rent,Rates and Taxes	1,075,432	973,443
Office Expenses	99,577	98,407
ISO 9000 & Certification	24,000	-
Legal & Professional Charges	823,900	2,558,455
Books & Periodicals	4,787	4,423
Penalty & Fine	23,510	15,000
Share listing, Demat & Registrar Exp.	398,104	425,807
Postage & Courier	132,392	116,127
Telephone Expenses	69,899	94,966
Stationery & Printing	71,303	112,304
Director's Travelling & Conveyance	43,918	98,627
Payment to Auditors:		
For Statutory Audit	65,000	65,000
For Tax Audit	15,000	15,000
For Others	10,000	10,000
Registration & Fees	69,788	88,541
VAT & CST after Assesment	68,989	18,657
Balances Written OFF	(80)	(6,112)
Foreign Exchange Loss	965,407	-
Vehicle Running & Maintenance	325,952	149,038
Loss on sale of Asset	3,813	-
SUB TOTAL	4,439,405	4,962,864
Selling & Distribution Expenses		
Advertisement & Publicity	50,095	42,602
Business Promotion	51,483	-
Marking Fee	380,137	183,111
Freight Outwards	716,324	470,091
SUB TOTAL	1,198,039	695,804
TOTAL	12,177,439	11,417,805



NOTES FORMING PART OF FINANCIAL STATEMENTS

CIN - L28121MP1995PLC009170

27. Related Party Transactions

Related party disclosures, as required by Indian Accounting Standard 24, "Related Party Disclosures" issued by the Institute of Chartered Accountants of India for the year ended 31st March, 2020 are given below:

Name of the related parties and relationship

(a) Associate Companies

M/s Blow Hot Kitchen Appliances Private Limited

(b) Key Management Personnel and their relatives

Mr. Sanjay Gorani	Managing Director
Mr. Anil Gorani	Whole Time Director
Mr. Nakul Gorani	Whole Time Director
Mr. Narendra Gorani (Proprietor of Gangotri Industries)	Relative of Director
Mrs. Manju Gorani	Relative of Director
Mr. C.S.Sharma	CFO
Ms. Neerja Mandiya	Company Secretary

(c) The transactions entered into with the related parties during the year along with related balances as at 31st March 2020 are as under:

Nature of Transaction	Related Parties Referred Above in	
	(a)	(b)
Interest Received	494,444	-
	-	-
Consultancy Fees	-	-
	-	(1,800,000)
Loan Taken	-	-
	-	(375,000)
Repayment of Loan	-	22,093,400
	-	-
Amount Outstanding as at Balance Sheet Date	-	7,899,637
	-	(29,993,037)
Managerial Remuneration	-	5,200,000
	-	(4,200,000)
Remuneration to other KMP (CFO, CS)	-	390,000
	-	(387,000)
Sale of Goods	25,282,513	10,548,338
	(18,416,190)	(14,223,664)
Purchase of Goods	5,068,906	1,107,520
	-	(4,727,617)
Sale of Assets	-	52,510
	-	-



NOTES FORMING PART OF FINANCIAL STATEMENTS

CIN - L28121MP1995PLC009170

Particulars	Loan taken	Loan Repaid	Amount Outstanding	Managerial Remuneration
Mr. Sanjay Gorani	-	7,293,400	-	2,300,000
	-	-	(7,293,400)	(1,800,000)
Mr. Nakul Gorani	-	-	5,199,237	1,700,000
	-	-	(5,199,237)	(1,200,000)
Mr. Anil Gorani	-	-	2,700,400	1,200,000
	(375,000)	-	(2,700,400)	(1,200,000)
Mr. Narendra Gorani	-	13,500,000	-	-
	-	-	(13,500,000)	-
Mrs. Manju Gorani	-	1,300,000	-	-
	-	-	(1,300,000)	-
Total	-	22,093,400	7,899,637	5,200,000
	(375,000)	-	(29,993,037)	(4,200,000)

Particulars	Gross Purchases	Gross Sales	Interest Received	Consultancy Fees Paid	Sale of Assets
M/s Blow Hot Kitchen Appliances Private Limited.	5,068,906	25,282,513	494,444	-	-
	-	(18,416,190)	-	-	-
Mr. Narendra Gorani (Proprietor of Gangotri Industries)	1,107,520	10,548,338	-	-	52,510
	(4,727,617)	(14,223,664)	-	-	-
Mr. Narendra Gorani	-	-	-	-	-
	-	-	-	(1,800,000)	-

Details of Maximum Amount O/s during the year

Particulars	Amount (In Rs.)
Shri Sanjay Gorani	7,293,400
Shri Nakul Gorani	5,199,237
Shri Anil Gorani	2,700,400
Shri Narendra Gorani	13,500,000
Smt. Manju Gorani	1,300,000
Total	29,993,037



NOTES FORMING PART OF FINANCIAL STATEMENTS

CIN - L28121MP1995PLC009170

28. Post Retirement Benefit Plans Gratuity:

PARTICULARS	As at 31/03/2020	As at 31/03/2019
A. Amount recognized in Balance Sheet		
(Present Value of Benefit Obligation at the end of the Period)	7,005,694	5,621,904
Fair Value of Plan Assets at the end of the Period	6,769,897	6,370,083
Funded Status (Surplus)/ Deficit	235,797	(748,179)
Unrecognised Past Service Cost/(Credit)	-	-
Unrecognised Asset due to Limit in Para 64(b)	-	-
Net Liability/(Asset) Recognized in the Balance Sheet	235,797	(748,179)

PARTICULARS	As at 31/03/2020	As at 31/03/2019
B. Amount recognized in the Statement of Profit & Loss as Employee Benefit Expense		
Current Service Cost	467,356	510,061
Net Interest Cost	387,733	395,572
Expected Return on Plan Assets	(443,472)	(447,493)
Past Service Cost	-	-
(Gain)/ Loss due to Settlements/Curtailments/Acquisitions/Divestitures	-	-
Unrecognised Asset due to Limit in Para 64(b)	-	-
Expense Recognized	4,11,617	4,58,140

PARTICULARS	As at 31/03/2020	As at 31/03/2019
C. Amount recognized in Other Comprehensive Income for the Current Period		
Amount Recognized in OCI, Beginning of the Period	(2,237,088)	(1,406,919)
Remeasurements Due To:-		-
Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions	(440)	-
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	406,330	77,578
Actuarial (Gains)/Losses on Obligations - Due to Experience	556,362	(902,719)
Return on Plan Asset (Excluding Interest)	(3,834)	5,028
Total remeasurements Recognised in OCI	(1,271,002)	(2,237,088)
Amount Recognized in OCI, End of the Period	(1,271,002)	(2,237,088)



NOTES FORMING PART OF FINANCIAL STATEMENTS

CIN - L28121MP1995PLC009170

PARTICULARS	As at 31/03/2020	As at 31/03/2019
D. Table showing Change in the Present Value of Projected Benefit Obligation		
Present Value of Benefit Obligation at the beginning of the period	5,621,904	5,541,412
Interest Cost	387,733	395,572
Current Service Cost	467,356	510,061
Actual Benefits Paid	(433,551)	-
Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions	(440)	-
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	406,330	77,578
Actuarial (Gains)/Losses on Obligations - Due to Experience	556,362	(902,719)
Past Service Cost	-	-
Present Value of Benefit Obligation at the end of the period	70,05,694	56,21,904

PARTICULARS	As at 31/03/2020	As at 31/03/2019
E. Table showing Change in the Fair Value of Plan Assets		
Fair Value of Plan Assets at the beginning of the period	6,370,083	5,849,588
Interest Income	443,472	447,493
Actual Enterprises Contribution	393,727	67,974
Actual Benefits Paid	(433,551)	-
Actuarial (Gains)/Losses	(3,834)	5,028
Present Value of Benefit Obligation at the end of the period	67,69,897	63,70,083

PARTICULARS	As at 31/03/2020	As at 31/03/2019
F. Assumptions		
Financial Assumptions		
Discount Rate	6.55%	7.45%
Salary Escalation Rate	7.00%	7.00%
Expected Return on Asset	6.55%	7.45%
Demographic Assumptions		
Withdrawal rate	5.00%	5.00%
Mortality Rate During Employment	Indian Assured Lives Mortality (2012-14) Ult.	Indian Assured Lives Mortality (2006-08) Ult.
Retirement Age	60 Years	60 Years



NOTES FORMING PART OF FINANCIAL STATEMENTS

CIN - L28121MP1995PLC009170

PARTICULARS	As at 31/03/2020		As at 31/03/2019	
G. Sensitivity Analysis				
Projected Benefit Obligation on Current Assumptions(Base)	7,005,694		5,621,904	
	Decrease	Increase	Decrease	Increase
Discount Rate	7,252,991	6,774,138	5,825,200	5,431,740
Impact of Increase/Decrease in 50 bps on DBO	3.53%	-3.31%	3.62%	(3.38)%
Salary Growth rate	6,774,806	7,248,520	5,430,100	58,225,102
Impact of Increase/Decrease in 50 bps on DBO	(3.30)%	3.47%	(3.41)%	3.61%

"Sensitivity analysis is an analysis which will give the movement in liability if the assumptions were not proved to be true on different count. This only signifies the change in the liability if the difference between assumed and the actual is not following the parameters of the sensitivity analysis. When calculating the sensitivity to the assumption, the method (Projected Unit Credit Method) used to calculate the liability recognised in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous period."

H. Maturity Analysis of Projected Benefit Obligation

Projected Benefits Payable in Future Years From the Date of Reporting

PARTICULARS	As at 31/03/2020	As at 31/03/2019
Year 1	1,529,744	834,874
Year 2	474,449	755,214
Year 3	553,800	502,781
Year 4	610,751	450,758
Year 5	463,707	494,844
Year 6 to 10	2,597,055	2,237,816

29. Payments to Statutory Auditors

	2019-20	2018-19
Statutory Audit	65,000	65,000
Tax Audit Fees	15,000	15,000
Other Services	10,000	10,000
	90,000	90,000

30. Earnings per Share

	2019-20	2018-19
Earnings attributable to the owners of the company	6,490,674	5,645,537
Weighted average number of equity shares	4,875,100	5,165,032
Earnings per share from continuing operations - Basic & Diluted	1.33	1.09



NOTES FORMING PART OF FINANCIAL STATEMENTS

CIN - L28121MP1995PLC009170

31. Leases

During the year ended March 31, 2020 the Company has adopted Ind AS 116 – “Leases” with effect from April 01, 2019 and applied the standard to its leases retrospectively. In accordance with the requirements of the standard, the lease liability at the present value of remaining lease payments at the date of initial application i.e. April 01, 2019 has been recognised and “Right to use assets” has been recognised at an amount equal to the “Lease liability” as at that date. In the Statement of Profit and Loss for the current period, the nature of expenses in respect of leases has changed from lease rent in previous periods to depreciation cost for “Right to use lease assets” and interest accrued on “Lease liability”. The Company has not restated the comparative information in this respect.

As a Lessee

Changes in carrying value of right of use assets

Particulars	2019-20
Balance as at 1st April, 2020	97,711
Addition	
Deletion	
Depreciation	(16,285)
Balance as at 31st March, 2020	81,426

Interest expense on lease liability & Movement in lease liability

Particulars	2019-20
Balance as at 1st April, 2020	10,728
Addition	
Interest Expense	829
Payment of lease liability	(2,228)
Balance as at 31st March, 2020	9,329

Maturity analysis of lease liability on undiscounted basis

Particulars	2019-20
Less than one year	2,228
One to two years	4,456
Two to five years	4,456

Total Cash Outflow on account of lease liabilities for the year ended March 31, 2020 amounts to Rs. 2228



Notes Forming Part of Financial Statement

CIN - L28121MP1995PLC009170

32. The movement in deferred tax assets and liabilities for the year ended 31st March 2019 and 31st March 2020

PARTICULARS	Year ended 31st March, 2020					Year ended 31st March, 2019		
	As at 1st April, 2019	Credit/(charge) in Statement of Profit and Loss	Credit/(charge) in Other Comprehensive Income	As at 31st March, 2020	As at 1st April, 2018	Credit/(charge) in Statement of Profit and Loss	Credit/(charge) in Other Comprehensive Income	As at 31st March, 2019
Provision for Employee Benefits	(578,125)		251,182	(326,943)	(362,281)		(215,844)	(578,125)
Depreciation	(1,780,618)	(19,012)		(1,799,630)		(1,780,618)		(1,780,618)
Expenses Allowable for Tax Purpose when paid	119,116	(119,116)		-		119,116		119,116
Total	(2,239,627)	(138,129)	251,182	(2,126,573)	(362,281)	(1,661,502)	(215,844)	(2,239,627)

Reconciliation of Effective Tax Rate

The reconciliation between the statutory income tax rate applicable to the company and the effective tax rate of the company is as follows:

	Year ended 31st March, 2020	Year ended 31st March, 2019
Statutory income tax rate	26.00%	26.00%
Difference due to:		
Expenses not deductible for tax purposes	1.68%	1.6%
Previous Year Tax adjustment	0.079%	-
Expenses deductible for tax purposes	-1.28%	-4.2%
Depreciation	-0.07%	0.1%
Unabsorbed depreciation set off	-	-12.5%
First time creation of deferred tax	1.5%	20.2%
Effective Tax Rate	27.94%	31.3%

33. Financial Instruments - Accounting Classification and fair values

31st March 2020	Carrying Amount				Fair Value		
	FVTPL	FVTOCI	Cost/Amortised Cost	Total	Level 1	Level 2	Level 3
Financial Assets:							
Other Financial Assets:							
(i) Security Deposits with Government Authorities	-	-	430,620	430,620	-	-	-
(ii) Security Deposits with Others	-	-	346,900	346,900	-	-	-
(iii) Trade Receivables	-	-	60,469,469	60,469,469	-	-	-
(iv) Cash & Cash Equivalents	-	-	5,239,061	5,239,061	-	-	-
Total	-	-	66,486,050	66,486,050	-	-	-



Notes Forming Part of Financial Statement

CIN - L28121MP1995PLC009170

31st March 2020		Carrying Amount			Fair Value			
		FVTPL	FVTOCI	Cost/ Amortised Cost	Total	Level 1	Level 2	Level 3
Financial Liabilities:								
Borrowings	Non-Current	-	-	978,238	978,238	-	-	-
Borrowings	Current	-	-	32,214,800	32,214,800	-	-	-
Trade Payables	Current	-	-	31,912,424	31,912,424	-	-	-
Other Financial Liabilities	Current	-	-	6,981,573	6,981,573	-	-	-
	Total	-	-	72,087,034.17	72,087,034.17	-	-	-

31st March 2019		Carrying Amount			Fair Value			
		FVTPL	FVTOCI	Cost/ Amortised Cost	Total	Level 1	Level 2	Level 3
Financial Assets:								
Other Financial Assets:								
(i) Security Deposits with Government Authorities	Non-Current	-	-	431,254	431,254	-	-	-
(ii) Security Deposits with Others	Current	-	-	326,900	326,900	-	-	-
(iii) Trade Receivables	Current	-	-	37,087,688	37,087,688	-	-	-
(iv) Cash & Cash Equivalents	Current	-	-	9,053,642	9,053,642	-	-	-
	Total	-	-	46,899,484	46,899,484	-	-	-

31st March 2019		Carrying Amount			Fair Value			
		FVTPL	FVTOCI	Cost/ Amortised Cost	Total	Level 1	Level 2	Level 3
Financial Liabilities:								
Borrowings	Non-Current	-	-	1,954,927	1,954,927	-	-	-
Borrowings	Current	-	-	47,529,076	47,529,076	-	-	-
Trade Payables	Current	-	-	16,476,561	16,476,561	-	-	-
Other Financial Liabilities	Current	-	-	3,599,700	3,599,700	-	-	-
	Total	-	-	69,560,264	69,560,264	-	-	-



NOTES FORMING PART OF FINANCIAL STATEMENTS

CIN - L28121MP1995PLC009170

34. Financial Risk Management

a) Market risk

Market risk is the risk that changes in market prices such as commodity prices risk, foreign exchanges rates and interest rates which will affect the company's financial position. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables.

The company is in the business of production, manufacturing and dealing in kitchen appliances and kitchenware which is one such sector within the overall household segment that has been in the limelight in recent past.

The company is in the process of making and implementing the strategies to capitalize available opportunities and minimizing the threats to ladder products across capacities, formats and prices. In addition to broad basing the product by customizing the model structure with added features the company will put its every effort to maximize the internal accruals by way of input tax credit available in the GST law and by optimizing the product common costs so as to enable it to sustain profitability in the market.

Changing household and commercial lifestyles, economical availability of electricity, rising concerns regarding eco-friendly appliances are expected to be the key drivers of the kitchen appliances market size. Development of e-commerce distribution channels, emergence of information technology and the other smart technologies will support the overall kitchen appliances market.

(i) Interest rate risk

"Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. According to the company interest rate risk exposure is only for floating rate borrowings. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used that represents management's assessment of the reasonably possible change in interest rates."

(ii) Exposure to interest rate risk

Company's interest rate risk arises from borrowings. The interest rate is based on MCLR linked rates for its working capital loan.

	31st March, 2020	31st March, 2019
Total Borrowings	33,193,038	49,484,003
Borrowings out of above bearing variable rate of interest	24,315,163	17,536,039
% of Borrowings out of above bearing variable rate of interest	73.25%	35.44%

(iii) Interest Rate Sensitivity

A change of 50 bps in interest rates would have following Impact on profit before tax :

	2019-20	2018-19
50 bps increase would decrease the profit before tax by	121,576	87,680
50 bps decrease would increase the profit before tax by	(121,576)	(87,680)

(iv) Other price risk

Other price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price. The Company is not exposed to pricing risk as the Company does not have any investments in equity instruments and bonds.



NOTES FORMING PART OF FINANCIAL STATEMENTS

CIN - L28121MP1995PLC009170

b) Credit risk

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assess financial reliability of customer, taking into account the financial condition, and ageing of accounts receivable.

Ageing of Trade Receivables

Particulars	31st March 2020	31st March 2019
Not due	-	-
0-3 months	29,451,884	26,027,232
3-6 months	22,155,367	9,738,469
6-12 months	6,954,899	237,180
beyond 12 months	1,907,319	1,084,807
Total	60,469,469	37,087,688

c) Liquidity Risk

As no future expansion in the near future is expected company does not accrues contingent liabilities. The company's approach to managing liquidity is to ensure as far as possible that it will have sufficient liquidity to meet its liabilities as when they are due, under both normal and stressed conditions without incurring the unacceptable losses or risking damage to the company's reputations. As regard the company does not expect poor liquidity position in this scenario. Also the company have the system of properly controlled and speedy recovery from debtors generally.

Maturity patterns of Financial Liabilities

Particulars	31st March 2020	31st March 2019
Borrowings		
Within 1 year	32,214,800	47,529,076
1-3 year	978,238	1,954,927
3-5 year	-	-
Beyond 5 years	-	-
Total	33,193,038	49,484,003
Trade payables		
Within 1 year	26,203,739	14,955,295
1-3 year	5,708,685	1,521,266
3-5 year	-	-
Beyond 5 years	-	-
Total	31,912,424	16,476,561
Other Financial Liabilities		
Within 1 year	6,981,573	3,599,700
1-3 year	-	-
3-5 year	-	-
Beyond 5 years	-	-
Total	6,981,573	3,599,700



Gorani Industries Ltd.

NOTES FORMING PART OF FINANCIAL STATEMENTS

CIN - L28121MP1995PLC009170

d) Currency Risk

Since the company have purchases from China which have foreign currency involvement and flexibility attached to it, however the same is not a threat, due to increasing demand and reputed products of the company coupled with speedy recovery from debtors. The company is well set to bear the short term losses on foreign rate fluctuation which is cushioned by the optimum inventory level mentioned by the company.

35. Capital Management

The Company manages its capital to ensure that it will be able to continue as going concerns while maximising the return to stakeholders through the optimisation of the equity balance. The Company's management manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants.

36. Contingent Liabilities and Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for Rs. Nil. (Previous Year Rs. Nil).

37. In the opinion of the management and to the best of their knowledge and belief the value of realization of current assets, loans and advances in the ordinary course of business will not be less than the amount at which they are stated in the balance sheet.

38. As per Ind AS 108 Operating Segments, there is no reportable segments and therefore no disclosures are made.

39. Additional Information pursuant to provisions of paragraph 5 (VIII) of part II of schedule III to the companies as certified by the Directors:

a) Details of Imported and Indigenous Raw Material, Stores & Spares Consumed:

	Current Year		Previous Year	
		%		%
Imported	88,421,596	51.31%	102,229,273	60.10%
Indigenous	83,893,448	48.69%	67,863,637	39.90%
	172,315,044	100.00%	170,092,910	100.00%

	Current Year	Previous Year
b) Value of Imports calculated on CIF basis		
Raw Material/Components	70,907,401	71,469,487
Others Goods	150,588	735,797
c) Expenditure in foreign currency		
Foreign Travelling	-	-
d) Earning in foreign exchange	-	-

40. The Balances in the accounts of debtors, creditors, loans, advances and others are subject to confirmation and reconciliation. But no confirmation is called in last three year by the company.

41. The previous year figures have been regrouped / reclassified, wherever necessary to confirm to the current year figures.

For and on behalf of the Board

As per our report of even date

For SNEHA SARDA & CO.

Chartered Accountants

Firm Reg. No. 014579C

For Gorani Industries Ltd.

Director.

(Sanjay Gorani)

Managing Director

DIN :- 00055531

(Anil Gorani)

Whole Time Director

DIN : 00055540

(Nakul Gorani)

Whole Time Director

DIN : 06543317

(Neerja Mandiya)

(Company Secretary)

(C.S. Sharma)

C.F.O.

CA. Sneha Mantri

Proprietor

M.No. 512148

UDIN : 20512148AAAAAB4879

Place : Indore

Date : 28.07.2020

BOOK - POST

To,

For Gorani Industries Ltd.

Director of

If Undelivered, please return to

Gorani Industries Ltd.

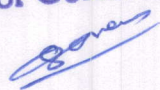
Reg. Office : Plot No. 32-33, Sector-F,

Sanwer Road, Industrial Area, INDORE - 452 015 (M.P.)

Gorani Industries Ltd.



For Gorani Industries Ltd.

A handwritten signature in blue ink, appearing to be 'S. S. S.', is written over the printed text.

Director.

**XXVIth Annual Report
2020-21**



Gorani Industries Ltd.

Board of Directors

Anil Gorani	Chairman & Whole Time Director
Sanjay Gorani	Managing Director
Nakul Gorani	Whole Time Director
Komal Motwani	Independent Woman Director
Ayush Shukla	Independent Director (w.e.f. 12/2/2021)
Raina Goyal	Non-Executive Director
Vikram Rajkumar Khandelwal	Independent Director (ceased w.e.f. 12/2/2021)

Auditor

M/s. Sandeep Surendra Jain & Co.
Chartered Accountants.

Chief Financial Officer

Chandrasekhar Sharma

Bankers

1.Axis Bank Ltd.

2.YES Bank Ltd.

Company Secretary

Neerja Mandiya

Registered Office

Plot No. 32-33, Sector F,
Sanwer Road, Industrial Area,
INDORE - 452 015 (M.P.)
CIN - L28121MP1995PLC009170
GSTIN - 23AAACG6274B1Z2



NOTICE

NOTICE IS HEREBY GIVEN THAT the Twenty Sixth Annual General Meeting of the members of the Company Gorani Industries Limited will be held on Thursday, the 30th day of September, 2021 at 12:30 P.M. through video conferencing/other audio visual means to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31st, 2021, the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Sanjay Kumar Gorani (Holding DIN: 00055531), Managing Director, who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and 198 of Companies Act, 2013 read with Schedule V as amended from time to time to the said Act and the Companies (Appointments and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any (including any statutory modification or re-enactment thereof for the time being in force), and pursuant to recommendation of the Nomination and Remuneration Committee and on subsequent approval of the Board, consent of the members of the Company be and is hereby accorded to increase the remuneration payable to Mr. Nakul Gorani (Holding DIN-06543317) Whole Time Director of the Company upto Rs. 3,00,000.00 (Rupees Three Lac Only) per month with effect from 01st April, 2021 on the same terms and conditions passed at the time of

reappointment as approved by the members of the Company at their meeting held on 27th September, 2019;

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to alter and vary the terms and conditions of the appointment including that as to remuneration, perquisites and other benefits / amenities so that the altered terms and conditions shall be in conformity with Schedule V of the Companies Act, 2013 and/or other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as may be amended from time to time and agreeable to Mr. Nakul Gorani.

RESOLVED FURTHER THAT all the Directors of the Company be and are hereby authorized to sign and submit all required documents, deeds and all other necessary things and to do all such acts, deeds, matters and things as they may in their sole and absolute discretion, deem necessary, expedient, usual or proper and to settle any question, doubt or difficulty that may arise with regard to the above resolution or any other matter incidental or consequential thereto.”

4. To consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to provisions of 196, 197, 198 of the Companies Act, 2013, read with Schedule V as amended from time to time to the said Act and the Companies (Appointments and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any (including any statutory modification or re-enactment thereof for the time being in force), and pursuant to recommendation of the Nomination and Remuneration Committee and on subsequent



Gorani Industries Ltd.

approval of the Board, consent of the members of the Company be and is hereby accorded to increase the remuneration payable to Mr. Anil Gorani, (Holding DIN-00055540) Whole Time Director of the Company upto Rs.1,50,000.00 (Rupees One Lakh Fifty Thousand only) per month with effect from 01st January, 2021 on the same terms and conditions passed at the time of reappointment as approved by the members of the Company at their meeting held on 30th September, 2020;

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to alter and vary the terms and conditions of the appointment including that as to remuneration, perquisites and other benefits / amenities so that the altered terms and conditions shall be in conformity with Schedule V of the Companies Act, 2013 and/or other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as may be amended from time to time and agreeable to Mr. Anil Gorani;

RESOLVED FURTHER THAT all the Directors of the Company be and are hereby authorized to sign and submit all required documents, deeds and all other necessary things and to do all such acts, deeds, matters and things as he may in their sole and absolute discretion, deem necessary, expedient, usual or proper and to settle any question, doubt or difficulty that may arise with regard to the above resolution or any other matter incidental or consequential thereto."

By Order of the Board
for Gorani Industries Limited

Date: 27/8/2021

Place: Indore

Anil Gorani

Sd/-

(Holding DIN 00055540)

(Chairman cum Whole Time Director)


NOTES:

1. In view of COVID-19 pandemic, social distancing norms and restrictions on movement of persons at several places in the country and pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 respectively issued by the Ministry of Corporate Affairs ("MCA") (collectively referred to as "MCA Circulars") and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020 and January 15, 2021, respectively issued by the Securities and Exchange Board of India ("SEBI") (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), without the physical presence of the Members.
2. In compliance with the provisions of the Companies Act, 2013 (the "Act"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulation"), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM which does not require physical presence of members at a common venue. The proceedings of the 26th AGM of the Company will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
3. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (the Act), in respect of the Special Business to be transacted at the Meeting is annexed hereto and forms part of this Notice.
4. Electronic copy of the Notice for the AGM and the Annual Report for the financial year 2020-21 is being sent to all the Members whose e-mail ids are or to be registered upto the date of dispatch of this notice with the Company/Depository Participant(s). Dispatching of physical copies of the Financial Statements (including Board's Report, Auditors' Report and other documents required to be attached therewith) has been dispensed with in line with the aforementioned circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.
5. The Notice and the Annual Report is also available on the Company's website www.goraniindustries.com for download and at the websites of the BSE Ltd., where the Company's shares are listed. The AGM Notice is also disseminated on the website of Central Depository Services (India) Limited ("CDSL") (the agency appointed by the Company for providing the Remote e-voting facility, e-voting system during the AGM & the VC facility) i.e. www.evotingindia.com.
6. Members holding shares in electronic/demat mode and who have not got their e-mail addresses updated with the Depository Participants are requested to update their e-mail address and any changes therein through their Depository Participants. Members holding shares in physical mode are requested to update their e-mail address and mobile number, by sending e-mail quoting their Folio Number along with scanned copy of PAN (self attested scanned copy) or AADHAR (self attested scanned copy) to our Registrar and Share Transfer Agent, viz., Link In time India Private Limited at rnt.helpdesk@linkintime.co.in, and mark cc to Company: gorani.industires@yahoo.com. Also for any queries you may contact on 022-49186270.
7. To support the 'Green initiative' Members who have not yet registered their email addresses are requested to register the same in the manner specified above.
8. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of State or Body Corporate can attend the AGM through VC/OAVM.
9. Institutional/ Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution shall be send to the Scrutinizer by e-mail at csmanishjainoffice@gmail.com with a copy marked to gorani.industries@yahoo.com.



10. Members holding shares under multiple folios are requested to submit their applications to registrar and transfer Agent for consolidation of folios into a single folio.
11. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or M/s Link Intime India Private Limited (Registrar and Transfer Agent) for assistance in this regard.
12. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, M/s Link Intime India Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Registrar and Share Transfer Agents of the Company i.e. M/s Link Intime India Private Limited.
13. 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 Participant with whom they are having demat accounts. Members holding shares in physical form are requested to submit PAN details to the Company/Registrar.
14. Members are requested to submit their queries/requests for clarification, if any, on the Annual Report, Financial results or any other matters via email at gorani.industries@yahoo.com, mentioning their name, folio number/ demat account number, email id and mobile number, so as to reach the Company on or before 25th September, 2021, which will enable the Company to furnish replies at the AGM.
15. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which the Directors are interested as maintained under Section 170 and Section 189 of the Act, respectively will be available for inspection by the Members at the AGM in pdf mode.
16. Relevant documents referred to in the notice are available for inspection at the Registered Office of the Company on all working days, except Saturdays, Sundays and other holidays at any time during Business hours up to the date of the Annual General Meeting.
17. The Register of Members and the Share Transfer Books of the Company will remain closed from 24th September, 2021(Friday) to 30th September, 2021 (Thursday) (both days inclusive).
18. Members are requested to quote their Folio Number / Demat Account Number and contact details such as email address, contact number and complete address in all correspondence with the Company/Company's Registrar.
19. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.goraniindustries.com (under 'Investors' section). Members holding shares in physical form may submit the same to Link Intime India Private Limited. Members holding shares in electronic form may submit the same to their respective depository participant.
20. Since the AGM will be held through VC/OAVM, the Route map is not annexed in this notice.
21. The attendance of the members attending the AGM through VC/OAVM, will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
22. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
23. Pursuant to Section 108 of the Companies Act, 2013 read with 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 its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 26th Annual General Meeting (AGM). The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

The facility for voting through electronic voting system shall be made available at the 26th AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

The Board of Directors of the Company has appointed M/s. Manish Jain & Co., Practicing Company Secretaries as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. In terms of requirements of the Companies Act, 2013 and the relevant Rules, the Company has fixed 23rd September, 2021 (Thursday) as the 'Cut-off Date'. The remote e-voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. September 23rd, 2021 only.

INTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING AND THE VOTING PROCESS AT THE AGM ARE AS UNDER:

- i. The voting period begins on 27th September, 2021 (Monday) at 09:00 AM and ends on 29th September, 2021 (Wednesday) at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23rd September, 2021 (Thursday) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to



Gorani Industries Ltd.

update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for remote e-voting and the voting process at the AGM and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly

	<p>access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL : https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal



Gorani Industries Ltd.

	<p>or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL : https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining</p>

	virtual meeting & voting during the meeting.
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Important note : Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- v. Login method for remote e-voting and the voting process at the AGM and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:



Gorani Industries Ltd.

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> 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.

- vi. After entering these details appropriately, click on "SUBMIT" tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant <GORANI INDUSTRIES LIMITED> on which you choose to vote.

- x. 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.
- xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii. 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.
- xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xv. 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.
- xvi. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - 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.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email



address viz; gorani.industries@yahoo.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Other Instructions:

- I. The e-voting module shall be disabled by CDSL for voting after 5.00 P.M. on 29th September, 2021 (Wednesday). Members holding shares in physical or in demat form as on 23rd September, 2021 shall only be eligible for e-voting.
- II. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 23rd September, 2021.
- III. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at **helpdesk.evoting@cdslindia.com**. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/ her existing User ID and password for casting the vote.
- IV. CS Manish Jain, Practicing Company Secretary (Membership No: FCS 4651 CP No: 3049) (Address: 1st Floor, 236, Anoop Nagar, Indore (M.P.) 452008) has been appointed as the scrutinizer to conduct the e-voting process.
- V. The Scrutinizer shall, within a period not exceeding two working days from the conclusion of the e-voting period, unblock the votes in the presence of atleast two witnesses not in the employment of the Company.
- VI. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company **www.goraniindustries.com** and on the website of CDSL.
- VII. The resolutions shall be deemed to be passed on the date of Annual General Meeting of the Company, subject to receipt of sufficient votes.
- VIII. The result declared along with the Scrutiniser's Report shall be placed on the Company's website www.goraniindustries.com and the Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast seven (7) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance seven (7) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at gorni.industries@yahoo.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.



Gorani Industries Ltd.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr.

Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futrex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

OTHER:

Information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India regarding the Directors proposed to be appointed/re-appointed:

Particulars	Sanjay Gorani
DIN	00055531
Date of Appointment	14/03/1995
Date of Birth	11/10/1965
Qualifications	Post Graduate in M.A.(Economics)
Expertise in specific functional areas	He has rich experience of 26 years in the marketing, operation and working of the Company.
Relationship with Directors	None
Appointment/Re-appointment	Re-appointment on retirement by rotation
Terms and Conditions of Appointment/ Reappointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Sanjay Gorani, Managing Director of the Company is liable to retire by rotation.
Details of remuneration sought to be paid and the remuneration last drawn.	Rs. 2,00,000.00 (Rupees Two Lakh only) per month, as approved by the members of the Company in the Annual General Meeting held on 27th September, 2019
Shareholding in the Company as on 31st March, 2021.	879300 Equity shares of Rs. 10.00 each
Number of meetings of the Board attended during the year 2020-21	8/8
Directorships held in other companies Managing Director	1. Blow Hot Kitchen Appliances Private Limited-
Memberships/Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders' Relationship Committee)	NIL



Gorani Industries Ltd.

EXPLANATORY STATEMENT U/S 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

Item No. 3

Mr. Nakul Gorani, (Holding DIN-06543317) is director of the Company since last 8 years. Mr. Nakul Gorani is a Masters in Management having Practical experience of Eight years in Management and Marketing. Keeping in view his untiring effort and rich experience in Marketing, the Board has decided to increase his remuneration on the recommendation of Nomination and Remuneration Committee upto Rs. 3,00,000.00 (Rupees Three Lac Only) per month with effect from 01st April, 2021, on the same terms and conditions passed at the time of reappointment as approved by the members of the Company at their meeting held on 27th September, 2019;

The broad information pursuant to Section – II of Part – II of Schedule V of the Companies Act, 2013, in respect of the resolution specifies in item no. 3 are as under:

I. General Information

1. The company is in the business of production and sales of Kitchen and Home appliances and Kitchenware manufacturing and retailing is one such sector within the overall household segment. Its main products are LPG stoves, rangehood chimney, gas geyser etc. carrying the brand name of Blowhot.
2. Date of commencement of commercial production: The commercial production of the company has already been started.
3. The Company is not a new company hence this clause is not applicable.
4. Financial Performance:

Particulars	Year ended on 31/03/2021	Previous Year ended on 31/03/2020
Sales (Net of Excise Duty)	18,39,79,722.00	21,43,11,719.00
Other Income	11,68,588.00	5,19,699.00
Gross profit	1,37,14,735.00	1,45,33,738.00
Finance Cost	13,44,547.00	26,58,558.00
Depreciation	32,41,316.00	28,67,421.00
Exceptional Items (charged to P&L account)	0.00	0.00

Particulars	Year ended on 31/03/2021	Previous Year ended on 31/03/2020
Net profit before Tax	91,28,872.00	90,07,759.00
Provision for Tax- Current Tax	25,09,953.00	23,78,956.00
MAT Credit	0.00	0.00
Deferred Tax	19,847.00	1,38,129.00
Net Profit after Tax	65,99,072.00	64,90,674.00

5. The company does not have any foreign direct investment or collaboration. However, meager shares are held by NRI.

II. Information about the appointee:

1. Background
Mr. Nakul Gorani, age-31 years, is a Masters in Management having Practical experience of eight years in Marketing, Management and is being associated with the Company from past eight years. He has significantly contributed to its all-round growth. The business of the company has grown many folds in his tenure.
2. A comparison of past remuneration and the proposed remuneration is given below:

Particulars	Existing remuneration	Proposed remuneration
Basic Salary	Rs. 1,50,000/- Per Month	Rs. 3,00,000/- Per MonthPer Month
Allowances and perquisites	As decided by Board from time to time	As decided by Board from time to time

3. Recognition and Awards: NIL
4. Job profile and his suitability – The terms and conditions as set out in this resolution. Subject to the superintendence, direction and control of the Board.
5. Remuneration proposed - As set out in the Ordinary resolution in item no. 3. The remuneration to Whole Time Director has the approval of the Nomination and Remuneration Committee.
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin) - Taking into consideration the size of the Company, the profile of Mr. Nakul Gorani, the responsibilities shouldered by him, the



Gorani Industries Ltd.

aforesaid remuneration package is commensurate with the remuneration package paid to managerial position in other Companies.

7. Pecuniary relationship directly or indirectly with the company, or relationship with managerial personnel, if any – Mr. Nakul Gorani does not have any other pecuniary relationship with the company, other than the receipt of remuneration as Whole Time Director of the company. However, he holds 60,362 (Sixty Thousand Three Hundred Sixty two) Equity shares of the company as on 31/03/2021.
8. During the year, Mr. Nakul Gorani has attended all 8 Board Meetings of the Company held in the financial year 2020-21.
9. Directorship in other Companies

S. No.	Name of the Company
1.	NIL

III. Other Information:

1. Reason of loss or inadequate profits: To increase the turnover of the company the management kept the profit margin on a lower side.
2. Steps taken for improvement: The Company is making all possible efforts to increase its profitability in future by increasing profit margin and cost cutting.
3. Expected increase in productivity and profits in measurable terms: The Company is hopeful that within coming year's profit margin will increase.

IV. Disclosures:

1. The Shareholders of the Company shall be informed of the remuneration package of the managerial person: Yes
2. The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any attached to the annual report: Not Applicable.

The Board of Directors recommends the resolutions for your approval as set out under item no. 3 as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Nakul Gorani and his relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

Item No. 4

Mr. Anil Gorani, (Holding DIN-00055540) is director of the Company since incorporation. Mr. Anil Gorani is a graduate in B.E. Electronics and has more than 33 years of experience in the field of steel engineering industry. The Board considers that his association would be of immense benefit to the Company and looking into the responsibilities shouldered upon him, the Board has decided to increase his remuneration on the recommendation of Nomination and Remuneration Committee upto Rs. 1,50,000.00 (Rupees One Lakh Fifty Thousand only) per month with effect from 01st January, 2021 on the same terms and conditions passed at the time of reappointment as approved by the members of the Company at their meeting held on 30th September, 2020;

The broad information pursuant to Section – II of Part – II of Schedule V of the Companies Act, 2013, in respect of the resolution specifies in item no. 4 are as under:

I. General Information

1. The company is in the business of production and sales of Kitchen and Home appliances and Kitchenware manufacturing and retailing is one such sector within the overall household segment. Its main products are LPG stoves, rangehood chimney, gas geyser etc. carrying the brand name of Blowhot.
2. Date of commencement of commercial production: The commercial production of the company has already been started.
3. The Company is not a new company hence this clause is not applicable.
4. Financial Performance:

Particulars	Year ended on 31/03/2021	Previous Year ended on 31/03/2020
Sales (Net of Excise Duty)	18,39,79,722.00	21,43,11,719.00
Other Income	11,68,588.00	5,19,699.00
Gross profit	1,37,14,735.00	1,45,33,738.00
Finance Cost	13,44,547.00	26,58,558.00
Depreciation	32,41,316.00	28,67,421.00
Exceptional Items (charged to P & L account)	0.00	0.00
Net profit before Tax	91,28,872.00	90,07,759.00
Provision for Tax-		
Current Tax	25,09,953.00	23,78,956.00
MAT Credit	0.00	0.00
Deferred Tax	19,847.00	1,38,129.00
Net Profit after Tax	65,99,072.00	64,90,674.00



Gorani Industries Ltd.

5. The company does not have any foreign direct investment or collaboration. However, meager shares are held by NRI.

II. Information about the appointee:

1. Background

Mr. Anil Gorani, age-68 years, is a graduate in B.E. electronics and has immense experience in the field of steel engineering industry. He has significantly contributed in the all-round growth of the Company.

2. A comparison of past remuneration and the proposed remuneration is given below:

Particulars	Existing remuneration	Proposed remuneration
Basic Salary	Rs. 1,25,000/- Per Month	Rs. 1,50,000/- Per Month
Allowances and perquisites	As decided by Board from time to time	As decided by Board from time to time

3. Recognition and Awards: NIL
4. Job profile and his suitability – The terms and conditions as set out in this resolution. Subject to the superintendence, direction and control of the Board.
5. Remuneration proposed - As set out in the ordinary resolution in item no. 4. The remuneration to Whole Time Director has the approval of the Nomination and Remuneration Committee.
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin) - Taking into consideration the size of the Company, the profile of Mr. Anil Gorani, the responsibilities shouldered by him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial position in other Companies.
7. Pecuniary relationship directly or indirectly with the company, or relationship with managerial personnel, if any – Mr. Anil Gorani does not have any other pecuniary relationship with the company, other than the receipt of remuneration as Whole Time Director of the company. However, he holds 6,06,700 (Six Lakh

Six Thousand Seven Hundred) Equity shares of the company as on 31/03/2021.

8. During the year, Mr. Anil Gorani has attended all 8 Board Meetings of the Company held in the financial year 2020-21.
9. Directorship in other Companies

S. No.	Name of the Company
1	Indore Paper Krafters Private Limited

III. Other Information:

1. Reason of loss or inadequate profits: To increase the turnover of the company the management kept the profit margin on a lower side.
2. Steps taken for improvement: The Company is making all possible efforts to increase its profitability in future by increasing profit margin and cost cutting.
3. Expected increase in productivity and profits in measurable terms: The Company is hopeful that within coming year's profit margin will increase.

IV. Disclosures:

1. The Shareholders of the Company shall be informed of the remuneration package of the managerial person: Yes
2. The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any attached to the annual report: Not Applicable.

The Board of Directors recommends the resolutions for your approval as set out under item no. 4 as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Anil Gorani and his relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

By Order of the Board
for Gorani Industries Limited

Date: 27/8/2021
Place: Indore

Anil Gorani
Sd/-
(Holding DIN 00055540)
(Chairman cum Whole Time Director)



Gorani Industries Ltd.

Contact Details :

Company	Gorani Industries Limited Registered Office : Plot No.32-33, Sector 'F' Sanwer Road, Industrial Area, Indore-452015 (M.P.) Tel No: 0731-2723201-3 Email id: gorani.industries@yahoo.com CIN: L28121MP1995PLC009170
Registrar and Share Transfer Agent	M/s Link Intime India P. Ltd. C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai 400083 Tel: 022- 49186000, Fax: 022- 49186060 Email Id: rent.helpdesk@linkintime.co.in
E-voting Agency	Central Depository Services (India) Ltd Email id: helpdesk.evoting@cdslindia.com
Scrutinizer	CS Manish Jain Practicing Company Secretary Email Id : manishjainandco@yahoo.com

By Order of the Board
for Gorani Industries Limited

Date: 27/8/2021
Place: Indore

Anil Gorani
 Sd/-
 (Holding DIN 00055540)
 (Chairman cum Whole Time Director)



BOARD'S REPORT

To,
The Members,
Gorani Industries Limited

Your Directors have great pleasure in presenting herewith the Twenty Sixth Annual Report of your Company together with the audited financial statement for the financial year ended on 31st March, 2021.

1. FINANCIAL RESULTS: (Amount in Lacs)

Particulars		2020-21		2019-20
Total Revenue		1851.48		2148.31
Profit before Finance Cost, Depreciation & Amortization Expense		137.14		145.34
Less:				
Finance Costs	13.44		26.59	
Depreciation & Amortization expense	32.41	45.85	28.67	55.26
Net Profit/(Loss) before extra ordinary & exceptional items & tax		91.29		90.08
Tax Expense				
Current Tax	25.10		23.79	
Deferred Tax	0.20	25.30	1.38	25.17
Net Profit/ (Loss) after tax before Other Comprehensive Income		65.99		64.91
Add :				
Comprehensive Income	1.07	1.07	(7.15)	(7.15)
Net Profit		67.06		57.76
Transfer to Reserve		0.00		0.00

INDIAN ACCOUNTING STANDARD (Ind AS):

As mandated by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards ("Ind AS") from April 1, 2017 with a transition date of April 1, 2016. The financial statements of the Company for the financial year 2020-21 have been prepared in accordance with Ind AS, prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 and other recognized accounting practices and policies to the extent applicable.

2. PERFORMANCE AND THE STATE OF COMPANY'S AFFAIRS:

Your Company has achieved total revenue of Rs. 1851.48lakh during the year ended 31st March, 2021

as against that of Rs. 2148.31 lakh during the previous year ended 31st March, 2020. The company has earned net profit of Rs. 67.06Lakh during the financial year against net profit of Rs. 57.76 Lakh in the previous year. The profit for the year is adjusted against the previous years' losses.

The company is in the business of production and sales of kitchen and home appliances since 1996. Its main products are LPG stoves, steel frames, gas geyser, rangehood chimney etc. carrying the brand name of Blowhot. It does its business through a strong network of dealer and distributors all over central, south and north India. The company is in the process of implementing strategies to capitalize available opportunities.

During the year, there was no change in the nature of business of the Company.

3. MATERIAL CHANGES AND COMMITMENTS THAT AFFECTED THE FINANCIAL POSITION OF THE COMPANY WHICH OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENT RELATE TILL THE DATE OF THIS REPORT

The Financial year 2020-21 started amidst a strict nationwide lock down in India with tough restrictions on economic activity and mobility. The next following Year was also a highly volatile and challenging year. As the Covid-19 cases continued to rise exponentially, the Government imposed lock down due to second wave of covid-19 which has resulted in temporary pressure on cash flows and liquidity. The economic toll from the pandemic was unprecedented. Operational challenges continued due to restricted movement. However, the management of the Company is confident that the business operations will pick up more progressively.

4. CAPITAL STRUCTURE

There is no change in the Capital structure of the company. The paid up Equity share capital of the Company as on 31st March, 2021 is Rs. 4,87,51,000.00 divided into 4875100 equity shares of Rs. 10.00 each.

5. LISTING ON STOCK EXCHANGES

The shares of the Company are listed on BSE Limited and necessary listing fees have been paid up to date.

6. TRANSFER TO RESERVE, IF ANY

During the year, the Company does not propose to transfer any amount to the any Reserve.

7. DIVIDEND:



To conserve the resources of the company and for better utilization of funds, your directors are not recommending any dividend for the year.

8. RE-APPOINTMENT

As per the provision of Companies Act, 2013, Mr. Sanjay Kumar Gorani (Holding DIN- 00055531) Managing Director, retires by rotation at the ensuing Annual General Meeting and being eligible, seeks re-appointment. The Board recommends his re-appointment.

During the year, Mr. Anil Gorani (Holding DIN- 00055540) was re-appointed as Whole-time Director of the Company for a period of 3 years w.e.f 1st April, 2020 to 31st March, 2023. Further, Ms. Komal Motwani (Holding DIN: 07302550) was re-appointed as Independent Director of the Company for the second term of five consecutive years with effect from 01st October, 2020 to 30th September, 2025.

9. DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year, Mr. Vikram Rajkumar Khandelwal (Holding DIN- 00040202), Independent Director of the Company resigned from the directorship of the company w.e.f 12th February, 2021 and Mr. Ayush Shukla (Holding DIN: 09057436) was appointed as an Additional Independent Director w.e.f. 12th February, 2021 in the Board Meeting held on 12th February, 2021 and such appointment was confirmed by the members through postal ballot on 17th March, 2021 w.e.f. 12th February, 2021.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under Sub-Section (6) of Section 149 of the Companies Act, 2013. The Independent Directors have also confirmed that they have complied with the Company's Code of Conduct for Board of Directors. Further, all the Directors have also confirmed that they are not debarred to act as a Director by virtue of any SEBI order.

All Independent Directors of the Company have valid registration in the Independent Director's data bank of Indian Institute of Corporate Affairs as required under Rule 6(1) of the Companies (Appointment and Qualification of Director) Fifth Amendment Rules, 2019 and has passed the online proficiency self-assessment test as required to be undertaken by an Independent Director under the provisions of Section 150 of the Companies Act, 2013 and the rules framed

thereunder.

The Board is of the opinion that Independent Director, Mr. Ayush Shukla (Holding DIN: 09057436), upheld ethical standards of integrity and probity and is a qualified Company Secretary (Member of the Institute of Company Secretaries of India) and is an expert in legal and Secretarial matters.

The Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors which include criteria for performance evaluation of the non-executive directors and executive directors.

10. NOMINATION AND REMUNERATION POLICY AND OTHER DETAILS:

The Company has adopted a Nomination and Remuneration Policy for the Directors, Key Managerial Personnel and other employees, pursuant to the provisions of the Act. The policy of the Company on Directors appointment and remuneration including criteria for determining qualification, positive attribute, independence of director and other matters, as required under sub-section (3) of section 178 of the Companies Act 2013 is available on Company's website at the link: <http://www.goraniindustries.com/investors/>.

There has been no change in the policy since last fiscal year. We affirm that the remuneration paid to the directors is as per the terms laid out in the nomination and remuneration policy of the company.

The nomination and remuneration policy is annexed herewith as Annexure-I to this Board's Report.

There is no pecuniary relationship or transactions between the Company and the non-executive directors other than sitting fees, commission, and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.

11. ANNUAL RETURN

Pursuant to the provisions of Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company for the financial year ended March 31, 2021 can be accessed at <http://www.goraniindustries.com/investors/>.

12. AUDITORS AND THEIR REPORT

The Members at their 25th Annual General Meeting of the Company held on 30th September, 2020, had



Gorani Industries Ltd.

appointed M/s. Sandeep Surendra Jain and Company, Chartered Accountants (bearing Firm Registration No. 010172C) as the Statutory Auditors of the Company to hold office for a term of five years i.e. from the conclusion of 25th Annual General Meeting till the conclusion of the 30th Annual General Meeting.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

13. INTERNAL AUDITOR

M/s Navin Sapna & Co., Chartered Accountants (bearing firm registration no. 010507C) have been appointed as an Internal Auditor of the Company w.e.f. 1st April, 2017 in the Board Meeting held on 30th May, 2017.

14. SECRETARIAL AUDIT:

M/s. Manish Jain & Co., Practicing Company Secretaries has been appointed to conduct the secretarial audit of the Company for the financial year 2020-21 in the Board Meeting held on 28th July, 2020. Further the Company has also appointed M/s. Manish Jain & Co., Practicing Company Secretaries for the financial year 2021-22 in the Board Meeting held on 29th June, 2021.

The Secretarial Audit Report for the financial year ended March 31, 2021 is annexed herewith as Annexure II to this Report. The report is self-explanatory and does not call for any further comments except:

Remarks:

1. The Company could not produce before us the half-yearly return under the Factories Act, 1948 for period ended on 31st December, 2020.
2. The Company had delayed in filing Annual Form G-1 under Industrial Dispute Act, 1947, the Labour Welfare Return for half -year ended on 30th June, 2020 and the half yearly return under the Factories Act, 1948 for period ended on 30th June, 2020.
3. During the year under review there is delay in payment of gratuity to the employees of the Company.
4. The Company had delayed in payment of Bonus for the financial year 2019-20.

Explanation of above remarks:

The Board clarified that above delay in payment and filing was mainly due to covid impact and technical glitches faced at respective portal. The delay in payment of gratuity is mainly due to online procedural delay by the Life Insurance Corporation and Bank.

15. ANNUAL EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, its Committees, and individual directors pursuant to the provisions of the Companies Act, 2013.

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

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of 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 a separate meeting of independent directors, performance of non-independent directors and the Board as a whole was evaluated, taking into account the views of executive directors and non-executive directors. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

The Board of Directors expressed their satisfaction with the evaluation process.

16. RELATED PARTY TRANSACTIONS

The Contracts or arrangements entered into by the Company are in accordance with provisions of Section 188 of the Companies Act, 2013 during the year under review and were in ordinary course of business and on arm's length basis.

The details of the related party transactions as per Indian Accounting Standards (IND AS) - are set out in Note 26 to the Standalone Financial Statements of the Company.



Gorani Industries Ltd.

There are no materially significant related parties transactions entered into by the Company, which may have a potential conflict with the interest of the Company at large.

Further details have been given in the prescribed Form AOC-2 annexed herewith as **Annexure-III**.

The policy on Related Party Transactions as approved by the Board may be accessed on Company's website at the link: <http://www.goraniindustries.com/investors/>

17. CORPORATE GOVERNANCE

Regulation 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and Para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company.

18. MEETINGS

A. BOARD MEETINGS

During the year 2020-21, 8 (Eight) Board Meetings were held on 06th June, 2020, 28th July, 2020, 25th August, 2020, 04th September, 2020, 11th September, 2020, 06th November, 2020, 12th February, 2021 and 19th March, 2021.

Name of Director	No. of Board Meeting entitled to attend	No. of Board Meeting attended	Attendance at last Annual General Meeting
Mr. Sanjay Gorani	08	08	Yes
Mr. Anil Gorani	08	08	Yes
Mr. Nakul Gorani	08	08	Yes
Ms. Komal Motwani	08	06	Yes
Mr. Vikram Rajkumar Khandelwal*	07	07	Yes
Ms. Raina Goyal	08	08	Yes
Mr. Ayush Shukla**	01	01	NA

*Mr. Vikram Rajkumar Khandelwal (Holding DIN:00040202) has resigned from the Directorship of the Company w.e.f 12th February, 2021.

**Mr. Ayush Shukla (Holding DIN: 09057436) was appointed as an Independent Director of the Company w.e.f 12th February, 2021.

B. AUDIT COMMITTEE MEETING

During the financial year 2020-21, 5 (Five) Audit Committee Meetings were held on 28th July, 2020, 24th August, 2020, 11th September, 2020, 06th November, 2020 and 12th February, 2021.

Name of Director	No. of committee Meetings entitled to attend	No. of committee Meetings attended
Ms. Komal Motwani	05	05
Mr. Vikram Rajkumar Khandelwal*	05	05
Ms. Raina Goyal	05	05
Mr. Ayush Shukla**	00	00

*Mr. Vikram Rajkumar Khandelwal (Holding DIN:00040202) has resigned from the Directorship of the Company w.e.f 12th February, 2021.

**Mr. Ayush Shukla (Holding DIN: 09057436) was appointed as an Independent Director of the Company w.e.f 12th February, 2021.

C. NOMINATION AND REMUNERATION COMMITTEE MEETINGS

During the financial year 2020-21, 4 (Four) meetings of the Nomination and Remuneration Committee were held on 11th August, 2020, 20th October, 2020, 12th February, 2021 and 15th March, 2021.

Name of Director	No. of committee Meetings entitled to attend	No. of committee Meetings attended
Ms. Komal Motwani	04	04
Mr. Vikram Rajkumar Khandelwal*	04	03
Ms. Raina Goyal	04	04
Mr. Ayush Shukla**	01	01

*Mr. Vikram Rajkumar Khandelwal (Holding DIN:00040202) has resigned from the Directorship of the Company w.e.f 12th February, 2021.

**Mr. Ayush Shukla (Holding DIN: 09057436) was appointed as an Independent Director of the Company w.e.f 12th February, 2021.


D. STAKEHOLDER RELATIONSHIP COMMITTEE MEETINGS

During the financial year 2020-21, 4 (Four) Stakeholder Relationship Committee Meetings were held on 03rd June, 2020, 01st September, 2020, 30th October, 2020 and 30th January, 2021.

Name of Director	No. of committee Meetings held	No. of committee Meetings attended
Ms. KomalMotwani	04	04
Mr. VikramRajkumar Khandelwal*	04	04
Ms. RainaGoyal	04	04
Mr. Ayush Shukla**	00	00

*Mr. VikramRajkumarKhandelwal (Holding DIN:00040202) has resigned from the Directorship of the Company w.e.f 12th February, 2021.

**Mr. Ayush Shukla (Holding DIN: 09057436) was appointed as an Independent Director of the Company w.e.f 12th February, 2021.

19. THE NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR:

During the year no company have become or ceased to be its subsidiaries, joint ventures or associate companies.

20. SUBSIDIARY, JOINT VENTURES AND ASSOCIATE COMPANY:

During the period under review, the Company doesn't have any subsidiary, joint ventures and associate Companies.

21. SECRETARIAL STANDARDS

The Company complies with all applicable secretarial standards issued by the Institute of Company Secretaries of India.

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

The information relating to conservation of Energy, Technology absorption and Foreign Exchange earnings and outgo as required under section 134(3)(m) of the Companies Act, 2013 read with the

with Rule 8 of The Companies (Accounts) Rules, 2014 is given in Annexure IV forming part of this report.

23. REMUNERATION RATIO AND OTHER DETAILS OF DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP) / EMPLOYEES:

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of Directors/ KMP of the Company are furnished in Annexure V.

No employees in the Company have been paid remuneration in excess of the limits prescribed under section 197 of The Companies Act, 2013 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

24. DETAILS RELATING TO DEPOSITS, COVERED UNDER CHAPTER V OF THE ACT:

- Accepted during the year: Nil
- Remained unpaid or unclaimed as at the end of the year: Nil
- Whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved: Nil
- Details of deposits which are not in compliance with the requirements of Chapter V of the Act: Nil

During the year the Company has taken unsecured loans from Director of the Company Mr. NakulGorani (Holding DIN:06543317), Whole-time Director of the Company and has received Declaration to the effect that the said amount is not being given out of funds acquired by him by borrowing or accepting loans or deposits from others.

25. CORPORATE SOCIAL RESPONSIBILITY:

The Company is not required to constitute a Corporate Social Responsibility Committee, as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

26. DISCLOSURES:
AUDIT COMMITTEE

Audit Committee is entrusted with the responsibility to supervise the Company's financial reporting process and internal controls. The composition of the Audit Committee is in alignment with provisions of



Section 177 of the Companies Act, 2013.

As on date the Audit Committee comprises of three Directors i.e Mr. Ayush Shukla (Holding DIN: 09057436), Independent Director (Chairman), Ms. Komal Motwani (Holding DIN: 07302550), Independent Director (member) and Ms. Raina Goyal (Holding DIN: 08295368), Non-Executive Director (member). All the recommendations made by the Audit Committee were accepted by the Board.

VIGIL MECHANISM

The Vigil Mechanism of the Company is in terms of Companies Act, 2013, to deal with instance of fraud and mismanagement, if any. The Policy on vigil mechanism may be accessed on the Company's website at the link <http://www.goraniindustries.com/investors/>.

27. DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state that:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) the Directors had 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 financial year ended on March 31, 2021 and of the profit of the Company for that period;
- c) the Directors had 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;
- d) the Directors had prepared the annual accounts on a going concern basis;
- e) the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

28. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section forming part of the Annual Report.

29. DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY:

The company has framed the Risk Management Policy which highlights the Company's practices and risk management framework for the identification and management of uncertainty. The Company manages monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives.

The Company has implemented a Risk Management Framework for the management and oversight of material risks and internal control. The Risk Management Framework is designed to address risks that have been identified to have a material impact on the Company's business and to ensure that the Board regularly reviews the risk management and oversight policies.

30. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The company has adequate system of management-supervised internal control, which is aimed at achieving efficiency in operations, optimum utilization of resources, effective monitoring and compliance with all applicable laws. These ensure that all corporate policies are strictly adhered to an absolute transparency is followed in accounting and all its business dealings.

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. The company ensures adherence to all internal control policies and procedures. A qualified and independent audit committee of the Board, comprising the independent directors reviews the adequacy of internal control.

The report on Internal Financial Control has also been annexed with the financial statements of the Company as provided by the Statutory Auditor of the Company.

31. COST RECORDS

Maintenance of cost records as specified by Central Government under sub section (1) of Section 148 of the Companies Act, 2013, is not applicable to the Company.


32. SEXUAL HARASSMENT

During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has complied with the Constitution of Internal Compliant Committee under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

33. GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details of particulars of loans, guarantees or investments under section 186 of the Companies Act, 2013.
2. Details relating to deposits covered under Chapter V of the Act.
3. Issue of equity shares with differential rights as to dividend, voting or otherwise.
4. Issue of shares (including sweat equity shares) to employees of the Company under any Employee Stock Option Scheme.
5. Neither the Managing Director nor the Whole-time Directors of the Company receive any commission.
6. Separate Section containing a Report on performance and Financial Position of each of Subsidiaries, Associated & Joint Ventures included in the Consolidated Financial Statement of the Company.

7. The Auditors of the Company have not reported any fraud as specified under second proviso of Section 143 (12) of the Companies Act, 2013.
8. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
9. Voluntary revision as per Section 131 of the Companies Act, 2013.
10. The details regarding application made or proceeding pending under Insolvency and Bankruptcy Code, 2016.

34. ACKNOWLEDGEMENT:

The Board wishes to place on record their gratitude for the co-operation being received from the Banks, Share Transfer Agent, Stock Exchanges, Shareholders, customers, staff and workers of the Company and thank them for their continued support.

By Order of the Board
for **Gorani Industries Limited**

Date: 27/8/2021
Place: Indore

Anil Gorani
Sd/-
(Holding DIN 00055540)
(Chairman cum Whole Time Director)

Regd. Office:

Plot No. 32-33, Sector F,
Sanwer Road, Industrial Area,
Indore-452015 (M.P.)



ANNEXURE I

NOMINATION AND REMUNERATION POLICY

1. OBJECTIVE

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Key Objectives of the Committee would be:

- i. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- ii. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- iii. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- iv. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- v. To retain, motivate and promote talent and to ensure long term sustain ability of talented managerial persons and create competitive advantage.
- vi. To develop a succession plan for the Board and to regularly review the plan;

2. DEFINITIONS

- i. **Act** means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
- ii. **Board** means Board of Directors of the Company.
- iii. **Directors** mean Directors of the Company.
- iv. **Key Managerial Personnel** as per the Act.
- v. **Senior Management** means personnel of the company who are members of its core

management team excluding the Board of Directors including Functional Heads.

3. ROLE OF COMMITTEE

i. Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee

The Committee shall:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

ii. Policy for appointment and removal of Director, KMP and Senior Management

1. Appointment criteria and qualifications

- 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 to the Board his / her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned 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 based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

2. 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, 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. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on October 1, 2014 or such other date as may be determined by

the Committee as per regulatory requirement; he/ she shall be eligible for appointment for one more term of 5 years only.

- 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.

3. Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

4. Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

5. 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.

iii. **Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel**

1. General:

- a) The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

- b) The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions as per the provisions of the Act.

- c) Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director.

2. Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

- a) Fixed pay:

The Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the

recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

- b) Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

- c) Provisions for excess remuneration:

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

3. Remuneration to Non- Executive / Independent Director:

- a) Remuneration / Commission:

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Act.

- b) Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rs One Lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.



4. COMMITTEE MEMBERS' INTERESTS

- A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

5. VOTING

- Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- In the case of equality of votes, the Chairman of the meeting will have a casting vote.

6. NOMINATION DUTIES

The duties of the Committee in relation to nomination matters include:

- Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- Identifying and recommending Directors who are to be put forward for retirement by rotation.
- Determining the appropriate size, diversity and composition of the Board; Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from

business and compliance perspective;

- Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- Delegating any of its powers to one or more of its members of the Committee;
- Recommend any necessary changes to the Board; and
- Considering any other matters, as may be requested by the Board.

7. REMUNERATION DUTIES

The duties of the Committee in relation to remuneration matters include:

- to consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- to approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- to delegate any of its powers to one or more of its members of the Committee.
- to consider any other matters as may be requested by the Board.


ANNEXURE II
Form MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED on 31st March, 2021

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

To,

The Members

Gorani Industries Limited

32-33, Sector-F

Sanwer Road Industrial Area, Indore

M.P. - 452015

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Gorani Industries Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's 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 31st March, 2021 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:

Due to Covid-19 pandemic I was unable to physically visit the Company office and Plant office and therefore, I have examined the books, papers, minute books, forms and returns filed and other records received via Emails and other electronic means maintained by the Company for the financial year ended on 31st March, 2021 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- **There is no Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings in the Company during the year;**
- 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, 2018;
 - (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **There is no Listed Debt Securities in the Company;**
 - (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **There is no Share Based Employee Benefits in the Company;**
 - (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



(Listing Obligations and Disclosure Requirements) Regulations, 2015;

- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **No Equity Shares are delisted during the year;**
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **There is no event of Buyback of securities during the year.**

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.

I further report that, having regard to the adequate systems and processes are in place to monitor and ensure compliance with general laws like labour laws, environment laws. On examination of the relevant documents and records in pursuance thereof, on test check basis, the company has complied with the general laws applicable to the Company except the remarks mentioned herein below:

1. *The Company could not produce before us the half-yearly return under the Factories Act, 1948 for period ended on 31st December, 2020.*
2. *The Company had delayed in filing Annual Form G-1 under Industrial Dispute Act, 1947, the Labour Welfare Return for half-year ended on 30th June, 2020 and the half yearly return under the Factories Act, 1948 for period ended on 30th June, 2020.*
3. *During the year under review there is delay in payment of gratuity to the employees of the Company.*
4. *The Company had delayed in payment of Bonus for the financial year 2019-20.*

I further report that 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 the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda were sent at least seven days in advance, 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 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.

Regarding financial, direct/indirect taxation, Statutory Audit matters which have been dealt by other professionals hence, these matters are not in the scope of our audit and no comments have been made on these matters.

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

- i. Public / Rights / Preferential issue of shares / debentures / sweat equity.
- ii. Redemption / buy-back of securities.
- iii. Merger / amalgamation / reconstruction etc.
- iv. Foreign technical collaborations.

Place: Indore
Date : 27/08/2021

Sd/-
CS Manish Jain
For Manish Jain & Co.
Company Secretaries
FCS No.4651
C P No. : 3049
UDIN: F004651C000841003

**Gorani Industries Ltd.**

To,
The Members
Gorani Industries Limited
32-33, Sector-F
Sanwer Road, Indore
M.P. - 452015

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 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 : 27/08/2021

Sd/-
CS Manish Jain
For **Manish Jain & Co.**
Company Secretaries
FCS No.4651
C P No.:3049
UDIN: F004651C000841003



Gorani Industries Ltd.

ANNEXURE III

Form No. AOC-2

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

1. Details of contracts or arrangements or transactions not at arm's length basis

- a) Name(s) of the related party and nature of relationship: NIL
- b) Nature of contracts/arrangements/transactions :NIL
- c) Duration of contracts/arrangements/transactions: NIL
- d) Salient terms of the contracts or arrangements or transactions including the value, if any: NIL
- e) Justification for entering into contracts or arrangements or transactions: NIL
- f) Date(s) of approval by the board :NIL
- g) Amount paid as advances, if any: NIL
- h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: NIL

2. Details of material contracts or arrangements or transactions at arm's length basis

Name(s) of the related party and nature of relationship	Blow Hot Kitchen Appliances Private Limited (Directors i.e. Mr. Sanjay Gorani, Mr. Anil Gorani, Mr. Nakul Gorani and their relatives are Directors and/ or members)	M/s Gangotri Industries (The proprietor of the firm is relative of directors of the company)
Nature of contracts / arrangements / transactions	sale, purchase or supply of any goods or materials, availing or rendering of any services to/from Blow Hot Kitchen Appliances Private Limited	sale, purchase or supply of any goods or materials
Duration of contracts / arrangements/ transactions	3 Years (1st October 2020 to 30th September, 2023)	3 Years (1st October 2020 to 30th September, 2023)
Salient terms of the contracts or arrangements or transactions including the value, if any	Approval at Annual General Meeting held on 30th September, 2020 and Limit was Rs. 5 Crore per annum. Approval of members on 18th March, 2021 and the limit was increased from Rs. 5 Crore per annum to Rs. 50 Crore per annum for the remaining tenure	Approval at Annual General Meeting held on 30th September, 2020 and Limit is Rs. 5 Crore per annum.
Date(s) of approval by the board	25th August, 2020 for limit of Rs. 5 Crore per annum 12th February, 2021 for limit of Rs. 50 Crore per annum	25th August, 2020 for limit of Rs. 5 Crore per annum
Amount paid as advances, if any	NIL	NIL

By Order of the Board

Sd/-

Anil Gorani

(Holding DIN 00055540)

Chairman cum Whole Time Director

Place: Indore

Date: 27/08/2021


ANNEXURE IV

Information on Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo required to be disclosed under Section 134 of the Companies Act, 2013 read with rules the Companies (Accounts) Rules, 2014 are provided hereunder:

1. CONSERVATION OF ENERGY
(i) Steps taken or impact on conservation of energy:

Our focus on the impact of our operations on climate change leads to our energy conservation strategy where we can best evaluate our performance through measurement of emission to the atmosphere.

- a. Additional power capacitors and power factor control equipments are installed to limit down demand.
- b. Changeover switch system has been employed to avoid electricity wastage.

Additional investments and proposal, if any, being implemented for reduction of consumption of energy:

Due to effective steps already taken to conserve energy, there is no immediate scope.

Impact of above measures:

Efficient utilization of power and consumption of electricity per unit of production has decreased.

Total energy consumption and energy consumption per unit of production as per Form A of the Annexure in respect of Industries specified in the schedule thereto.

Particulars		Unit	2020-21	2019-20
a.	Electricity			
	Purchased unit	KWH	2,90,553	2,83,944
	Total amount	Rs.	37,43,273	32,92,943
	Rate per unit	Rs./KWH	12.88	11.60
b.	Own generation			
	Units	KWH	5,180	21,690
	Units/ Ltr. of Diesel	KWH	5.51	5.36
	Cost per Unit	Rs./KWH	15.01	13.14
	Electricity consumed	KWH	0.99	0.98

(ii) Steps taken by the company for utilizing alternate sources of energy;

As there has been satisfactory power supply from the Electricity Board, there appears no scenario for such situation.

(iii) Capital investment on energy conservation equipments;

Due to adequate arrangement, existing there is no further requirement of such investment considering the estimated production in near future.

2. TECHNOLOGY ABSORPTION, REASERCH & DEVELOPMENT (R&D)
(i) Efforts made towards technology absorption

Company is manufacturing ISI-Certified Gas Geysers which have thermal efficiency of 82% plus, thereby reducing the carbon footprint compared to electric geyser by 40% resulting into environmental energy conservation and emission of carbon-di-oxide and carbon-mom-oxide like harmful gases.



Gorani Industries Ltd.

- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution. The team of Whole time director as supported by Managing Director have a vast experience of 31 years in the field of Kitchen wears ,has helped practically to understand the requirement of modified, improvised and more beautified user friendly product for which main customers are ladies, housewives, students. The continuous leaning and development process in last 10 years has helped to become safer, easy to handle products.

- (iii) **In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)--**

- (a) the details of technology imported
- (b) the year of import;
- (c) whether the technology been fully absorbed
- (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof

No technology as such is imported. The practical experience gained in travelling to and fro China by the directors while their frequent trips to the country for understanding the needs of the customers have resulted into improvised technical durability of the product.

- (iv) **Expenditure on R&D:**

So far as the current products namely LPG Stoves, Kitchen Chimney & Gas Geysers are concerned the minor technology specifications and beautifying modification have been obtained through the continuous manufacturing experience during last 11 years under the control of technical team headed by whole time technical director of the company. The ultimate object has been to make the above products more user (housewives) friendly from safety and handling point of view. Therefore relevant expenses have been absorbed by the yearly Income & Expenditure accounts.

3. FOREIGN EXCHANGE EARNINGS AND OUTGO: (Amount in Rs.)

Particulars		2020-21	2019-20
a.	Earnings FOB value of exports Freight Charges	NIL	NIL
b.	Outgo Import Expenses	7,28,83,770	5,03,67,923

By Order of the Board

Sd/-

Anil Gorani

(Holding DIN 00055540)

Chairman cum Whole Time Director

Place: Indore

Date: 27/08/2021

Regd. Office:

Plot No. 32-33, Sector F,
Sanwer Road, Industrial Area,
Indore-452015 (M.P.)


ANNEXURE V
DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- 1) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2020-21, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2020-21 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Name of Director	Designation	Remuneration for F.Y. 2019-20 (Amount in Rs.)	Remuneration for F.Y. 2018-19 (Amount in Rs.)	Increase in remuneration from previous year	Percentage increase in remuneration from previous year	Ratio
Sanjay Gorani	Managing Director	24,00,000	23,00,000	1,00,000	4.34%	19.49
Anil Gorani	Whole Time Director	14,50,000	12,00,000	2,50,000	20.83%	11.77
NakulGorani	Whole Time Director	18,00,000	17,00,000	1,00,000	5.88%	14.62
Chandrasekhar Sharma	CFO	2,10,833	2,16,000	(5,167)	(2.39%)	
NeerjaMandiya	Company Secretary	1,45,000	1,74,000	(29,000)	(16.67%)	

- 2) The median remuneration of employees of the Company during the financial year was Rs. 1,23,156
- 3) In the financial year, there is an increase of 3.68% in the median remuneration of employees;
- 4) There were 165 permanent employees on the rolls of Company as on March 31, 2021;
- 5) Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2020-21 is 5%
- 6) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Human Resources, Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees:
- 7) It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.



Gorani Industries Ltd.

- 8) Details of top ten employees of the Company under Rule 5 (2) of the Companies (Appointment and Remuneration) Rules, 2014 as amended from time to time:

Sr. No.	Name of the Employee	Designation of the Employee	Remuneration Received (Rs.)	Nature of employment, whether contractual or otherwise	Qualifications and experience of the employee	Date of commencement of employment	Age	The last employment held by such employee before joining the Company	The percentage of equity shares held by the employee in the Company within the meaning of rule 5(2)(iii) of Companies (Appointment and Remuneration) Rule 2014	Whether any such employee is a relative of any director or manager of the Company and if so, name of such director or manager
1.	Chandra Shekhar Sharma	C.F.O.	2,10,833	Contractual	M.Com 21 Yrs.	1-Aug-99	60 Yrs.	Jayant Vitamins Ltd.	NIL	N.A.
2.	Ajay Jain	H.R. Manager	2,10,833	Contractual	B.Com, Dip. in Material Management	9-Sep-19	50 Yrs.	Jush Precision & Tools Pvt. Ltd.	NIL	N.A.
3.	Abhay Sharma	Manager Accounts	2,10,833	Contractual	M.Com 18 Yrs.	1-Oct-16	42 Yrs.	Wanderland Real Estate Pvt. Ltd.	NIL	N.A.
4.	Antony Paulose Joseph	Tool Room Incharge	2,10,833	Contractual	Diploma in Mechanical Engineering 16 Yrs.	13-Jul-05	61 Yrs.	Super Steel Mfg. Co.	NIL	N.A.
5.	Mohammed Ahmed Khan	Dispatch Incharge	2,10,833	Contractual	M.Com., LL.B. 25 Yrs.	2-Sep-96	63 Yrs.	Modella Steel	NIL	N.A.
6.	Vinod Sharma	Production Incharge	1,79,333	Contractual	B.Sc 21 Yrs.	15-Sep-00	58 Yrs.	Super Steel Mfg. Co.	NIL	N.A.
7.	Premnarayan Nagar	Paint Section Incharge	1,79,333	Contractual	B.Com 11 Yrs.	11-Oct-09	53 Yrs.	Super Steel Mfg. Co.	NIL	N.A.
8.	Dewa Suresh Kanathe	Technical Engineer	1,75,417	Contractual	Diploma in Tool Engineering 5 Yrs.	01-Feb-18	29 Yrs.	ITL Industries Ltd.	NIL	N.A.
9.	A. Sushila Rao	Bank Office Assistant	1,64,389	Contractual	B.A. 21 Yrs	02-Sep-96	48 Yrs.	-	NIL	N.A.
10.	Rameshwar Thapa	Electrician	1,58,500	Contractual	8th Pass 21 Yrs.	01-July-00	45 Yrs.	-	NIL	N.A.

Place: Indore
Date: 27/08/2021
Regd. Office:
Plot No. 32-33, Sector F, Sanwer Road,
Industrial Area, Indore-452015 (M.P.)

By Order of the Board
Sd/-
Anil Gorani
(Holding DIN 00055540)
Chairman cum Whole Time Director


MANAGEMENT DISCUSSION AND ANALYSIS REPORT
INDUSTRY STRUCTURE AND DEVELOPMENTS

Changing household and commercial lifestyles, economical availability of electricity, rising concerns regarding eco-friendly and energy efficient appliances are expected to be the key drivers of the kitchen appliances market size. Development of e-commerce distribution channels, emergence of Information technology and other smart technologies will support the overall kitchen appliances market share since 2016-17.

Environmental concerns regarding rising pollution and global warming has led to the development of appliances that are energy efficient. Technological advancements in accordance to this trend may help manufacturers garner huge gains over the forecast timeline. Moreover, regulatory bodies are expected to entertain such portfolio in the industry and may boost the current growth rate which is corroborated by the measures taken by exchequer with regard to MSME enterprises.

The company is in the business of production, manufacturing and dealing in Kitchen appliances and home appliances which is one such sector within the overall household segment that has been in the limelight in recent past. Kitchen appliances are gaining popularity due to the rise in disposable income and changing lifestyles of people, which in turn is narrowing the price gap between similar consumer products offered by different companies. In addition to this, technological advancements in appliances have also catalyzed the growth of kitchen appliances market. Easy and functional appliances are the need of the hour, which has led to the development of smart, standardized and efficient appliances. All products of the Company are ISI certified and are sophisticated to bring the age-old domestic appliances to a new height. The legendary products of the Company like BLOWHOT, ONLINE reflect the sophistication of the products and the reliability as well as exquisite look due to modernization of the design of the product.

Discussion on financial performance with respect to operational performance:

Sr. No.	Particulars	2020-21	2019-20
1.	Net Sales from operations	18,39,79,722	21,43,11,719
2.	Other Income	11,68,588	5,19,699
3.	Sub-total	18,51,48,310	21,48,31,418
4.	Total Expenditure (Before interest and Depreciation)	17,16,00,022	20,10,25,533
5.	Operating Profit (EBIDTA)	1,35,48,288	1,38,05,885
6.	Operating Margin %	7.36%	6.44%
7.	Profit / (Loss) After Tax	64,90,674	64,90,674
8.	Return on Capital Employed % (EBIT)	17.86%	21.45%
9.	No. of Months Receivables (Receivables / Sales X 12)	2.92	3.39
10.	Current Ratio (Current Assets / Current Liabilities)	1.53	1.34
11.	Borrowings : Equity Ratio (TL/Equity)	0.49	0.67
12.	Production (Nos.) :-		
(A)	Gas Gyser	1,19,087	96,476
(B)	LPG Glass Top	43,347	1,31,679
(C)	Chimney	12,767	23,229

Company's revenue from operations for the year 2020-21 was 18,39,79,722/-, reflecting an decrease of 14.15% over the previous year. The Company's profit before exceptional items and tax during the year ended 31st March 2021 was Rs 91,28,572/-, grew by 1.34 %.

EARNINGS BEFORE INTEREST, TAX, DEPRECIATION AND AMORTIZATION (EBIDTA)

During the fiscal 2020-21, the Company reported an EBIDTA of Rs.1,35,48,288/- when compared to the previous year's figure of Rs.1,38,05,885/-.

PROFIT BEFORE TAX (PBT)

PBT was at Rs. 91,28,572/- in FY 2021, compared with previous year's Rs. 90,07,759/-.

PROFIT AFTER TAX (PAT)



PAT stood at Rs. 65,99,072/- in FY-2021 as compared to Rs. 64,90,674/- in FY-2020.

EARNINGS PER SHARE (EPS)

EPS in the fiscal 2020-21 stood at Rs. 1.35 per share compared to EPS of Rs. 1.33 per share in fiscal 2019-20.

OPPORTUNITIES AND THREATS

Demand for smart kitchen appliances has increased over the past few years. Technological advancements have influenced the demand for up gradation of kitchen appliances, thereby enabling smooth and reliable productivity while cooking. The Company has been adopting the strategy of continuously offering innovative, newer and improved products as well as marketing strategies to stay above competition whether organized or unorganized as a result of this the newly developed chimney has shown the growth in demand and has secured a status amongst the other established brands of same kind and quality with the most competitive pricing factor.

These facts are supporting practically our belief of catching and then holding the pace of growth in our segment of products, as also revealed by the current year performance.

Due to Covid-19 pandemic the availability of raw material from China and difficulties relating to skilled labour availability will certainly hit the productivity but held inventory level coupled with other benefits given by the state government like deferment of Power bills and other payments thereby bringing the relaxation in the cash flow. The scheme of sacrificing the LPG connection subsidy has also resulted into the increased demand of the LPG stove, our core product. Gas Geyser is also becoming a necessity now a day and is also becoming a promising product.

The company is in the process of making and implementing the strategies to capitalize available opportunities and minimizing the threats to ladder products across capacities, formats and prices. The company will put its every effort to maximize the internal accruals by way of input tax credit available in the GST law and by optimizing the product common costs so as to enable it to sustain profitably in the market.

SEGMENT WISE PERFORMANCE/PRODUCT WISE PERFORMANCE

The company has only one segment of Home Appliances and the products considered as part of the segment are, LPG

stoves, Gas Hobs, Gas geysers, Water Heaters and Kitchen Chimneys.

The company is hopeful that through a combination of powerful marketing strategies, innovative new products and market development and expansion activities, it would increase its share in the domestic market of most of its products. The newly added organized customers to the chain of company products due to GST regime are very promising for the segmental growth.

OUTLOOK

The Indian kitchen appliances market grew at a healthy double-digit rate over the last decade, driven by a host of factors such as increasing rural penetration, improved disposable incomes and a revolution in lifestyle standards, purchasing preferences and buying trends. In the last couple of years, availability of our products on the e-commerce platform has shown an attractive growth and looking in to the current scenario of people purchasing products directly through such platforms the company sees the jump in the turnover.

However, in the last four years, the high growth of the past tapered off thus witnessing a sobering effect in the kitchen appliances industry. The key growth challenge encountered by the industry primarily came from the consumer sentiment and stagnation of incomes.

After the Covid-19 impact and since the un-locking in Jun-2020, both global and Indian economies are on the path of recovery. However, the overall market sentiment is positive and your Company expects to maintain its growth rates aided by the new range of products, barring unforeseen circumstances.

RISK AND CONCERNS

Our Company has developed and implemented a Risk Management Policy which includes identification of elements of risk, if any, which in the opinion of the Board, may threaten the existence of the Company.

Our Company continuously monitors and revisits the risks associated with its business. The company has review mechanism of risks at regular intervals. The management of the Company has identified some of the major areas in relation to business strategy, operations and transactions, statutory/legal compliance, financial reporting, information



technology system and overall internal control framework. With improved efficiencies and economies of scale your Company is hopeful of maintaining a healthy margin and return on capital employed. Efficient working capital/ asset management, cash generation and robust stewardship will continue to be our focus areas as in the past.

Risks identified through our risk management processes are prioritized and, depending on the probability and severity of the risk. We have general response strategies for managing risks, which categorize risks according to whether the company will avoid, transfer, reduce or accept the risk.

INTERNAL CONTROL

The Company and the Management has adequate internal control systems in place to safeguard and shield the Company from losses and, unofficial use or deposition of assets. This also ensures that the Company's assets and interests are carefully protected and all the transactions are appropriately authorized, recorded and presented to the management. The Company always adheres to prescribed guidelines and follows all Accounting Standards prescribed for maintenance of books of accounts and reporting of financial statements. The appointed internal auditor monitor and report on the effectiveness of the internal control systems of the various areas of operations Key matters that are reported in the Internal Audit are brought to the notice of the Audit Committee of the Board of Directors and corrective measures are recommended and appropriate actions are taken. The Internal Control systems ensure the business operations function efficiently and the applicable laws, rules, regulations, policies of the Company are followed, in addition to safeguarding the reliability of financial reporting.

HUMAN RESOURCES/ INDUSTRIAL RELATIONS FRONT

The Company fully values the Human Capital and continued to have the cordial and harmonious relations with its employees. The company focus on training of employees on a continuous basis. The Company considers the quality of its human resources to be most important asset and constantly endeavors to attract and recruit best possible talent. The company maintains a strong business linkage to all human resource and initiatives.

The Unit of the Company has 155 non-management employees. The overall relations with these employees continued to be cordial and harmonious during the year

2020-21. As on 31st March, 2021, the employee strength of the Company was 165 as compared to 110 as on 31st March, 2020.

SIGNIFICANT CHANGES

Details of significant changes in key financial ratios, along with detailed explanations therefor, including:

- i. Debtors Turnover –3.49
- ii. Inventory Turnover –5.82
- iii. Interest Coverage Ratio –8.75
- iv. Current Ratio –1.53
- v. Debt Equity Ratio –0.49
- vi. Operating Profit Margin (%) –7.36%
- vii. Net Profit Margin (%) –3.65%

Disclosure of Accounting Treatment:

Being the listed public limited company the Indian Accounting Standards (IND-AS) are applicable on the company and the standards as on date notified were applied while preparing the financial statements.

Cautionary Statement

Statements in the Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations, predictions & contains forward looking statements within the meaning of applicable rules and regulations. It contains forward looking statements which are made in good faith based on the information available at the time of its approval. It is believed that the expectations reflected in these statements are reasonable but they may be affected by a number of risks and uncertainties that are inherent in any forward looking statement which could cause actual results to differ materially from those currently anticipated.

By Order of the Board
for Gorani Industries Limited

Date: 27/8/2021
Place: Indore

Anil Gorani
Sd/-
(Holding DIN 00055540)
(Chairman cum Whole Time Director)

Regd. Office:

Plot No. 32-33, Sector F,
Sanwer Road, Industrial Area,
Indore-452015 (M.P.)



INDEPENDENT AUDITORS' REPORT

To the Members of

Gorani Industries Limited

Report on the Financial Statements

Opinion

We have audited the accompanying Ind AS financial statements of **Gorani Industries Limited** ("the Company"), which comprise the Balance Sheet as at **March 31, 2021**, the Statement of Profit and Loss (including the statement of Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and notes to the Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind-AS financial statements give the information required by the Companies Act, 2013 ("the Act"), in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the act read with the companies (Indian Accounting Standards) Rules, 2015 as amended ("Ind-AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2021, and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS 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 Ind AS financial statements under the provisions of the Act, and the Rules made 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 is sufficient and appropriate to provide a basis for our opinion on the Ind AS.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind-AS financial statements of the current period. These matters were addressed in the context of our audit of the Ind-AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these

matters

We have determined that there is no key audit matter to communicate in our report

Information other than the Ind AS financial statements and Auditors' Report thereon

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Ind AS financial statements and our auditor's report thereon.

Our opinion on the Ind AS 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 Ind AS Financial Statements, our responsibility is to read the other information identified above and, in doing so, consider whether such other information is materially inconsistent with the Ind AS 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 a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation and presentation of these Ind-AS financial statements that give a true and fair view of the financial position, financial performance, total 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 (Ind AS) specified 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 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 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 Ind AS financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the 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.

That Management and Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibility for the Ind AS financial statements

Our objectives are to obtain reasonable assurance about whether the Ind-AS 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 Ind-AS financial statements.

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

1. Identify and assess the risks of material misstatement of the Ind-AS 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 from one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. 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 Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. 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 Ind AS 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.

5. Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS 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.

Materiality is the magnitude of misstatements in the Ind AS Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Ind AS Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Ind AS Financial Statements.

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 Ind AS 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 (Auditors Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Sub-section (11) of Section 143 of the Act, we enclosed in the **"Annexure A"**, a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.
2. Further, as required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the informations 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 it appears from our examination of those books.
 - 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 relevant books of account.
 - d. In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
 - e. On the basis of the written representations received from the directors as on March 31, 2021, taken on record by the Board of Directors, none of the director is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. With respect to the adequacy of the Internal Financial Controls over financial reporting of the Company with reference to these Ind-AS financial Statements and the operating effectiveness of such controls, refer to our separate report in

"Annexure B" of this report.

- g. With respect to other matters to be included in the Auditor's report in accordance with the requirements of section 197(16) of the act, as amended :
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h. 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 as amended, in our opinion and to the best of our information and according to the explanation given to us:
 - i. There is no pending litigation which impact the financial position of company and to be included in financial statements;
 - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses; hence no provision was required to be made; and
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For: **SANDEEP SURENDRA JAIN & CO.**

Chartered Accountants

Firm Reg. No. 010172C

Place: Indore

Date : 29 June 2021

UDIN : 21409674AAAAAG5421

CA. SEEMA VIJAYVARGIYA

Partner

Membership No. 409674



ANNEXURE “A” REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING OF “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” SECTION OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF GORANI INDUSTRIES LIMITED ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2021

(i) In respect of the Company’s property, plant and equipment:

- (a) The Company has maintained proper records to show full particulars, including quantitative details and situation of its property, plant and equipment.
- (b) All property, plant and equipment of the Company are physically verified by the management at regular intervals, which in our opinion, is reasonable considering the size of the Company and the nature of assets. During the year, as informed to us by management, no material discrepancies have been noticed on such verification.
- (c) According to the information and explanation given to us and the records examined by us, we report that the title deeds, comprising all the immovable properties are held in the name of the Company as at the balance sheet date.

(ii) In respect of its inventory:

- (a) As explained to us, the inventories of finished goods, semi-finished goods, stores, spare parts and raw materials were physically verified at regular intervals by the Management. In case of inventories lying with third parties, certificates of stocks holding have been received.
- (b) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories. The discrepancies noticed on physical verification of stocks as compared to book records were not material and have been properly dealt with in the books of account.

(iii) In our opinion and according to information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered

in the register maintained under section 189 of the Act. Accordingly, paragraph 3(iii) of the Order is not applicable to the Company.

- (iv) In our opinion and according to information and explanations given to us, the Company has not granted any loans or provided any guarantees or security to the parties covered under Section 185 or 186 of the Act. Accordingly, paragraph 3(iv) of the Order is not applicable to the Company.
- (v) According to the information and explanation given to us, the company has not accepted deposits from public during the year. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
- (vi) According to the information and explanation given to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the Company. Accordingly, paragraph 3(vi) of the Order is not applicable to the Company.
- (vii) In respect of statutory dues:

- (a) According to the records of the company and information and explanations given to us, the Company has generally been regular in depositing undisputed statutory dues, including, Investor Education and Protection Fund, Provident Fund, Employees State Insurance (ESI), Income-tax, Tax deducted at sources, Tax collected at source, Professional Tax, Goods & Services Tax and other material statutory dues applicable to it, with the appropriate authorities.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Employees’ State Insurance, Income tax, Goods and Services tax, duty of Customs, Cess and other material statutory dues were in arrears as at 31 March 2021, for a period of more than six months from the date they became payable

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institution, bank, Government and there are



Gorani Industries Ltd.

no dues to debenture holders during the year.

- (ix) According to the records of the company, the Company has not raised any money by way of initial public offer or further public offer (including debt instrument) during the year. In our opinion the term loans raised during the year were applied for the purpose for which those are raised.
- (x) Based upon the audit procedures performed and according to the information and explanations given to us, no material fraud on the Company by its officers or employees nor any fraud by the Company has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given to us and based on our examination of the records, 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 as prescribed under section 406 of the Act. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examinations of the records of the Company, all transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable and the details of such related party transactions have been disclosed in the Ind AS financial

statements as required by the applicable Indian Accounting Standards.

- (xiv) According to the information and explanations given to us and based on our examination of the records, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Hence, reporting requirement under clause 3(xiv) of the order are not applicable to the company.
- (xv) According to the information and explanations given to us and based on our examination of the records, the Company has not entered into non-cash transactions with directors or persons connected with him as referred to in section 192 of the Act.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For: **SANDEEP SURENDRA JAIN & CO.**

Chartered Accountants

Firm Reg. No. 010172C

Place: Indore

CA. SEEMA VIJAYVARGIYA

Date : 29 June 2021

Partner

UDIN : 21409674AAAAAG5421

Membership No. 409674



ANNEXURE “B” AS REFERRED TO IN PARAGRAPH 2(f) UNDER THE HEADING OF “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” SECTION OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF GORANI INDUSTRIES LIMITED ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2021

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 **Gorani Industries Limited** ('the Company') as of **March 31, 2021** in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting with reference to Ind-AS financial statements and such internal financial controls over financial reporting with reference to these Ind-AS financial statements were operating effectively as at **March 31, 2021** based on the internal control over financial reporting criteria established by the company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal controls 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 Act.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these Ind-AS financial statements based on our audit. We have 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 Act, 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 were 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 over financial reporting with reference to these Ind-AS financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these Ind-AS financial statements, 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 Ind AS 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 with reference to these Ind-AS financial statements.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting with reference to these Ind-AS financial statements 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 with reference to these Ind-AS financial statements 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 Ind AS 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 unauthorized 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 with reference to these Ind-AS financial statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these Ind-AS financial statements, 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 with reference to these Ind-AS financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these Ind-AS financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For: **SANDEEP SURENDRA JAIN & CO.**

Chartered Accountants

Firm Reg. No. 010172C

Place: Indore

CA. SEEMA VIJAYVARGIYA

Date : 29 June 2021

Partner

UDIN : 21409674AAAAAG5421

Membership No. 409674



Gorani Industries Ltd.

BALANCE SHEET AS AT 31st MARCH' 2021

CIN - L28121MP1995PLC009170

PARTICULARS	Note No.	As at 31/03/2021	As at 31/03/2020
		Rs.	Rs.
ASSETS			
Non Current Assets			
Property Plant & Equipment	2	28,326,623	28,497,039
Capital Work in Progress		553,534	64,392
Other Financial Assets	3	541,149	430,620
Current Assets			
Inventories	4	32,624,615	30,645,608
Financial Assets			
Trade Receivables	5	44,818,756	60,469,469
Cash and Cash Equivalent	6	8,622,943	5,239,061
Other Current Financial Assets	7	346,900	346,900
Current Tax Asset (Net)		-	-
Other Current Assets	8	3,449,611	2,542,932
Total		119,284,131	128,236,021
EQUITY			
Share Capital	9	48,751,000	48,751,000
Other Equity	10	8,958,565	2,252,175
LIABILITIES			
Non-current liabilities			
Financial Liabilities			
Borrowings	11	-	978,238
Provisions	12	591,750	235,797
Deferred Tax Liabilities	13	2,182,514	2,126,573
Current liabilities			
Financial Liabilities			
Borrowings	14	27,356,980	32,214,800
Trade Payables	15		
Dues of micro & small enterprises		8,712,772	2,279,984
Dues other than micro & small enterprises		10,547,517	29,632,440
Other Financial Liabilities	16	7,867,276	6,981,573
Other Current Liabilities	17	3,397,354	2,674,854
Current Tax Liability (Net)	18	918,403	108,587
Total		119,284,131	128,236,021
Significant Accounting Policies and Notes on Financial Statements	1 to 40		

For and on behalf of the Board

As per our report of even date
For **SANDEEP SURENDRA JAIN & CO.**
Chartered Accountants
Firm Reg. No. 010172C

(Sanjay Gorani) Managing Director DIN :- 00055531	(Anil Gorani) Whole Time Director DIN : 00055540	(Nakul Gorani) Whole Time Director DIN : 06543317	(Neerja Mandiya) (Company Secretary)	(C.S. Sharma) C.F.O.	CA. Seema Vijayvargiya Partner M.No. 409674
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Place : Indore

Date : 29 June 2021

UDIN : 21409674AAAAAG5421



Gorani Industries Ltd.

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2021

CIN - L28121MP1995PLC009170

PARTICULARS	Note No.	Year Ended 31/03/2021	Year Ended 31/03/2020
		Rs.	Rs.
Income			
I Revenue from Operations	19	183,979,722	214,311,719
II Other income	20	1,168,588	519,699
III Total Revenue (I+II)		185,148,310	214,831,418
IV Expenses			
Cost of Materials Consumed	21	130,958,466	171,505,151
Purchases of Trading Goods		4,173,606	115,226
Changes in inventories of finished goods, work in progress and Stock-in- trade	22	2,170,181	(3,463,672)
Employee benefits expenses	23	22,827,998	19,963,536
Finance costs	24	1,344,547	2,658,558
Depreciation and Amortization expenses	2	3,241,316	2,867,421
Other expenses	25	11,303,324	12,177,439
Total (IV)		176,019,438	205,823,659
V Profit Before Exceptional and Tax (III-IV)		9,128,872	9,007,759
VI Exceptional items		-	-
VII Profit Before Tax (V-VI)		9,128,872	9,007,759
VIII Tax expenses			
Current tax		2,509,953	2,378,956
Deferred tax		19,847	138,129
Total tax expenses		2,529,800	2,517,085
IX Profit/(loss) for the year (VII-VIII)		6,599,072	6,490,674
X Other Comprehensive Income			
(i) Items that will not be reclassified to profit & loss			
Remeasurements of net defined benefit plans		143,412	(966,086)
Income tax relating to above items		(36,094)	251,182
XI Total Comprehensive Income for the year (IX+X)		6,706,390	5,775,770
Earnings per Share			
Equity Shares of `10 each			
Basic		1.35	1.33
Diluted		1.35	1.33
Significant Accounting Policies and Notes on Financial Statements	1 to 40		

For and on behalf of the Board

As per our report of even date
For **SANDEEP SURENDRA JAIN & CO.**
Chartered Accountants
Firm Reg. No. 010172C

(Sanjay Gorani) Managing Director DIN :- 00055531	(Anil Gorani) Whole Time Director DIN : 00055540	(Nakul Gorani) Whole Time Director DIN : 06543317	(Neerja Mandiya) (Company Secretary)	(C.S. Sharma) C.F.O.	CA. Seema Vijayvargiya Partner M.No. 409674
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Place : Indore

Date : 29 June 2021

UDIN : 21409674AAAAAG5421



Gorani Industries Ltd.

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2021

CIN - L28121MP1995PLC009170

PARTICULARS	Note No.	As at 31/03/2021	As at 31/03/2020
		Rs.	Rs.
Cash flow from operating Activities			
Net profit before taxation		9,128,872	9,007,759
Add adjustments for :			
Depreciation / amortisation		3,241,316	2,867,421
Interest income		(42,327)	(519,699)
Interest Expense on lease Liability		692	829
Finance Cost		1,344,547	2,658,558
Unrealised foreign exchange difference		(18,713)	(804,463)
Loss on Sale of Asset		-	3,813
Employee Benefit Expense		499,365	17,890
Operating profit before working capital changes		14,153,752	13,232,108
Adjustments for changes in working capital :			
- Trade and other receivables		15,650,713	(23,381,781)
- Inventories		(1,979,007)	6,652,165
- Other financial assets		-	(20,000)
- Other current assets		(1,034,234)	4,433,827
- Trade and other payables		(11,741,479)	19,638,731
- Other current liabilities		722,500	1,202,322
Cash generated from operation		15,772,245	21,757,372
- Taxes paid (net)		1,577,286	1,660,776
Net cash from Operating Activities (A)		14,194,959	20,096,596
Cash flow from Investing Activities			
(Purchase) / Sales of fixed assets		(3,560,042)	(5,479,759)
Interest Income		42,327	519,699
Increase/(Decrease) in other non current assets		(110,529)	634
Net cash used in Investing Activities(B)		(3,628,244)	(4,959,426)
Cash flow from Financing Activities			
Finance Cost		(1,344,547)	(2,658,558)
Payment of Lease Liability		(2,228)	(2,228)
Increase/(Decrease) in Short term Borrowings		(4,857,820)	(15,314,276)
Increase/(Decrease) in other non current liabilities		(978,238)	(976,689)
Net cash used in Financing Activities(C)		(7,182,833)	(18,951,751)
Net increase in cash and cash equivalents (A+B+C)		3,383,882	(3,814,581)
Cash and cash equivalents at the beginning of the year		5,239,061	9,053,642
Cash and cash equivalents at the end of the year		8,622,943	5,239,061
Cash in Hand		251,241	879,432
Balance In Current Accounts with Scheduled Bank		8,371,702	4,359,629
		8,622,943	5,239,061
Significant Accounting Policies and Notes on Financial Statements	1 to 40		

For and on behalf of the Board

As per our report of even date
For **SANDEEP SURENDRA JAIN & CO.**
Chartered Accountants
Firm Reg. No. 010172C

(Sanjay Gorani) Managing Director DIN :- 00055531	(Anil Gorani) Whole Time Director DIN : 00055540	(Nakul Gorani) Whole Time Director DIN : 06543317	(Neerja Mandiya) (Company Secretary)	(C.S. Sharma) C.F.O.	CA. Seema Vijayvargiya Partner M.No. 409674
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Place : Indore

Date : 29 June 2021

UDIN : 21409674AAAAAG5421


Gorani Industries Ltd.
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH 2021

CIN - L28121MP1995PLC009170

A. Equity Share Capital

Particulars	Amount
As at 31st March, 2019	48,751,000
Changes in equity share capital	0
As at 31st March, 2020	48,751,000
Changes in equity share capital	0
As at 31st March, 2021	48,751,000

B. Other Equity

	Reserve & Surplus		Total
	Capital Reserve	Retained Earnings	
Balance as on 31, March 2019	2,901,000	(6,046,562)	(3,145,562)
As At 1, April 2019	2,901,000	(6,046,562)	(3,145,562)
Impact on account of IND AS 116		(378,033)	(378,033)
	2,901,000	(6,424,595)	(3,523,595)
Profit for the period		6,490,674	6,490,674
Other comprehensive income		(714,904)	(714,904)
Total comprehensive income		5,775,770	5,775,770
Balance as on 31, March 2020	2,901,000	(648,825)	2,252,175
As At 1, April 2020	2,901,000	(648,825)	2,252,175
	2,901,000	(648,825)	2,252,175
Profit for the period		6,599,072	6,599,072
Other comprehensive income		107,318	107,318
Total comprehensive income		6,706,390	6,706,390
Balance as on 31, March 2021	2,901,000	6,057,565	8,958,565

For and on behalf of the Board

As per our report of even date
For **SANDEEP SURENDRA JAIN & CO.**
Chartered Accountants
Firm Reg. No. 010172C

(Sanjay Gorani)
Managing Director
DIN :- 00055531

(Anil Gorani)
Whole Time Director
DIN : 00055540

(Nakul Gorani)
Whole Time Director
DIN : 06543317

(Neerja Mandiya)
(Company Secretary)

(C.S. Sharma)
C.F.O.

CA. Seema Vijayvargiya
Partner
M.No. 409674

UDIN : 21409674AAAAAG5421

Place : Indore
Date : 29 June 2021



Notes forming part of Financial Statements

CIN - L28121MP1995PLC009170

Note :1

1.1 CORPORATE INFORMATION

Gorani Industries Limited (the 'Company') is a public limited Company domiciled and incorporated in India having its registered office at Plot no. 32-33, Sector-F, Sanwer Road, Industrial Area, Indore – 452015. The Company's shares are listed since 1996 and traded on the BSE. The Company is engaged in the manufacture, trading and sale of kitchenware. The financial statements of the Company for the year ended March 31, 2021, were approved by the Board of Directors and authorized for issue on June 29, 2021.

1.2 SIGNIFICANT ACCOUNTING POLICIES FOLLOWED BY THE COMPANY

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

A] Basis for preparation:

i. Compliance with Ind AS

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

ii. Basis of measurement

The financial statements have been prepared on an accrual basis and in accordance with the historical cost convention except:

- a) Certain financial assets that are measured at fair value.
- b) Defined benefit plans measured at fair value.

B] Use of Judgements and Estimates

The estimates and judgements used in the preparation of financial statements are continuously evaluated by the company and are based on historical experience and various other assumptions and factors that were reasonable under the circumstances. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

C] Functional and Presentation Currency

The functional and presentation currency of the company is the Indian Rupees (INR).

D] Foreign Currency Transaction

The transactions in foreign currencies are recorded at the rate prevailing on the date of the transaction. Monetary items denominated in foreign currency are restated at the rate prevailing on the balance sheet date. Exchange gains/ losses on settlement and on conversion of monetary items denominated in foreign currency are dealt with in the profit and loss account.

E] Property, Plant and Equipment

Property, plant and equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment



losses, if any. Cost includes expenditure that is directly attributable to the acquisition and installation of the assets. 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 Company and the cost of the item can be measured reliably. All other repairs and maintenance cost are charged to the Statement of Profit and Loss during the period in which they are incurred.

F] Depreciation methods, estimated useful lives and residual value

Depreciation on property, plant and equipment has been provided on useful life of the assets as prescribed in the Schedule II to the Companies Act, 2013. Assets which are purchased, sold or scrapped during the year, depreciation has been provided on pro-rata basis. The estimated useful life of items of Property, Plant & Equipments are as follows:

Type of Asset	Estimated Useful life	Type of Asset	Estimated Useful life
Building	30	Computer	3
Plant & Machinery	15	Air Conditioner	10
Dies & Tools	15	ETP	15
Office Equipments	5	Vehicles	10
Laboratory Equipments	10	Vehicles	8
Electrical Installations	10	Fire Fighting Equipments	5
Furniture & Fixture	10		

The residual values and useful lives of Property, Plant & Equipments are reviewed at each financial year and adjusted prospectively.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit & Loss.

G] Financial Instruments

Initial recognition and measurement:

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value.

(1) Financial Assets:

The company classifies its financial assets as follows:

- a) Financial Assets at amortised cost: Assets that are held for collection of contractual cash flows where these cash flows represent solely payments of principal and interest are measured at amortised cost.
Financial assets are measured initially at fair value and subsequently carried at amortised cost using the effective interest method. Financial assets at amortised cost are represented by security deposits with others.
- b) Fair value of current assets such as trade receivables, cash and cash equivalents approximate their carrying amounts largely due to short term maturities.

(2) Financial Liabilities:

- a) Fair value of current liabilities such as trade payables, borrowings and other financial liabilities approximate their carrying amounts due to short term maturities.

H] Inventories

Inventories of raw materials, work in progress, stores and spares, finished goods and stock in trade are stated at the lower of cost or net realizable value. Cost is determined on the basis of FIFO method. The cost comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

I] Cash & Cash Equivalents:



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

J] Employee Benefits
a. Short Term Benefits:

Liabilities for wages and salaries benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

b. Defined Contribution Plans:

Payments to defined contribution plan viz. government administered provident funds and ESIC are recognized as an expense when employees have rendered service entitling them to contributions.

c. Post Employment / Termination Benefits:

Company has established a separate fund with Life Insurance Corporation of India. Liability on these benefits is calculated and provided based on actuarial valuation provided by independent actuary using "Projected unit credit" method.

K] Borrowing Cost

Borrowing cost that is attributable to the acquisition or construction of qualifying assets is capitalized as part of the cost of such assets. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing cost is recognized as an expense in the period in which they are incurred.

L] Income tax
a) Current tax:

Current tax is measured at the amount of tax expected to be payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961. Tax payable is calculated using the tax rates that have been enacted by the end of the reporting period.

b) Deferred Tax:

Deferred tax is recognized using the balance sheet approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting on the reporting date.

Deferred tax are recognized to the extent it is probable that taxable profit will be available against which the deductible differences against which the temporary differences and losses will be adjusted. Tax rate used to compute the tax is those that have been enacted by the end of the reporting period.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

M] Revenue Recognition

The Company derives revenue primarily from sale of manufactured and traded goods. The Company recognises revenue on the basis of Ind AS 115 – 'Revenue from contracts with customers' which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognized.

Revenue from sale of goods is recognized when control of the products being sold is transferred to our customer and when there are no longer any unfulfilled obligations.

The Performance Obligations in our contracts are fulfilled at the time of dispatch or delivery.

Revenue is measured at fair value of consideration received or receivable, after deduction of any trade discounts, volume



rebates and any taxes or duties collected on behalf of the government such as goods and service tax etc. Revenue is only recognized to the extent that it is highly probable a significant reversal will not occur.

Interest income is recognised on accrual basis or by using the effective interest method, wherever applicable.

N] Earning per share

The company presents Basic and Diluted earnings per share data for its equity shares. Basic and diluted earnings per share are calculated by dividing the profit or loss attributable to equity shareholders of the company by the weighted average number of equity shares outstanding during the year.

O] Provisions, Contingent Liabilities and Assets:

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made. Disclosure is not made if the possibility of an outflow of future economic benefits is remote.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. The Company does not recognise a contingent asset.

P] Research & Development:

Capital expenditure on research and development is treated in the same way as expenditure on Fixed Assets. The revenue expenditure on Research & Development is written off in the year in which it is incurred.

Q] Impairment :

The Company on an annual basis makes an assessment of any indicator that may lead to impairment of assets. If any such indication exists, the company estimates the recoverable amount of the assets. If such recoverable amount is less than the carrying amount, then the carrying amount is reduced to its recoverable amount by treating the difference between them, as impairment loss and the same is charged to profit & loss account. Based on the aforesaid review, the Company is of opinion that there is no impairment of any of its fixed assets as at 31st March 2021.

R] Fair Value Measurement:

The Company classifies the fair value of its financial instruments in the following hierarchy, based on the inputs used in their valuation:

- i) Level:1 The fair value of financial instruments quoted in active markets is based on their quoted closing price at the balance sheet date.
- ii) Level:2 The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques using observable market data. Such valuation techniques include discounted cash flows, dealer quotes for similar instruments and use of comparable arm's length transactions.
- iii) Level:3 The fair value of financial instruments that are measured on the basis of entity specific valuations using inputs that are not based on observable market data (unobservable inputs). When the fair value of unquoted instruments cannot be measured with sufficient reliability, the Company carries such instruments at cost less impairment, if applicable.

S] Leases (IND AS 116)

The Company assesses whether a contract contains a lease, at the inception of the contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company



considers whether (i) the contract involves the use of identified asset; (ii) the Company has substantially all of the economic benefits from the use of the asset through the period of lease and (iii) the Company has right to direct the use of the asset.

As a lessee

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the site on which it is located, less any lease incentives received.

The right-to-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-to-use asset or the end of the lease term. The estimated useful lives of right-to-use assets are determined on the same basis as those of property, plant and equipment. In addition, the right-to-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprises of fixed payments, including in-substance fixed payments, amounts expected to be payable under a residual value guarantee and the exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option.

The Company has elected not to recognise right-to-use assets and lease liabilities for short term leases that have a lease term of less than or equal to 12 months with no purchase option and assets with low value leases. The Company recognises the lease payments associated with these leases as an expense in statement of profit and loss over the lease term. The related cash flows are classified as operating activities.

T] Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

U] Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest rupees.

V] Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.



Gorani Industries Ltd.

Notes Forming Part of Financial Statement

CIN - L28121MP1995PLC009170

2. Property Plant & Equipment

	Leasehold Land	Building	Plant & Machinery	Dies & Tools	Office Equip-ments	Laboratory Equip-ments	Electrical Install-ations	Furniture & Fixtures	Computer	Air Condi-tioner	ETP	Vehicles	Fire Fighting Equip-ments	Total
Balance as at 01.04.2019	488,556	7,458,021	13,181,814	1,766,056	103,156	44,178	89,960	493,500	158,871	89,374	1	6,728,566	1	30,602,054
Additions		2,912,380	339,800	3,478,129	521,738	41,500		520,511	57,254					7,871,312
Disposals			74,519									343,241		417,760
Reclassification as held for sale														
Balance as at 31.03.2020	488,556	10,370,401	13,447,095	5,244,185	624,894	85,678	89,960	1,014,011	216,125	89,374	1	6,385,325	1	38,055,606
Balance as at 01.04.2020	488,556	10,370,401	13,447,095	5,244,185	624,894	85,678	89,960	1,014,011	216,125	89,374	1	6,385,325	1	38,055,606
Additions			761,000	1,392,535	54,105			213,260	650,000					3,070,900
Disposals														-
Reclassification as held for sale														
Balance as at 31.03.2021	488,556	10,370,401	14,208,095	6,636,720	678,999	85,678	89,960	1,227,271	866,125	89,374	1	6,385,325	1	41,126,506
Accumulated Depreciation														
Balance as at 01.04.2019	390,845	1,929,860	2,932,600	315,033	68,753	20,718	79,307	72,409	79,058	24,323	-	1,112,687	-	7,025,593
Additions	16,285	651,499	989,378	233,615	62,980	7,525	10,536	53,296	42,080	10,804		789,423		2,867,421
Disposals			8,368									326,079		334,447
Reclassification as held for sale														
Balance as at 31.03.2020	407,130	2,581,359	3,913,610	548,648	131,733	28,243	89,843	125,705	121,138	35,127	-	1,576,031	-	9,558,567
Balance as at 01.04.2020	407,130	2,581,359	3,913,610	548,648	131,733	28,243	89,843	125,705	121,138	35,127	-	1,576,031	-	9,558,567
Additions	16,285	739,972	938,353	402,532	119,192	9,178	106	101,308	159,631	10,816		743,943		3,241,316
Disposals														-
Reclassification as held for sale														
Balance as at 31.03.2021	423,415	3,321,331	4,851,963	951,180	250,925	37,421	89,949	227,013	280,769	45,943	-	2,319,974	-	12,799,883
Net Carrying Amount														
Balance as at 31.03.2020	81,426	7,789,042	9,533,485	4,695,537	493,161	57,435	117	888,306	94,987	54,247	1	4,809,294	1	28,497,039
Balance as at 31.03.2021	65,141	7,049,070	9,356,132	5,685,540	428,074	48,257	11	1,000,258	585,356	43,431	1	4,065,351	1	28,326,623


Gorani Industries Ltd.
Notes Forming Part of Financial Statement

CIN - L28121MP1995PLC009170

PARTICULARS	As at 31/03/2021	As at 31/03/2020
	Rs.	Rs.
3. Other Financial Assets		
Security Deposits with Government authorities	472,761	430,620
Prepaid Expenses	68,388	-
Total	541,149	430,620
4. Inventories (at lower of cost or net realisable value)		
Raw Material	16,270,734	12,400,799
Finished Goods	7,438,084	8,819,989
Work In Process	4,945,027	7,858,811
Stock-in-Trade	2,943,717	340,912
Stores and Spares	837,283	558,030
Scrap	189,770	667,067
Total	32,624,615	30,645,608
5. Trade Receivables		
Considered good- Secured	-	-
Considered good - Unsecured	44,818,756	60,469,469
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables - Credit impaired	-	-
	44,818,756	60,469,469
Less: Impairment loss allowance	-	-
Total	44,818,756	60,469,469
6. Cash and Cash Equivalents		
Cash in Hand	251,241	879,432
Balance In Current Accounts with Scheduled Bank	8,371,702	4,359,629
Total	8,622,943	5,239,061
7. Other Current Financial Assets		
Security Deposits with Others	346,900	346,900
Total	346,900	346,900
8. Other Current Assets		
Amount Lying with Government Authorities	851,421	1,205,584
Prepaid Insurance & Expenses	218,301	366,499
Advance to Supplier	1,744,489	945,849
Advance to Staff	635,400	25,000
Defined Benefit Asset	-	-
Total	3,449,611	2,542,932


Gorani Industries Ltd.
NOTES FORMING PART OF FINANCIAL STATEMENTS

CIN - L28121MP1995PLC009170

PARTICULARS	As at 31/03/2021	As at 31/03/2020
	Rs.	Rs.
9. Share Capital		
Authorised		
6000000 Equity Shares of Rs. 10/- each		
[Previous Year : 6000000 Equity Shares of Rs. 10/- each]	60,000,000	60,000,000
Issued and Subscribed		
4875100 Equity Shares of Rs. 10/- each.	48,751,000	48,751,000
[Previous Year : 4875100 Equity Shares of Rs. 10/- each]		
Total	48,751,000	48,751,000
Paid up		
4875100 Shares of Rs.10/- each fully paidup	48,751,000	48,751,000
[Previous Year : 4875100 Equity Shares of Rs. 10/- each]		
Total	48,751,000	48,751,000
A. Reconciliation of Shares:		
Number of Shares as at April, 1	4,875,100	4,875,100
Add: Shares issued during the year	-	-
Less: Shares forfeited during the year	-	-
Number of shares as at March, 31	4,875,100	4,875,100
B. List of Share holders having 5% or more Shares (In Nos)		
Name Of Shareholders		
Narendra Kumar Gorani	801800 (16.45%)	801800 (16.45%)
Online Appliances LLP	840600 (17.24%)	840600 (17.24%)
Sanjay Gorani	879300 (18.04%)	879300 (18.04%)
Shanta Devi Gorani	285200 (5.85%)	285200 (5.85%)
Anil Gorani	606700 (12.44%)	553300 (11.35%)



Gorani Industries Ltd.

NOTES FORMING PART OF FINANCIAL STATEMENTS

CIN - L28121MP1995PLC009170

10. Other Equity

	Reserve & Surplus		Total
	Capital Reserve	Retained Earnings	
As At 1, April 2019	2,901,000	(6,046,562)	(3,145,562)
Impact on account of Adoption of IND AS 116		(3,78,033)	(3,78,033)
	2,901,000	(6,424,595)	(3,523,595)
Profit for the year		6,490,674	6,490,674
Other comprehensive income		(714,904)	(714,904)
Total comprehensive income		5,775,770	5,775,770
Balance as on 31, March 2020	2,901,000	(648,825)	2,252,175
As At 1, April 2020	2,901,000	(648,825)	2,252,175
	2,901,000	(648,825)	2,252,175
Profit for the year		6,599,072	6,599,072
Other comprehensive income		107,318	1,07,318
Total comprehensive income		6,706,390	6,706,390
Balance as on 31, March 2021	2,901,000	6,057,565	8,958,565

PARTICULARS	As at 31/03/2021	As at 31/03/2020
	Rs.	Rs.
11. Financial Liabilities		
Borrowings (non-current)		
Secured		
Car Loan from Yes Bank Ltd.	-	978,238
(Car loan is secured by Hypothecation of Car- Installments due in next 12 Months is Rs. 978238/- and in Previous Year Rs. 976689/-)		
Total	-	978,238
12. Provisions		
Provision for Gratuity (Net of Plan Asset)	591,750	235,797
Total	591,750	235,797
13. Deferred Tax Liabilities		
Net Deferred tax liabilities (Refer Note 32)	2,182,514	2,126,573
Total	2,182,514	2,126,573
14. Borrowings		
Secured		
Banks- Cash Credit	24,442,659	24,315,163
(The working capital loan is secured by Hypothecation of current assets i.e. Stock & Book Debts etc. of the company and Equitable mortgage on leasehold property situated at Plot No. 32 and 33, Sector F, Sanwer Road, Industrial Area, Indore, loan is also guaranteed by the Directors and for previous year the working capital loan is secured by a first charge on all the current assets Hypothecation of Stock & Book Debts of the company. And by way of second charge on fixed assets loans are also guaranteed by the Directors.)		


Gorani Industries Ltd.
NOTES FORMING PART OF FINANCIAL STATEMENTS

CIN - L28121MP1995PLC009170

PARTICULARS	As at 31/03/2021	As at 31/03/2020
	Rs.	Rs.
Unsecured		
From Directors	2,914,321	7,899,637
(As per Stipulation of the sanction of CC limit by Axis Bank and for previous year by Central bank of India)		
Total	27,356,980	32,214,800
15. Trade Payables		
Total Outstanding dues of Micro and Small Enterprises	8,712,772	2,279,984
Total Outstanding dues of Creditors other than Micro and Small Enterprises	10,547,517	29,632,440
Total	19,260,289	31,912,424
1. Trade Payables includes Rs. 87,12,772 (Previous Year Rs. 22,79,984) due to creditors registered with the Micro, Small and Medium Enterprises Development Act, 2006 2. No Interest is Paid/ Payable during the year to Micro, Small and Medium Enterprises. 3. The Above information has been determined to the extent such parties could be identified on the basis of the information available with the company regarding the status of the supplier under the MSME Act.		
PARTICULARS	As at 31/03/2021	As at 31/03/2020
	Rs.	Rs.
16. Other Financial Liabilities		
Current maturities of long term debts (within 12 Months)	978,238	976,689
Lease Liability	7,793	9,329
Liability for Expenses	6,881,245	5,995,555
Total	7,867,276	6,981,573
17. Other Current Liabilities		
Advances From Customers	2,847,255	2,283,456
Taxes Duties and Other Payables	550,099	391,398
Total	33,97,354	26,74,854
18. Current Tax Liability (Net)		
Income tax payable (Net of Advance Tax, TDS for 2020 and MAT Credit)	918,403	108,587
Total	918,403	108,587
19. Revenue from Operation		
Sales		
Manufactured Goods	180,023,329	214,178,450
Trading Goods	3,452,893	133,269
Others - Scrap Sale	503,500	-
Total	183,979,722	214,311,719
Details of Sales (Manufactured Goods)		
Steel Frame and others	4,040,250	8,965,900
L.P.G. Stoves	39,996,879	83,713,200
Gas Geysers	108,020,700	85,264,200
Rangehood (Chimney)	27,965,500	36,235,150
	180,023,329	214,178,450
Trading Goods	3,452,893	133,269
	183,476,222	214,311,719



Gorani Industries Ltd.

NOTES FORMING PART OF FINANCIAL STATEMENTS

CIN - L28121MP1995PLC009170

PARTICULARS	As at 31/03/2021	As at 31/03/2020
	Rs.	Rs.
20. Other Income		
Interest	42,327	519,699
Foreign exchange gain	1,126,261	-
Total	1,168,588	519,699
21. Cost of Material Consumed		
Raw Materials' Consumed		
Stock at the beginning of the year	12,400,799	22,939,356
Add: Purchases	134,828,401	160,966,594
Less : Stock at the end of the year	(16,270,734)	(12,400,799)
	130,958,466	171,505,151
Details of Raw Material Consumed		
Iron & Steel	43,540,371	47,226,514
Other Raw Materials	7,348,152	8,094,331
Components & Stores	69,056,867	102,251,457
Packing Materials	11,013,076	13,932,849
	130,958,466	171,505,151
22. Change in Inventories		
Inventories at the Beginning of the Year		
Work-in Process	7,858,811	8,026,433
Finished Goods	8,819,989	5,433,116
Traded Goods	340,912	340,361
Scrap	667,067	423,197
	17,686,779	14,223,107
Less: Inventories at the End of the Year		
Work-in-Process	4,945,027	7,858,811
Finished Goods	7,438,084	8,819,989
Traded Goods	2,943,717	340,912
Scrap	189,770	667,067
	15,516,598	17,686,779
Decrease /(Increase) in Stock	2,170,181	(3,463,672)
23. Employee Benefit Expenses		
Salaries, Wages, Bonus etc.	14,552,480	12,366,830
Contribution to PF, ESIC & Other Statutory Funds	1,835,743	1,761,478
Workmen and Staff Welfare Expenses	132,277	223,611
Director Remuneration	5,650,000	5,200,000
Current Service Cost	642,053	467,356
Interest Cost	15,445	(55,739)
Total	22,827,998	19,963,536



Gorani Industries Ltd.

NOTES FORMING PART OF FINANCIAL STATEMENTS

CIN - L28121MP1995PLC009170

PARTICULARS	As at 31/03/2021	As at 31/03/2020
	Rs.	Rs.
24. Finance Costs		
Interest to bank	1,178,100	1,930,705
Bank Charges	165,755	727,024
Finance Cost on Lease Liability	692	829
Total	1,344,547	2,658,558
25. Other Expenses		
Direct Expenses		
Consumptions Of Store and Spares	701,324	809,893
Power and Fuel	3,504,860	3,604,319
Repairs To - Plant & Machinery	454,730	436,711
Repairs To - Dies	420,963	1,130,501
Repairs To - Electric	189,273	245,284
Laboratory Expenses	116,390	60,007
Other Factory Expenses	140,356	253,280
SUB TOTAL	5,527,895	6,539,995
Administrative and Other Expenses		
Insurance	258,465	148,714
Rent,Rates and Taxes	1,000,200	1,075,432
Office Expenses	166,880	99,577
ISO 9000 & Certification	7,500	24,000
Legal & Professional Charges	748,126	823,900
Books & Periodicals	1,010	4,787
Penalty & Fine	94,900	23,510
Share listing, Demat & Registrar Exp.	392,101	398,104
Postage & Courier	80,649	132,392
Telephone Expenses	72,617	69,899
Stationery & Printing	19,505	71,303
Director's Travelling & Conveyance	33,137	43,918
Payment to Auditors:		
For Statutory Audit	65,000	65,000
For Tax Audit	15,000	15,000
For Others	10,000	10,000
Registration & Fees	97,092	69,788
VAT & CST after Assesment	-	68,989
Covid-19 Expenses	1,263,171	-
Balances Written OFF	5,176	(80)
Foreign Exchange Loss	-	965,407
Vehicle Running & Maintenance	345,842	325,952
Loss on sale of Asset	-	3,813
Import Cancellation Charges	62,160	-
SUB TOTAL	4,738,531	4,439,405
Selling & Distribution Expenses		
Advertisement & Publicity	67,336	50,095
Business Promotion	-	51,483
Marking Fee	472,761	380,137
Freight Outwards	496,800	716,324
SUB TOTAL	1,036,897	1,198,039
TOTAL	11,303,324	1,21,77,439


Gorani Industries Ltd.
NOTES FORMING PART OF FINANCIAL STATEMENTS
CIN - L28121MP1995PLC009170
26. Related Party Transactions

Related party disclosures, as required by Indian Accounting Standard 24, "Related Party Disclosures" issued by the Institute of Chartered Accountants of India for the year ended 31st March, 2021 are given below:

Name of the related parties and relationship

(a) Associate Companies

M/s Blow Hot Kitchen Appliances Private Limited

(b) Key Management Personnel and their relatives

Mr. Sanjay Gorani	Managing Director
Mr. Anil Gorani	Whole Time Director
Mr. Nakul Gorani	Whole Time Director
Mr. Narendra Gorani (Proprietor of Gangotri Industries)	Relative of Director
Mrs. Manju Gorani	Relative of Director
Mr. C.S.Sharma	CFO
Ms. Neerja Mandiya	Company Secretary

(c) The transactions entered into with the related parties during the year along with related balances as at 31st March 2021 are as under:

Nature of Transaction	Related Parties Referred Above in	
	(a)	(b)
Interest Received	- (494,444)	- -
Consultancy Fees	- -	- -
Loan Taken	- -	14,684 -
Repayment of Loan	- -	5,000,000 (22,093,400)
Amount Outstanding as at Balance Sheet Date	- -	2,914,321 (7,899,637)
Managerial Remuneration	- -	5,650,000 (5,200,000)
Remuneration to other KMP (CFO, CS)	- -	355,833 (390,000)
Sale of Goods	64,867,795 (25,282,513)	6,710,825 (10,548,338)
Purchase of Goods	1,564,216 (5,068,906)	1,093 (1,107,520)
Sale of Assets	- -	- (52,510)


Gorani Industries Ltd.
NOTES FORMING PART OF FINANCIAL STATEMENTS

CIN - L28121MP1995PLC009170

Particulars	Loan taken	Loan Repaid	Amount Outstanding	Managerial Remuneration
Mr. Sanjay Gorani	- -	- (7,293,400)	- -	2,400,000 (2,300,000)
Mr. Nakul Gorani	14,684 -	5,000,000 -	213,921 (5,199,237)	1,800,000 (1,700,000)
Mr. Anil Gorani	- -	- -	2,700,400 (2,700,400)	1,450,000 (1,200,000)
Mr. Narendra Gorani	- -	- (13,500,000)	- -	- -
Mrs. Manju Gorani	- -	- (1,300,000)	- -	- -
Total	14,684 -	5,000,000 (22,093,400)	2,914,321 (7,899,637)	5,650,000 (5,200,000)

Particulars	Gross Purchases	Gross Sales	Interest Received	Consultancy Fees Paid	Sale of Assets
M/s Blow Hot Kitchen Appliances Private Limited.	1,564,216 (5,068,906)	64,867,795 (25,282,513)	- (494,444)	- -	- -
Mr. Narendra Gorani (Proprietor of Gangotri Industries)	1,093 (1,107,520)	6,710,825 (10,548,338)	- -	- -	- (52,510)
Mr. Narendra Gorani	- -	- -	- -	- -	- -

Details of Maximum Amount O/s during the year

Particulars	Amount (In Rs.)
Shri Sanjay Gorani	-
Shri Nakul Gorani	5,199,237
Shri Anil Gorani	2,700,400
Shri Narendra Gorani	-
Smt. Manju Gorani	-
Total	7,899,637


Gorani Industries Ltd.
NOTES FORMING PART OF FINANCIAL STATEMENTS

CIN - L28121MP1995PLC009170

27. Post Retirement Benefit Plans Gratuity:

PARTICULARS	As at 31/03/2021	As at 31/03/2020
A. Amount recognized in Balance Sheet		
(Present Value of Benefit Obligation at the end of the Period)	7,223,719	7,005,694
Fair Value of Plan Assets at the end of the Period	6,631,969	6,769,897
Funded Status (Surplus)/ Deficit	591,750	235,797
Unrecognised Past Service Cost/(Credit)	-	-
Unrecognised Asset due to Limit in Para 64(b)	-	-
Net Liability/(Asset) Recognized in the Balance Sheet	591,750	235,797

PARTICULARS	As at 31/03/2021	As at 31/03/2020
B. Amount recognized in the Statement of Profit & Loss as Employee Benefit Expense		
Current Service Cost	642,053	467,356
Net Interest Cost	408,774	387,733
Expected Return on Plan Assets	(393,329)	(443,472)
Past Service Cost	-	-
(Gain)/ Loss due to Settlements/Curtailments/Acquisitons/Divestitures	-	-
Unrecognised Asset due to Limit in Para 64(b)	-	-
Expense Recognized	6,57,498	4,11,617

PARTICULARS	As at 31/03/2021	As at 31/03/2020
C. Amount recognized in Other Comprehensive Income for the Current Period		
Amount Recognized in OCI, Beginning of the Period	(1,271,002)	(2,237,088)
Remeasurements Due To:-		-
Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions	-	(440)
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	(120,702)	406,330
Actuarial (Gains)/Losses on Obligations - Due to Experience	39,122	556,362
Return on Plan Asset (Excluding Interest)	61,832	(3,834)
Total remeasurements Recognised in OCI	(1,414,414)	(1,271,002)
Amount Recognized in OCI, End of the Period	(1,414,414)	(1,271,002)


Gorani Industries Ltd.
NOTES FORMING PART OF FINANCIAL STATEMENTS

CIN - L28121MP1995PLC009170

PARTICULARS	As at 31/03/2021	As at 31/03/2020
D. Table showing Change in the Present Value of Projected Benefit Obligation		
Present Value of Benefit Obligation at the beginning of the period	7,005,694	5,621,904
Interest Cost	408,774	387,733
Current Service Cost	642,053	467,356
Actual Benefits Paid	(751,222)	(433,551)
Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions	-	(440)
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	(120,702)	406,330
Actuarial (Gains)/Losses on Obligations - Due to Experience	39,122	556,362
Past Service Cost	-	-
Present Value of Benefit Obligation at the end of the period	72,23,719	70,05,694
PARTICULARS	As at 31/03/2021	As at 31/03/2020
E. Table showing Change in the Fair Value of Plan Assets		
Fair Value of Plan Assets at the beginning of the period	6,769,897	6,370,083
Interest Income	393,329	443,472
Actual Enterprises Contribution	158,133	393,727
Actual Benefits Paid	(751,222)	(433,551)
Actuarial (Gains)/Losses	61,832	(3,834)
Present Value of Benefit Obligation at the end of the period	66,31,969	67,69,897
PARTICULARS	As at 31/03/2021	As at 31/03/2020
F. Assumptions		
Financial Assumptions		
Discount Rate	6.80%	6.55%
Salary Escalation Rate	7.00%	7.00%
Expected Return on Asset	6.80%	6.55%
Demographic Assumptions		
Withdrawal rate	5.00%	5.00%
Mortality Rate During Employment	Indian Assured Lives Mortality (2012-14) Ult.	Indian Assured Lives Mortality (2012-14) Ult.
Retirement Age	60 Years	60 Years


Gorani Industries Ltd.
NOTES FORMING PART OF FINANCIAL STATEMENTS

CIN - L28121MP1995PLC009170

PARTICULARS	As at 31/03/2021		As at 31/03/2020	
G. Sensitivity Analysis				
Projected Benefit Obligation on Current Assumptions(Base)	7,223,719		7,005,694	
	Decrease	Increase	Decrease	Increase
Discount Rate	7,469,210	6,993,886	7,252,991	6,774,138
Impact of Increase/Decrease in 50 bps on DBO	3.40%	(3.18)%	3.53%	-3.31%
Salary Growth rate	6,994,431	7,463,891	6,774,806	7,248,520
Impact of Increase/Decrease in 50 bps on DBO	(3.17)%	3.32%	(3.30)%	3.47%

"Sensitivity analysis is an analysis which will give the movement in liability if the assumptions were not proved to be true on different count. This only signifies the change in the liability if the difference between assumed and the actual is not following the parameters of the sensitivity analysis. When calculating the sensitivity to the assumption, the method (Projected Unit Credit Method) used to calculate the liability recognised in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous period."

H. Maturity Analysis of Projected Benefit Obligation

Projected Benefits Payable in Future Years From the Date of Reporting

PARTICULARS	As at 31/03/2021	As at 31/03/2020
Year 1	1,760,950	1,529,744
Year 2	568,277	474,449
Year 3	651,879	553,800
Year 4	417,260	610,751
Year 5	526,915	463,707
Year 6 to 10	2,812,783	2,597,055

28. Payments to Statutory Auditors

	2020-21	2019-20
Statutory Audit	65,000	65,000
Tax Audit Fees	15,000	15,000
Other Services	10,000	10,000
	90,000	90,000

29. Earnings per Share

	2020-21	2019-20
Earnings attributable to the owners of the company	6,599,072	6,490,674
Weighted average number of equity shares	4,875,100	4,875,100
Earnings per share from continuing operations - Basic & Diluted	1.35	1.33


Gorani Industries Ltd.
NOTES FORMING PART OF FINANCIAL STATEMENTS

CIN - L28121MP1995PLC009170

30. Leases
As a Lessee
Changes in carrying value of right of use assets

Particulars	<u>2020-21</u>	<u>2019-20</u>
Balance as at 1st April, 2020	81,426	97,711
Addition		
Deletion		
Depreciation	-16,285	-16,285
Balance as at 31st March, 2020	65,141	81,426

Interest expense on lease liability & Movement in lease liability

Particulars	<u>2020-21</u>	<u>2019-20</u>
Balance as at 1st April, 2020	9,329	10,728
Addition		
Interest Expense	692	829
Payment of lease liability	-2,228	-2,228
Balance as at 31st March, 2020	7,793	9,329

Maturity analysis of lease liability on undiscounted basis

Particulars	<u>2020-21</u>	<u>2019-20</u>
Less than one year	2,228	2,228
One to two years	4,456	4,456
Two to five years	2,228	4,456

Total Cash Outflow on account of lease liabilities for the year ended March 31, 2021 amounts to Rs 2228 (P.Y. 2228)

Notes Forming Part of Financial Statement

CIN - L28121MP1995PLC009170

31. The movement in deferred tax assets and liabilities for the year ended 31st March 2020 and 31st March 2021

PARTICULARS	Year ended 31st March, 2021				Year ended 31st March, 2020			
	As at 1st April, 2020	Credit/(charge) in Statement of Profit and Loss	Credit/(charge) in Other Comprehensive Income	As at 31st March, 2021	As at 1st April, 2019	Credit/(charge) in Statement of Profit and Loss	Credit/(charge) in Other Comprehensive Income	As at 31st March, 2020
Provision for Employee Benefits	(326,943)		(36,094)	(363,037)	(578,125)		251,182	(326,943)
Depreciation	(1,799,630)	(19,847)		(1,819,477)	(1,780,618)	(19,012)		(1,799,630)
Expenses Allowable for Tax Purpose when paid	-	-		-	119,116	(119,116)		-
Total	(2,126,573)	(19,847)	(36,094)	(2,182,514)	(2,239,627)	(138,129)	251,182	(2,126,573)

Reconciliation of Effective Tax Rate

The reconciliation between the statutory income tax rate applicable to the company and the effective tax rate of the company is as follows:

	Year ended 31st March, 2021	Year ended 31st March, 2020
Statutory income tax rate	25.17%	26.00%
Difference due to:		
Expenses not deductible for tax purposes	2.1%	1.68%
Previous Year Tax adjustment	0.4%	0.079%
Expenses deductible for tax purposes	-0.5%	-1.28%
Depreciation	-0.6%	-0.07%
Deferred tax	0.2%	1.5%
Interest on Income tax	0.9%	-
Effective Tax Rate	27.71%	27.94%

32. Financial Instruments - Accounting Classification and fair values

31st March 2021		Carrying Amount				Fair Value			
		FVTPL	FVTOCI	Cost/ Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets:									
Other Financial Assets:									
(i) Security Deposits with Government Authorities	Non-Current	-	-	472,761	472,761	-	-	-	-
(ii) Security Deposits with Others	Current	-	-	346,900	346,900	-	-	-	-
(iii) Trade Receivables	Current	-	-	44,818,756	44,818,756	-	-	-	-
(iv) Cash & Cash Equivalents	Current	-	-	8,622,943	8,622,943	-	-	-	-
	Total	-	-	54,261,360	54,261,360	-	-	-	-



Gorani Industries Ltd.



Gorani Industries Ltd.

Notes Forming Part of Financial Statement

CIN - L28121MP1995PLC009170

31st March 2021		Carrying Amount				Fair Value			
		FVTPL	FVTOCI	Cost/ Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Liabilities:									
Borrowings	Non-Current	-	-	-	-	-	-	-	-
Borrowings	Current	-	-	27,356,980	27,356,980	-	-	-	-
Trade Payables	Current	-	-	19,260,289	19,260,289	-	-	-	-
Other Financial Liabilities	Current	-	-	7,867,276	7,867,276	-	-	-	-
	Total	-	-	54,484,545	54,484,545	-	-	-	-

31st March 2020		Carrying Amount				Fair Value			
		FVTPL	FVTOCI	Cost/ Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets:									
Other Financial Assets:									
(i) Security Deposits with Government Authorities	Non-Current	-	-	430,620	430,620	-	-	-	-
(ii) Security Deposits with Others	Current	-	-	346,900	346,900	-	-	-	-
(iii) Trade Receivables	Current	-	-	60,469,469	60,469,469	-	-	-	-
(iv) Cash & Cash Equivalents	Current	-	-	5,239,061	5,239,061	-	-	-	-
	Total	-	-	66,486,050	66,486,050	-	-	-	-

31st March 2020		Carrying Amount				Fair Value			
		FVTPL	FVTOCI	Cost/ Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Liabilities:									
Borrowings	Non-Current	-	-	978,238	978,238	-	-	-	-
Borrowings	Current	-	-	32,214,800	32,214,800	-	-	-	-
Trade Payables	Current	-	-	31,912,424	31,912,424	-	-	-	-
Other Financial Liabilities	Current	-	-	6,981,573	6,981,573	-	-	-	-
	Total	-	-	72,087,035	72,087,035	-	-	-	-


NOTES FORMING PART OF FINANCIAL STATEMENTS
CIN - L28121MP1995PLC009170
33. Financial Risk Management
a) Market risk

Market risk is the risk that changes in market prices such as commodity prices risk, foreign exchanges rates and interest rates which will affect the company's financial position. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables.

The company is in the business of production, manufacturing and dealing in kitchen appliances and kitchenware which is one such sector within the overall household segment that has been in the limelight in recent past.

The company is in the process of making and implementing the strategies to capitalize available opportunities and minimizing the threats to ladder products across capacities, formats and prices. In addition to broad basing the product by customizing the model structure wity added features the company will put its every effort to maximize the internal accruals by way of input tax credit available in the GST law and by optimizing the product common costs so as to enable it to sustain profitability in the market.

Changing household and commercial lifestyles, economical availability of electricity, rising concerns regarding eco-friendly appliances are expected to be the key drivers of the kitchen appliances market size. Development of e-commerce distribution channels, emergence of information technology and the other smart technologies will support the overall kitchen appliances market.

After complying the conditions laid down in Companies Act, 2013 and other applicable rules thereunder, the Company has entered in to an agreement with the group company Blowhot Kitchen Appliances P. Ltd., the brand name owner of "BLOWHOT", to sale the products of the company and therefore expecting a major increase in the top line sales after implementation of this arrangement.

(i) Interest rate risk

"Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. According to the company interest rate risk exposure is only for floating rate borrowings. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used that represents management's assessment of the reasonably possible change in interest rates."

(ii) Exposure to interest rate risk

Company's interest rate risk arises from borrowings. The interest rate is based on MCLR linked rates for its working capital loan.

	31st March, 2021	31st March, 2020
Total Borrowings	27,356,980	33,193,038
Borrowings out of above bearing variable rate of interest	24,442,659	24,315,163
% of Borrowings out of above bearing variable rate of interest	89.35%	73.25%

(iii) Interest Rate Sensitivity

A change of 50 bps in interest rates would have following Impact on profit before tax :

	2020-21	2019-20
50 bps increase would decrease the profit before tax by	122,213	121,576
50 bps decrease would increase the profit before tax by	(122,213)	(121,576)

(iv) Other price risk

Other price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price. The Company is not exposed to pricing risk as the Company does not have any investments in equity instruments and bonds.


Gorani Industries Ltd.
NOTES FORMING PART OF FINANCIAL STATEMENTS

CIN - L28121MP1995PLC009170

b) Credit risk

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assess financial reliability of customer, taking into account the financial condition, and ageing of accounts receivable.

Ageing of Trade Receivables

Particulars	31st March 2021	31st March 2020
Not due	-	-
0-3 months	29,525,525	29,451,884
3-6 months	12,495,052	22,155,367
6-12 months	53,989	6,954,899
beyond 12 months	2,744,190	1,907,319
Total	44,818,756	60,469,469

c) Liquidity Risk

As no future expansion in the near future is expected company does not accrues contingent liabilities. The company's approach to managing liquidity is to ensure as far as possible that it will have sufficient liquidity to meet its liabilities as when they are due, under both normal and stressed conditions without incurring the unacceptable losses or risking damage to the company's reputations. As regard the company does not expect poor liquidity position in this scenario. Also the company have the system of properly controlled and speedy recovery from debtors generally.

Maturity patterns of Financial Liabilities

Particulars	31st March 2021	31st March 2020
Borrowings		
Within 1 year	27,356,980	32,214,800
1-3 year		978,238
3-5 year	-	-
Beyond 5 years	-	-
Total	27,356,980	33,193,038
Trade payables		
Within 1 year	12,411,594	26,203,739
1-3 year	6,848,695	5,708,685
3-5 year	-	-
Beyond 5 years	-	-
Total	19,260,289	31,912,424
Other Financial Liabilities		
Within 1 year	7,867,276	6,981,573
1-3 year	-	-
3-5 year	-	-
Beyond 5 years	-	-
Total	7,867,276	6,981,573



Gorani Industries Ltd.

NOTES FORMING PART OF FINANCIAL STATEMENTS

CIN - L28121MP1995PLC009170

d) Currency Risk

Since the company has have purchases from China which have foreign currency involvement and flexibility attached to it, however the same is not a threat, due to increasing demand and reputed products of the company coupled with speedy recovery from debtors. The company is well set to bear the short term losses on foreign rate fluctuation which is cushioned by the optimum inventory level mentioned by the company.

34. Capital Management

The Company manages its capital to ensure that it will be able to continue as going concerns while maximising the return to stakeholders through the optimisation of the equity balance. The Company's management manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants.

35. Contingent Liabilities and Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for Rs. Nil. (Previous Year Rs. Nil).

36. In the opinion of the management and to the best of their knowledge and belief the value of realization of current assets, loans and advances in the ordinary course of business will not be less than the amount at which they are stated in the balance sheet.

37. As per Ind AS 108 Operating Segments, there is no reportable segments and therefore no disclosures are made.

38. Additional Information pursuant to provisions of paragraph 5 (VIII) of part II of schedule III to the companies as certified by the Directors:

a) Details of Imported and Indigenous Raw Material, Stores & Spares Consumed:

	Current Year		Previous Year	
		%		%
Imported	58,303,141	44.28%	88,421,596	51.31%
Indigenous	73,356,648	55.72%	83,893,448	48.69%
	131,659,789	100.00%	172,315,044	100.00%

	Current Year	Previous Year
b) Value of Imports calculated on CIF basis		
Raw Material/Components	57,838,703	70,907,401
Others Goods	3,594,807	150,588
	61,433,510	71,057,989
c) Expenditure in foreign currency		
Foreign Travelling	-	-
d) Earning in foreign exchange	-	-

39. The Balances in the accounts of debtors, creditors, loans, advances and others are subject to confirmation and reconciliation.

40. The previous year figures have been regrouped / reclassified, wherever necessary to confirm to the current year figures.

For and on behalf of the Board

Director,

As per our report of even date
For **SANDEEP SURENDRA JAIN & CO.**
Chartered Accountants
Firm Reg. No. 010172C

(Sanjay Gorani)
Managing Director
DIN :- 00055531

(Anil Gorani)
Whole Time Director
DIN : 00055540

(Nakul Gorani)
Whole Time Director
DIN : 06543317

(Neerja Mandiya)
(Company Secretary)
C.F.O.

(C.S. Sharma) CA. Seema Vijayvargiya
Partner
M.No. 409674

UDIN : 21409674AAAAAG5421

Place : Indore
Date : 29 June 2021

BOOK - POST

To,

If Undelivered, please return to
Gorani Industries Ltd.
Reg. Office : Plot No. 32-33, Sector-F,
Sanwer Road, Industrial Area, INDORE - 452 015 (M.P.)

Gorani Industries Ltd.



or Gorani Industries Ltd.

A handwritten signature in blue ink, appearing to be 'Gorani', is written over the printed name.

Director.

**XXVIIth Annual Report
2021-22**



Gorani Industries Ltd.

Board of Directors

Anil Gorani

Sanjay Gorani

Nakul Gorani

Komal Motwani

Ayush Shukla

Raina Goyal

Chairman & Whole Time Director

(Ceased as chairman w.e.f. 16/5/2022)

Managing Director

Whole Time Director

(Appointed as chairman w.e.f. 16/5/2022)

Independent Woman Director

Independent Director

Non-Executive Director

Auditor

M/s. Sandeep Surendra Jain & Co.
Chartered Accountants.

Chief Financial Officer

Chandrasekhar Sharma

Bankers

1. Axis Bank Ltd.

Company Secretary

Neerja Mandiya (Ceased w.e.f. 6/4/2022)

Sachi Samaria (Appointed w.e.f. 6/4/2022)

Registered Office

Plot No. 32-33, Sector F,
Sanwer Road, Industrial Area,
INDORE - 452 015 (M.P.)
CIN - L28121MP1995PLC009170
GSTIN - 23AAACG6274B1Z2



NOTICE

NOTICE IS HEREBY GIVEN THAT the Twenty Seventh Annual General Meeting of the members of the Company Gorani Industries Limited will be held on Friday, 23rd September, 2022 at 12:30 p.m. through video conferencing/other audio visual means to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31st, 2022, the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Ms. Raina Goyal (Holding DIN- 08295368), Non-Executive Director, who retires by rotation and being eligible, offers herself for reappointment.

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the Company and in accordance with the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, if any, read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the company be and is hereby accorded to re-appoint Mr. Sanjay Gorani (Holding DIN- 00055531) as Managing Director of the Company for a period of 3 years w.e.f 1st June, 2022 to 31st May, 2025 on the monthly remuneration of Rs. 2,00,000.00 (Rupees Two Lakh only) and will be liable to retire by rotation,

and such retirement by rotation and reappointment shall not be deemed to constitute a break in his appointment as Managing Director of the company;

RESOLVED FURTHER THAT the Managing Director shall be responsible for overall supervision of the company's operations, day to day administration, appointment and termination of the company's employees and for regular reporting of the company's activities to the Board of Directors and for performing the duties that may be delegated to the Managing Director from time to time, subject to the overall supervision and control of the Board of Directors;

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of the appointment including that as to remuneration, perquisites and other benefits / amenities so that the altered terms and conditions shall be in conformity with Schedule V to the Companies Act, 2013 and /or other applicable provisions, if any, as may be amended from time to time and agreeable to Mr. Sanjay Gorani;

RESOLVED FURTHER THAT all the Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as they may in their sole and absolute discretion, deem necessary, expedient, usual or proper and to settle any question, doubt or difficulty that may arise with regard to the above resolution or any other matter incidental or consequential thereto.

4. To consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the Company and in accordance with the provisions of Section 196,



Gorani Industries Ltd.

197, 198 and other applicable provisions of the Companies Act, 2013, if any, read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the company be and is hereby accorded to re-appoint Mr. Nakul Gorani (Holding DIN- 06543317) as the Whole time Director of the Company for a period of 3 years w.e.f 1st June, 2022 to 31st May, 2025 on the monthly remuneration of Rs. 3,00,000.00 (Rupees Three Lakh only) and will be liable to retire by rotation, and such retirement by rotation and reappointment shall not be deemed to constitute a break in his appointment as Whole Time Director of the company;

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of the appointment including that as to remuneration, perquisites and other benefits / amenities so that the altered terms and conditions shall be in conformity with Schedule V to the Companies Act, 2013 and /or other applicable provisions, if any, as may be amended from time to time and agreeable to Mr. Nakul Gorani;

RESOLVED FURTHER THAT all the Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as they may in their sole and absolute discretion, deem necessary, expedient, usual or proper and to settle any question, doubt or difficulty that may arise with regard to the above resolution or any other matter incidental or consequential thereto."

5. To consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 13, 15, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) thereto or re-enactment thereof for time being in force) and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company by addition thereto of Rs. 12,00,00,000.00 (Rupees Twelve Crore Only) divided into 90,00,000 (Ninety Lacs) equity shares of Rs. 10.00 (Rupees Ten Only) each and 30,00,000 (Thirty Lacs) preference shares of Rs. 10.00 (Rupees Ten Only) each beyond the present Authorized Share Capital of the Company of Rs. 6,00,00,000.00 (Rupees Six Crore Only) divided into 60,00,000 (Sixty Lacs) equity shares of Rs. 10.00 (Rupees Ten Only) each, thus making the total Authorized Share Capital of the Company to Rs. 18,00,00,000.00 (Rupees Eighteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lacs) equity shares of Rs. 10.00 (Rupees Ten Only) each and 30,00,000 (Thirty Lacs) preference shares of Rs. 10.00 (Rupees Ten Only) each."

6. To consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) thereto or re-enactment thereof for the time being in force) consent of members of the Company be and is hereby accorded to alter the existing clause V of the Memorandum of Association of the Company to the extent of Authorized Share Capital and division thereof as under:

V. *The Authorized Share Capital of the Company is*



Gorani Industries Ltd.

18,00,00,000.00 (Rupees Eighteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lacs) equity shares of Rs. 10.00 (Rupees Ten Only) each and 30,00,000 (Thirty Lacs) preference shares of Rs. 10.00 (Rupees Ten Only) each.

RESOLVED FURTHER THAT all the Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as they may in their sole and absolute discretion, deem necessary, expedient, usual or proper and to settle any question, doubt or difficulty that may arise with regard to the above resolution or any other matter incidental or consequential thereto.

7. To consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Section 188 and Rule 15 of Companies (Meetings of Board and its powers) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such other approvals, permissions as may be required, consent of the members of the company be and is hereby accorded to enhance the limit of contract or arrangement upto an amount of Rs. 1,00,00,00,000/- (Rupees One Hundred Crore only) per annum for sale, purchase or supply of any goods or materials, availing or rendering of any services to/from Blow Hot Kitchen Appliances Private Limited, a Private Limited company in which directors and their relatives of the company are interested, for the remaining period (i.e. upto 30th September 2023) of the contract or arrangement and on such other terms and conditions as per the Supplemental Agreement to be entered into between the aforesaid companies.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of the contract or arrangement including that as to limit of the transaction so that the altered terms and conditions shall be in conformity with the provisions of the Companies Act, 2013 and to authorize any director of the Company to execute, prepare and sign the Contract or Agreement along with all other instruments and documents as may be required on behalf of the Company for the above transaction;

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as they may in their sole and absolute discretion, deem necessary, expedient, usual or proper and to settle any question, doubt or difficulty that may arise with regard to the above resolution or any other matter incidental or consequential thereto."

By Order of the Board
for Gorani Industries Limited

Sd/-

Date : 19/08/2022

Place : Indore

Nukul Gorani
(Holding DIN 06543317)
(Chairman cum Whole Time Director)


NOTES :

1. In view of COVID-19 pandemic, social distancing norms and restrictions on movement of persons at several places in the country and pursuant to General Circulars No.14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021 and 03/2022 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021 and May 5, 2022 respectively issued by the Ministry of Corporate Affairs ("MCA") (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), without the physical presence of the Members. Further Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 12, 2020, January 15, 2021 and May 13, 2022 respectively issued by the Securities and Exchange Board of India ("SEBI") (collectively referred to as "SEBI Circulars") has provided relaxation from compliance with certain provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") regarding sending of hard copy of annual report and proxy form in line with aforesaid MCA Circulars.
2. In compliance with the provisions of the Companies Act, 2013 (the "Act"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulation"), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM which does not require physical presence of members at a common venue. The proceedings of the 27th AGM of the Company will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
3. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (the Act), in respect of the Special Business to be transacted at the Meeting under item no.3 to 7 is annexed hereto and forms part of this Notice. Further the relevant details with respect to item no. 3 and 4 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are also annexed.
4. Electronic copy of the Notice for the AGM and the Annual Report for the financial year 2021-22 is being sent to all the Members whose e-mail ids are or to be registered upto the date of dispatch of this notice with the Company/Depository Participant(s). Dispatching of physical copies of the Financial Statements (including Board's Report, Auditors' Report and other documents required to be attached therewith) has been dispensed with in line with the aforementioned circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.
5. The Notice and the Annual Report is also available on the Company's website www.goraniindustries.com for download and at the websites of the BSE Ltd., where the Company's shares are listed. The AGM Notice is also disseminated on the website of Central Depository Services (India) Limited ("CDSL") (the agency appointed by the Company for providing the Remote e-voting facility, e-voting system during the AGM & the VC facility) i.e. www.evotingindia.com.
6. Members holding shares in electronic/demat mode and who have not got their e-mail addresses updated with the Depository Participants are requested to update their e-mail address and any changes therein through their Depository Participants. Members holding shares in physical mode are requested to update their e-mail address and mobile number, by sending e-mail quoting their Folio Number along with scanned copy of PAN (self



Gorani Industries Ltd.

attested scanned copy) or AADHAR (self attested scanned copy) to our Registrar and Share Transfer Agent, viz., Link Intime India Private Limited at rnt.helpdesk@linkintime.co.in, and mark cc to Company: gorani.industries@yahoo.com. Also for any queries you may contact on 022-49186270.

7. To support the 'Green initiative' Members who have not yet registered their email addresses are requested to register the same in the manner specified above.
8. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of State or Body Corporate can attend the AGM through VC/OAVM.
9. Institutional/ Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution shall be send to the Scrutinizer by e-mail at csmanishjainoffice@gmail.com with a copy marked to gorani.industries@yahoo.com.
10. Members holding shares under multiple folios are requested to submit their applications to registrar and transfer Agent for consolidation of folios into a single folio.
11. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or M/s Link Intime India Private Limited (Registrar and Transfer Agent) for assistance in this regard.
12. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company's Registrar and Transfer Agents, Link Intime India Private Limited at <https://linkintime.co.in/>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
13. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the



Gorani Industries Ltd.

Company's Registrars and Transfer Agents, M/s Link Intime India Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Registrar and Share Transfer Agents of the Company i.e. M/s Link Intime India Private Limited in prescribed forms. The Company has sent communication to shareholders in this regard.

14. 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 Participant with whom they are having demat accounts. Members holding shares in physical form are requested to submit PAN details to the Company/Registrar.
15. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 stated that all the listed companies shall intimate its securities holders holding in physical mode to comply with the requirements of registration/updation of valid PAN, KYC details and Nomination with them/their RTAs for the folios wherein the details are missing and are not registered. As per the Circular any request/complaint from the holder/claimant shall be entertained only after the folio is fully KYC compliant as per the Circular. Further the folios wherein any one of the document/details are not available on or after April 1, 2023, shall be frozen by the RTA. Accordingly, the Company had sent an intimation letter to all the shareholders holding shares in physical form at their registered address requesting them to comply with the provisions of the aforesaid SEBI Circular. The forms for updating the aforesaid details are available on the website of the RTA.
16. Members are requested to ensure that the abovementioned KYC details are updated as and when there is a change in order to receive all important shareholder communications and corporate benefits. Members holding shares in electronic mode may update the KYC details with their respective Depository Participants.
17. Members are requested to submit their queries/requests for clarification, if any, on the Annual Report, Financial results or any other matters via email at gorani.industries@yahoo.com, mentioning their name, folio number/ demat account number, email id and mobile number, so as to reach the Company on or before 16th September, 2022 which will enable the Company to furnish replies at the AGM.
18. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which the Directors are interested as maintained under Section 170 and Section 189 of the Act, respectively will be available for inspection by the Members at the AGM in pdf mode.
19. Relevant documents referred to in the notice are available for inspection at the Registered Office of the Company on all working days, except Saturdays, Sundays and other holidays at any time during Business hours up to the date of the Annual General Meeting.
20. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday 17th September, 2022 to Friday 23rd September, 2022 (both days inclusive).
21. Members are requested to quote their Folio Number / Demat Account Number and contact details such as email address, contact number and complete address in all correspondence with the Company/Company's Registrar.
22. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires



to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the website of the Company's Registrar and Transfer Agents, Link Intime India Private Limited at <https://linkintime.co.in/>. Members are requested to submit the said details to their depository participant in case the shares are held by them in dematerialized form and to Link Intime India Private Limited in case the shares are held in physical form.

23. Since the AGM will be held through VC/OAVM, the Route map is not annexed in this notice.
24. The attendance of the members attending the AGM through VC/OAVM, will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
25. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
26. Investor should register with their depository participant for the SMS alert facility. Both Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) alert investors through SMS of the debits and credits in their demat account.
27. Pursuant to Section 108 of the Companies Act, 2013 read with 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 its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 27th Annual General Meeting (AGM). The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice.

Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

The facility for voting through electronic voting system shall be made available at the 27th AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

The Board of Directors of the Company has appointed M/s. Manish Jain & Co., Practicing Company Secretaries as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. In terms of requirements of the Companies Act, 2013 and the relevant Rules, the Company has fixed 16th September, 2022 (Friday) as the 'Cut-off Date'. The remote e-voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. 16th September, 2022 only.



INSTRUCTION TO SHAREHOLDERS FOR REMOTE E-VOTING AND THE VOTING PROCESS AT THE AGM ARE AS UNDER:

- i. The voting period begins on Tuesday 20th September, 2022 at 09:00 a.m. and ends on Thursday 22nd September, 2022 at 05:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 16th September, 2022 (Friday) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat

account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for remote e-Voting and voting process at the AGM and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the



	<p>e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>	<p>successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL : https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL : https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After</p>	



Gorani Industries Ltd.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

v. Login method for remote e-Voting and voting process at the AGM and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

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

- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.
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. <ul style="list-style-type: none"> 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.

vi. After entering these details appropriately, click on "SUBMIT" tab.

vii. Shareholders holding shares in physical form will then



directly reach the Company selection screen. However, shareholders 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.

- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- x. 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.
- xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii. 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.
- xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xv. 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.
- xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvii. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register

themselves in the "Corporates" module.

- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; gorani.industries@yahoo.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Other Instructions:

- I. The e-voting module shall be disabled by CDSL for voting after 5.00 P.M. at 22nd September, 2022 (Thursday). Members holding shares in physical or in demat form as on 16th September, 2022 (Friday) shall only be eligible for e-voting.
- II. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 16th September, 2022 (Friday).
- III. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/ her existing User ID and password for casting the vote.
- IV. CS Manish Jain, Practicing Company Secretary (Membership No: FCS 4651 CP No: 3049) (Address: 1st Floor, 236, Anoop Nagar, Indore (M.P.) 452008) has



been appointed as the scrutinizer to conduct the e-voting process.

- V. The Scrutinizer shall, within a period not exceeding two working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company.
- VI. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.goraniindustries.com and on the website of CDSL.
- VII. The resolutions shall be deemed to be passed on the date of Annual General Meeting of the Company, subject to receipt of sufficient votes.
- VIII. The result declared along with the Scrutiniser's Report shall be placed on the Company's website www.goraniindustries.com and the Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is

therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **seven (07) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **seven (07) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while



Gorani Industries Ltd.

e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex,

Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

OTHER :

Information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India regarding the Directors proposed to be appointed/re-appointed:

Particulars	Sanjay Kumar Gorani	Nakul Gorani
Date of Appointment	14/03/1995	20/03/2013
Age	57 Years	32 Years
Qualifications	Post Graduate in M.A. (Economics)	Masters in Management
Expertise in specific functional areas/Brief Resume	He has rich experience of 27 years in the marketing, operation and working of the Company.	Practical experience of Nine years in Marketing, Management and is being associated with the Company from past Nine years.
Relationship with Directors	None	None
Directorships held in other listed companies (excluding foreign companies and Section 8 companies)	NIL	NIL
Membership of Committees of the board along with listed entities from which the Director has resigned in the past three years.	NIL	NIL
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	NA	NA
Appointment/Re-appointment	Re-appointment on expiry of term.	Re-appointment on expiry of term.
Terms and Conditions of Appointment/ Reappointment	In terms of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, if any, read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-	In terms of Section 196, 197, 198 and other applicable provisions of the Companies Act, 2013, if any, read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-



Gorani Industries Ltd.

Particulars	Sanjay Kumar Gorani	Nakul Gorani
	enactment thereof for the time being in force), Mr. Sanjay Gorani (Holding DIN-00055531) re-appointed as Managing Director of the Company for a period of 3 years w.e.f 1st June, 2022 to 31st May, 2025 on the monthly remuneration of Rs. 2,00,000.00 (Rupees Two Lakh only) and will be liable to retire by rotation, and such retirement by rotation and reappointment shall not be deemed to constitute a break in his appointment as Managing Director of the company	enactment thereof for the time being in force), Mr. Nakul Gorani (Holding DIN-06543317) re-appointed as Whole Time Director of the Company for a period of 3 years w.e.f 1st June, 2022 to 31st May, 2025 on the monthly remuneration of Rs. 3,00,000.00 (Rupees Three Lakh only) and will be liable to retire by rotation, and such retirement by rotation and reappointment shall not be deemed to constitute a break in his appointment as Whole Time Director of the company
Details of remuneration sought to be paid and the remuneration last drawn.	Remuneration sought to be paid: Rs. 2,00,000.00 (Rupees Two Lakh Only) per month. Last drawn remuneration: Rs. 2,00,000.00 (Rupees Two Lakh only) per month as approved by the members in the AGM held on 27.09.2019.	Remuneration sought to be paid: Rs. 3,00,000.00 (Rupees Three Lakh only) per month. Last drawn remuneration: Rs. 3,00,000.00 (Rupees One Lakh Fifty Thousand only) per month as approved by the members in the AGM held on 30.09.2021.
Shareholding in the Company as on date	10,41,800 Equity shares of Rs. 10.00 each.	2,22,862 Equity shares of Rs. 10.00 each.
Number of meetings of the Board attended during the year 2021-22	9/9	9/9
Directorships held in other companies	1. Blow Hot Kitchen Appliances Private Limited - Managing Director	Nil

Particulars	Raina Goyal
Date of Appointment	01/01/2019
Age	27 Years
Qualifications	Company Secretary
Expertise in specific functional areas/ Brief Resume	She has rich experience of legal matters relating to Company Law.
Relationship with Directors	None


Gorani Industries Ltd.

Particulars	Raina Goyal
Directorships held in other listed companies (excluding foreign companies and Section 8 companies)	NIL
Membership of Committees of the board along with listed entities from which the Director has resigned in the past three years.	Member of Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee of the Company.
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	NIL
Appointment/Re-appointment	Re-appointment on retire by rotation.
Terms and Conditions of Appointment/ Reappointment	In terms of Section 152(6) of the Companies Act, 2013, Ms. Raina Goyal, Non-Executive Director of the Company is liable to retire by rotation.
Details of remuneration sought to be paid and the remuneration last drawn.	NIL
Shareholding in the Company as on 31st March, 2022.	NIL
Number of meetings of the Board attended during the year 2021-22	9/9
Directorships held in other companies	NIL



Gorani Industries Ltd.

EXPLANATORY STATEMENT U/S 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

Item No. 3

Mr. Sanjay Gorani (Holding DIN: 00055531) has been associated with the Company since its inception. He has rich experience in the marketing, operation and working of the company.

In view of the overall growth of company under leadership of Mr. Sanjay Gorani, the Company has achieved extra-ordinary growth in performance in competitive environment. Significant improvements were noted in sales turnover, cost reduction, operational efficiencies, and bottom line figures.

The Board of Directors of the Company at its meeting held on 16th May, 2022, on the recommendation of Nomination and Remuneration Committee and subject to approval of Shareholders in General Meeting has re-appointed Mr. Sanjay Gorani (Holding DIN-00055531) as Managing Director of the Company for a period of 3 years commencing from 1st June, 2022 to 31st May, 2025 on a monthly remuneration of Rs. 2,00,000.00 (Rupees Two Lacs Only) on the terms and conditions set out in the resolution.

As per the provisions of Sections 196, 197, 198, 203 and Schedule V and other applicable provisions of the Companies Act, 2013, the appointment and remuneration of Managing Director requires the approval of the shareholders in General Meeting by way of Ordinary resolution.

The broad information pursuant to Section - II of Part- II of Schedule V of the Companies Act, 2013, in respect of the resolution specified in item no.3 is as under:

I. General Information

- The company is in the business of production and sales of Kitchen and Home appliances and Kitchenware manufacturing and retailing is one such sector within the overall household segment. Its main products are LPG stoves, induction cooker, gas geyser etc. carrying the brand name of Blowhot and Online.
- Date of commencement of commercial production: The commercial production of the company has already been started.
- The Company is not a new company hence this clause is not applicable.
- Financial Performance:

Particulars	Year ended on 31/03/2022	Previous Year ended on 31/03/2021
Sales (Net of Excise Duty)	28,75,51,461.00	18,39,79,722.00
Other Income	11,30,096.00	11,68,588.00
Gross profit	3,04,02,127.00	1,37,14,735.00
Finance Cost	39,24,422.00	13,44,547.00
Depreciation	38,16,521.00	32,41,316.00
Exceptional Items (charged to P & L account)	0	0
Net profit before Tax	2,26,61,184.00	91,28,872.00
Provision for Tax- Current Tax	60,27,627	25,09,953.00
MAT Credit	0	0
Deferred Tax	1,695	19,847.00
Net Profit after Tax	1,66,31,861.00	65,99,072.00

- The company does not have any foreign direct investment or collaboration. However, meager shares are held by NRI.

II. Information about the appointee:

1. Background

Mr. Sanjay Gorani (Holding DIN: 00055531), age 57 years, is a Post Graduate in M.A. (Economics), and also has rich experience in the marketing, operation and working of the company. His knowledge in marketing and experience in management has helped the company in scaling new heights. Therefore, it will be in the interest of the Company to have him as the Managing Director on the terms and condition as set out in the resolution.

- A comparison of past remuneration and the proposed remuneration is given below:

Particulars	Existing remuneration	Proposed remuneration w.e.f. 01/06/2022
Basic Salary	2,00,000/- Per Month	2,00,000/- Per Month
Allowances and perquisites	As decided by Board from time to time	As decided by Board from time to time

- Recognition and Awards: NIL
- Job profile and his suitability –Considering his knowledge of various aspects relating to the Company's affairs and long business



Gorani Industries Ltd.

experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Sanjay Gorani should be available to the Company.

5. Remuneration proposed - As set out in the ordinary resolution in item no. 3. The remuneration to Managing Director has the approval of the Nomination and Remuneration Committee.
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin) - Taking into consideration the size of the Company, the profile of Mr. Sanjay Gorani, the responsibilities shouldered on him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial position in other Companies.
7. Pecuniary relationship directly or indirectly with the company, or relationship with managerial personnel, if any – Mr. Sanjay Gorani is Managing Director of the company. He also holds 10,41,800 (Ten Lacs Forty One Thousand and Eight Hundred) equity shares of Rs.10/- each. He does not have any other pecuniary relationship with the Company.
8. During the year, Mr. Sanjay Gorani has attended 9 (Nine) Board Meetings of the Company.
9. Directorship in other Companies

S. No. Name of the Company

1. Blow Hot Kitchen Appliances
Private Limited

III. Other Information:

1. Reason of loss or inadequate profits: To increase the turnover of the company the management kept the profit margin on a lower side.
2. Steps taken for improvement: The Company is making all possible efforts to increase its profitability in future by increasing profit margin and cost cutting.
3. Expected increase in productivity and profits in measurable terms: The Company is hopeful that within coming year's profit margin will increase.

IV. Disclosures:

1. The Shareholders of the Company shall be informed of the remuneration package of the managerial person: Yes
2. The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any attached to the annual report: Not Applicable.

The Board of Directors recommends the resolutions for your approval as set out under item no. 3 as an Ordinary Resolution.

Except Mr. Sanjay Gorani and their relatives, none of the Directors, 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.

Item No. 4

Mr. Nakul Gorani (Holding DIN- 06543317) is director of the Company since last 9 years. He leads the core team that drives the growth and performance of the Company and he has contributed significantly in increasing sales turnover of the Company. He has single handedly mentored the Company. He takes care for brand building of the Company. He has excellent grasp and thorough knowledge and experience of general management.

Keeping in view his untiring effort the Board of Directors of the Company at its meeting held on 16th May, 2022, on the recommendation of Nomination and Remuneration Committee and subject to approval of Shareholders in General Meeting has re-appointed Mr. Nakul Gorani (Holding DIN- 06543317) as the Whole time Director of the Company for a period of 3 years w.e.f. 1st June, 2022 to 31st May, 2025 on the monthly remuneration of Rs. 3,00,000.00 (Rupees Three Lakh only) on the terms and conditions set out in this resolution.

As per the provisions of Sections 196, 197, 198 and Schedule V and other applicable provisions of the Companies Act, 2013, the appointment of and remuneration to Whole-time Director requires the approval of the shareholders in General Meeting by way of Ordinary resolution.

The broad information pursuant to Section - II of Part- II of Schedule V of the Companies Act, 2013, in respect of the resolution specified in item no. 4 is as under:

I. General Information

1. The company is in the business of production and sales of Kitchen and Home appliances and Kitchenware manufacturing and retailing is one such sector within the overall household segment. Its main products are LPG stoves,



Gorani Industries Ltd.

- induction cooker, gas geyser etc. carrying the brand name of Blowhot and Online.
2. Date of commencement of commercial production: The commercial production of the company has already been started.
3. The Company is not a new company hence this clause is not applicable.
4. Financial Performance:

Particulars	Year ended on 31/03/2022	Previous Year ended on 31/03/2021
Sales (Net of Excise Duty)	28,75,51,461.00	18,39,79,722.00
Other Income	11,30,096.00	11,68,588.00
Gross profit	3,04,02,127.00	1,37,14,735.00
Finance Cost	39,24,422.00	13,44,547.00
Depreciation	38,16,521.00	32,41,316.00
Exceptional Items (charged to P&L account)	0	0
Net profit before Tax	2,26,61,184.00	91,28,872.00
Provision for Tax-		
Current Tax	60,27,627	25,09,953.00
MAT Credit	0	0
Deferred Tax	1,695	19,847.00
Net Profit after Tax	1,66,31,861.00	65,99,072.00

5. The company does not have any foreign direct investment or collaboration. However, meager shares are held by NRI.

II. Information about the appointee:

1. Background
Mr. Nakul Gorani (Holding DIN:06543317), age 32 years, is a Masters in Management having Practical experience of Nine years in Marketing, Management and is being associated with the Company from past Six years. He has rich and varied experience in the industry and has been involved in the operations of the Company.
2. A comparison of past remuneration and the proposed remuneration is given below:

Particulars	Existing remuneration	Proposed remuneration w.e.f. 01/06/2022
Basic Salary	Rs. 3,00,000/- Per Month	Rs. 3,00,000/- Per MonthPer Month
Allowances and perquisites	As decided by Board from time to time	As decided by Board from time to time

3. Recognition and Awards : NIL

4. Job profile and his suitability – As an Executive Director he is charged with the responsibility of enhancing the value of the Brand of the Company. He looks after the Overall affairs of the Company. Therefore, it will be in the interest of the Company to have him as the Whole time Director on the terms and condition as set out in the resolution
5. Remuneration proposed - As set out in the ordinary resolution in item no. 4. The remuneration to Whole time Director has the approval of the Nomination and Remuneration Committee.
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin) - Taking into consideration the size of the Company, the profile of Mr. Nakul Gorani, the responsibilities shouldered by him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial position in other Companies.
7. Pecuniary relationship directly or indirectly with the company, or relationship with managerial personnel, if any – Mr. Nakul Gorani is Whole Time Director of the company. He also holds 2,22,862 (Two Lacs Twenty Two Thousand Eight Hundred and Sixty Two) equity shares of Rs.10/- each. He does not have any other pecuniary relationship with the Company.
8. During the year, Mr. Nakul Gorani has attended 9 (Nine) Board Meetings of the Company.
9. Directorship in other Companies - NIL

III. Other Information:

1. Reason of loss or inadequate profits: To increase the turnover of the company the management kept the profit margin on a lower side.
2. Steps taken for improvement: The Company is making all possible efforts to increase its profitability in future by increasing profit margin and cost cutting.
3. Expected increase in productivity and profits in measurable terms: The Company is hopeful that within two to three years profit margin will increase.


IV. Disclosures:

1. The Shareholders of the Company shall be informed of the remuneration package of the managerial person: Yes
2. The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any attached to the annual report: -Not Applicable

The Board of Directors recommends the resolutions for your approval as set out under item no. 4 as an Ordinary Resolution.

Except Mr. Nakul Gorani and their relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item No. 4.

Item No. 5 and 6

The Board of directors in their meeting held on 19th August, 2022 approved the Scheme of Amalgamation between Blow Hot Kitchen Appliances Private Limited and Gorani Industries Limited, after considering the recommendation and report of the Audit Committee and the Committee of Independent Directors, pursuant to Sections 230 to 232 and all other applicable provisions, if any, of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and other acts, rules and regulations as may be applicable.

Further for the purpose of the said merger, the Company needs to issue further equity and preference shares to the shareholders of the Blow Hot Kitchen Appliances Private Limited, therefore it is proposed to increase the Authorised Share Capital as per applicable provisions of the Companies Act, 2013 and its corresponding rules (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as amended from time to time.

Section 61 of the Companies Act, 2013 provides that a limited company having a share capital may, if so authorized by its Articles of Association, with the consent of its members in its general meeting, increase its authorized share capital by such amount as it thinks expedient. Articles of Association of the Company empowers the Company to increase its authorized share capital by such amount as it thinks expedient

At present the Authorized Share Capital of the Company is Rs. 6,00,00,000.00/- (Rupees Six Crore only) divided into 60,00,000 (Sixty Lakh) equity shares of Rs. 10.00 (Rupees Ten

Only) each. The Company proposes to increase its Authorized Share Capital by addition thereto of Rs. 12,00,00,000.00 (Rupees Twelve Crore Only) divided into 90,00,000 (Ninety Lacs) equity shares of Rs. 10.00 (Rupees Ten Only) each and 30,00,000 (Thirty Lacs) preference shares of Rs. 10.00 (Rupees Ten Only) each, thus making the total Authorized Share Capital of the Company to Rs. 18,00,00,000.00 (Rupees Eighteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lacs) equity shares of Rs. 10.00 (Rupees Ten Only) each and 30,00,000 (Thirty Lacs) preference shares of Rs. 10.00 (Rupees Ten Only) each by way of passing ordinary resolution.

Consequent to the change & increase in Authorized Share Capital as proposed here in above, the Clause V of the Memorandum of Association also need to be altered accordingly so as to reflect the same in the Memorandum of Association of the company and hence resolution No. 5 and 6 is recommended for passing by the members as ordinary resolution.

It is requested to note that the draft of the Altered Memorandum of Association of the Company shall be open for inspection of the members at the Registered Office of the Company on all working days, except Saturdays, Sundays and other holidays at any time during Business hours up to the date of the Annual General Meeting.

None of the directors, Key Managerial Personnel of the Company and their relatives is in any way concerned or interested financially or otherwise in the resolution.

Item No. 7

As per Section 188 (1) of the Companies Act, 2013 and the Companies (Meetings of Board and its powers) Rules, 2014 as amended from time to time, the Board of Directors of the Company at their meeting held on 19th August, 2022 has given their consent to enhance the limit of contract or arrangement upto an amount of Rs. 1,00,00,00,000/- (Rupees One Hundred Crore only) per annum for sale, purchase or supply of any goods or materials, availing or rendering of any services to/from Blow Hot Kitchen Appliances Private Limited, for which prior approval has been granted by the Audit Committee under Section 177 of the Companies Act, 2013 and rules made thereunder.

As the Trade Mark and brand name "Blow Hot" (Which is owned by Blow Hot Kitchen Appliances Private Limited) is the most reliable, trusted and well recognized brand of kitchen appliances. Moreover it has a nationwide market access of its products through its consistent and innovative market strategies. In view to expand the business of the Company



Gorani Industries Ltd.

and to capture the superior quality product and its skimmed market share the Board of Directors of the Company is of the view that this contract or arrangement will help the Company to broad its market base and helps to penetrate the Pan India Market and will keep its customers satisfied. Hence the Company will make best of the new market opportunities and it will also boost the top and bottom line of the Company.

Further, first proviso to sub section (1) of Section 188 read with rules made thereunder provides that, if the company exceeds the prescribed criteria, prior approval of members by way of ordinary resolution is required to enter into contract or arrangement with the related party for sale, purchase or supply of any goods or materials, availing or rendering of any services.

Our Company may exceed the prescribed criteria provided in first proviso to sub section (1) of section 188 read with rules made thereunder, it is therefore necessary to pass an ordinary resolution under Section 188 of the Companies Act, 2013, for enhancing the limit of contract or arrangements for sale, purchase or supply of any goods or materials, availing or rendering of any services to/from Blow Hot Kitchen Appliances Private Limited, a Private limited company in which the directors of the company and their relatives are interested, for the remaining period of the contract or arrangement (i.e. upto 30th September 2023) and on such other terms and conditions as per the Supplemental Agreement to be entered into between the aforesaid companies.

The following particulars of the above mentioned Related Party Transactions are:

- a) Name of Related Party- Blow Hot Kitchen Appliances Private Limited
- b) Name of the Director or KMP who is related, if any- Mr. Sanjay Gorani (Holding DIN: 00055531), Managing Director and Mr. Nakul Gorani (Holding DIN- 06543317), Whole-Time Director of the Company
- c) Nature of relationship- A Private Limited Company in which Directors and their relatives are member or director.
- d) Nature, Material, terms, monetary value and particulars of Contract or arrangement- sale, purchase or supply of any goods or materials, availing or rendering of any services upto an amount of Rs. 1,00,00,00,000/- (Rupees One Hundred Crore only) per annum for sale, purchase or supply of any goods or materials, availing or rendering of any services for

the remaining period of the contract i.e till 30th September, 2023.

- e) Any other information relevant or important for the members to take decision on the proposed resolution- Nil

The Board of Directors of the Company recommends the Resolution No. 7 for passing by members as an ordinary resolution.

It is requested to note that the draft of the Supplementary Agreement shall be open for inspection of the members at the Registered Office of the Company on all working days, except Saturdays, Sundays and other holidays at any time during Business hours up to the date of the Annual General Meeting.

Mr. Sanjay Gorani (Holding DIN: 00055531), Managing Director and Mr. Nakul Gorani (Holding DIN- 06543317), Whole-Time Director and their relatives, are concerned or interested in the resolution. No any other directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested financially or otherwise in the resolution.

Further, the extent of shareholding of interested directors and promoters of the Company in Blow Hot Kitchen Appliances Private Limited is as follows:

S. No.	Name of Director/ Promoter/KMP	Share- holding	Share- holding (in percentage)
1.	Mrs. Shanta Devi Gorani	8550	34.2%
2.	Mr. Sanjay Gorani	4810	19.24%
3.	Mr. Narendra Kumar Gorani	1710	6.84%
4.	Mr. Nakul Gorani	2430	9.72%
5.	Mrs. Hema Gorani	4500	18%

By Order of the Board
for Gorani Industries Limited

Sd/-
Nukul Gorani
(Holding DIN 06543317)
(Chairman cum Whole Time Director)

Date : 19/08/2022
Place : Indore



Gorani Industries Ltd.

Contact Details :

Company	Gorani Industries Limited Registered Office : Plot No.32-33, Sector 'F' Sanwer Road, Industrial Area, Indore-452015 (M.P.) Tel No : 0731-2723201-3 Email id : gorani.industries@yahoo.com CIN: L28121MP1995PLC009170
Registrar and Share Transfer Agent	M/s Link Intime India P. Ltd. C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400083 Tel : 022- 49186000, Fax: 022- 49186060 Email id : rnt.helpdesk@linkintime.co.in
E-voting Agency	Central Depository Services (India) Ltd Email id : helpdesk.evoting@cdslindia.com
Scrutinizer	CS Manish Jain Practicing Company Secretary Email id : manishjainandco@yahoo.com

By Order of the Board
for **Gorani Industries Limited**

Date: 19/08/2022
Place: Indore

Nakul Gorani
Sd/-
(Holding DIN 06543317)
(Whole Time Director)



BOARD'S REPORT

To,
The Members,
Gorani Industries Limited

Your Directors have great pleasure in presenting herewith the Twenty Seventh Annual Report of your Company together with the audited financial statement for the financial year ended on 31st March, 2022.

1. FINANCIAL RESULTS: (Amount in Lacs)

Particulars	2021-22	2020-21
Total Revenue	2886.81	1851.48
Profit before Finance Cost, Depreciation & Amortization Expense	304.01	137.14
Less:		
Finance Costs	39.24	13.44
Depreciation & Amortization expense	38.16	32.41
	77.40	45.85
Net Profit/(Loss) before extra ordinary & exceptional items & tax	226.61	91.29
Tax Expense		
Current Tax	60.28	25.10
Deferred Tax	0.20	0.20
	60.30	25.30
Net Profit/ (Loss) after tax & before Other Comprehensive Income	166.31	65.99
Add :		
Comprehensive Income	(5.50)	1.07
	(5.50)	1.07
Net Profit	160.81	67.06
Transfer to Reserve	0.00	0.00

INDIAN ACCOUNTING STANDARD (Ind AS):

As mandated by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards ("Ind AS") from April 1, 2017 with a transition date of April 1, 2016. The financial statements of the Company for the financial year 2021-22 have been prepared in accordance with Ind AS, prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 and other recognized accounting practices and policies to the extent applicable.

2. PERFORMANCE AND THE STATE OF COMPANY'S AFFAIRS

Your Company has achieved total revenue of Rs. 2886.81lakh during the year ended 31st March, 2022 as against that of Rs. 1851.48lakh during the previous

year ended 31st March, 2021. The company has earned net profit of Rs. 160.81Lakh during the financial year against net profit of Rs. 67.06Lakh in the previous year.

The company is in the business of production and sales of kitchen and home appliances since 1996. Its main products are LPG stoves, steel frames, gas geyser, rangehood chimney etc. It does its business through a strong network of dealer and distributors all over central, south and north India. The company is in the process of implementing strategies to capitalize available opportunities.

During the year, there was no change in the nature of business of the Company.

3. MATERIAL CHANGES AND COMMITMENTS THAT AFFECTED THE FINANCIAL POSITION OF THE COMPANY WHICH OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENT RELATE TILL THE DATE OF THIS REPORT

The COVID-19 pandemic, continued to be a global challenge, creating disruption across the world. During the financial year 2021-22, the country succeeded in managing the challenges posed by the first wave of Covid-19 pandemic, however, it was still combatting the second wave of Covid-19. Impact of the pandemic has been largely disruptive in terms of economic activity as well as loss of human lives.

However, your Company managed to navigate well through the difficult situation with support of its employees and the Management. There were no disruptions to the Operations of the Company. All precautionary measures were duly followed by the Company and all its employees have started attending the office in person. The Management of the Company continued to issue multiple advisories to its employees. Several precautionary measures like fumigation of office premises, temperature checks, supplying and wearing of masks and use of sanitizers, among others continued and has now become a regular operational practice.

4. CAPITAL STRUCTURE

There is no change in the Capital structure of the company during the period under review. The paid up Equity share capital of the Company as on 31st March, 2022 is Rs. 4,87,51,000.00 divided into 48,75,100 equity shares of Rs. 10.00 each.

However, during the month of March 2022, the



Company has issued and allotted 4,87,500 (Four Lakh Eighty Seven Thousand Five Hundred) warrants, each convertible into or exchangeable for 1 (One) fully paid-up Equity Share of the Company having face value of Rs. 10/- each (Rupee Ten Only) ("Equity Share"), each at a premium of Rs. 37/- (Rupees Thirty Seven only) per share on Preferential Basis within a period of 18 months from the date of allotment of warrants i.e. 12th March, 2022, pursuant to approval of shareholders in their Extra-Ordinary General Meeting held on 07th March, 2022 and in-principle approval from BSE Limited on 07th March, 2022.

The Company has received an amount equivalent to 40% i.e. Rs. 91,65,000 (Rupees Ninety One Lacs Sixty Five Thousand Only) of the Issue Price at the time of subscription of the warrants and as per the terms of the warrants, the balance consideration of the warrant issue price shall be paid by the warrant holders at the time of allotment of equity shares pursuant to exercise of options against each such warrant by the warrant holders.

Further, the Company has received the balance 60% i.e. Rs. 1,37,47,500 (Rupees One Crore Thirty Seven Lacs Forty Seven Thousand and Five Hundred Only) of the total issue price from warrant holders and pursuant to receipt of such balance consideration of issue price the Board of Directors of the Company in the Board Meeting held on 02nd April, 2022, has converted 4,87,500 warrants into equal numbers of Equity shares and allotted 4,87,500 equity shares of Rs. 10/- (Rupee Ten Only) each fully paid up at a premium of Rs. 37/- (Rupees Thirty Seven only) per share to the allottees on such terms and conditions as approved by shareholders in the above mentioned Extra-Ordinary General Meeting held on 07th March, 2022.

Subsequent to the conversion of warrants and allotment of 4,87,500 equity shares of Rs. 10/- (Rupee Ten Only) each fully paid up at a premium of Rs. 37/- (Rupees Thirty Seven only) per share on 02nd April, 2022, the paid up Equity share capital of the Company stands increased from Rs. 4,87,51,000.00 divided into 48,75,100 equity shares of Rs. 10.00 each to Rs. 5,36,26,000.00 divided into 53,62,600 equity shares of Rs. 10.00 each.

Except as disclosed above and elsewhere in this report, there are no material changes and commitments affecting the financial position of the

Company as at the end of financial year to which it relates. Further, it is hereby confirmed that there has been no change in the business of the Company.

5. **DETAILS OF UTILIZATION FUNDS RAISED THROUGH PREFERENTIAL ISSUE OF WARRANTS**

The Company has raised funds through preferential allotment of 4,87,500 (Four Lakh Eighty Seven Thousand Five Hundred) warrants, each convertible into or exchangeable for 1 (One) fully paid-up Equity Share of the Company having face value of Rs. 10/- each (Rupee Ten Only) ("Equity Share"), each at a premium of Rs. 37/- (Rupees Thirty Seven only) per share

The Company has received an amount of Rs. 91,65,000 (Rupees Ninety One Lacs Sixty Five Thousand Only) being 40% of the Warrant Issue Price at the time of subscription of the warrants and balance 60% i.e. Rs. 1,37,47,500 (Rupees One Crore Thirty Seven Lacs Forty Seven Thousand and Five Hundred Only) at the time of allotment of equity shares pursuant to exercise of options against each such warrant by the warrant holders.

Further, the aforesaid money has been utilized by the Company for the purpose for which it was raised and which was mentioned in the explanatory statement to the notice for the Extra Ordinary General Meeting dated 07th March, 2022 i.e. Augmenting long term resources for general corporate purposes, enhancing net worth and financial position, ensuring long term viability and growth of the Company.

6. **LISTING ON STOCK EXCHANGES**

The shares of the Company are listed on BSE Limited and necessary listing fees have been paid up to date.

In terms of the "In-principle approval" granted on 07th March, 2022, the Company has made application to BSE Limited on 6th April, 2022 for seeking listing approval of 4,87,500 equity shares issued and allotted pursuant to conversion of warrants on 02nd April, 2022 and BSE Limited has granted listing approval to the listing application made by the Company on 27th April, 2022.

Further, in terms of "In-principle approval" granted on 07th March, 2022 and "Listing Approval" granted on 27th April, 2022, the Company has made application to BSE Limited for approval of trading of aforesaid 4,87,500 equity shares and BSE Limited has granted trading approval 02nd May, 2022.


7. TRANSFER TO RESERVE, IF ANY

During the year, the Company does not propose to transfer any amount to the any Reserve.

8. DIVIDEND:

To conserve the resources of the company and for better utilization of funds, your directors are not recommending any dividend for the year.

9. RE-APPOINTMENT

As per the provision of Companies Act, 2013, Ms. Raina Goyal (Holding DIN- 08295368) Non-Executive Director, retires by rotation at the ensuing Annual General Meeting and being eligible, seeks re-appointment. The Board recommends her re-appointment.

The term of Mr. Sanjay Gorani (Holding DIN: 00055531) as Managing Director of the Company and Mr. Nakul Gorani (Holding DIN: 06543317) as Whole Time Director of the Company has expired on 31st May, 2022. Therefore pursuant to the recommendation of Nomination and Remuneration Committee and subject to the approval of shareholders in the ensuing General Meeting of the Company, the Board of Directors in their Meeting held on 16th May, 2022, approved re-appointment of Mr. Sanjay Gorani (Holding DIN:00055531) as Managing Director and Mr. Nakul Gorani (Holding DIN: 06543317) as Whole Time Director of the Company for a period of 3 years w.e.f. 1st June, 2022 to 31st May, 2025 and the proposal for their re-appointment is included in the notice to the Annual General Meeting for approval of the Members.

10. DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year, there was no change in the Directors and Key Managerial Personnel of the Company.

However, Ms. Neerja Mandiya, Company Secretary and Compliance Officer of the Company has resigned from the Company w.e.f. 6th April, 2022 and Ms. Sachi Samaria was appointed as a Whole-Time Company Secretary and Compliance Officer of the Company w.e.f. 6th April, 2022 in the Board Meeting held on 6th April, 2022.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under Sub-Section (6) of Section 149 of the Companies Act, 2013. The Independent

Directors have also confirmed that they have complied with the Company's Code of Conduct for Board of Directors. Further, all the Directors have also confirmed that they are not debarred to act as a Director by virtue of any SEBI order.

All Independent Directors of the Company have valid registration in the Independent Director's databank of Indian Institute of Corporate Affairs as required under Rule 6(1) of the Companies (Appointment and Qualification of Director) Fifth Amendment Rules, 2019 and has passed the online proficiency self-assessment test as required to be undertaken by an Independent Director under the provisions of Section 150 of the Companies Act, 2013 and the rules framed thereunder.

The Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors which include criteria for performance evaluation of the non-executive directors and executive directors.

11. NOMINATION AND REMUNERATION POLICY AND OTHER DETAILS:

The Company has adopted a Nomination and Remuneration Policy for the Directors, Key Managerial Personnel and other employees, pursuant to the provisions of the Act. The policy of the Company on Directors appointment and remuneration including criteria for determining qualification, positive attribute, independence of director and other matters, as required under sub-section (3) of section 178 of the Companies Act 2013 is available on Company's website at the link: <http://www.goraniindustries.com/investors/>.

There has been no change in the policy since last fiscal year. We affirm that the remuneration paid to the directors is as per the terms laid out in the nomination and remuneration policy of the company.

The nomination and remuneration policy is annexed herewith as **Annexure-I** to this Boards' Report.

There is no pecuniary relationship or transactions between the Company and the non-executive directors other than sitting fees, commission, and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.

12. ANNUAL RETURN

Pursuant to the provisions of Section 134(3)(a) and



Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company for the financial year ended March 31, 2022 can be accessed at <http://www.goraniindustries.com/investors/>.

13. AUDITORS AND THEIR REPORT

The Members at their 25th Annual General Meeting of the Company held on 30th September, 2020, had appointed M/s. Sandeep Surendra Jain and Company, Chartered Accountants (bearing Firm Registration No. 010172C) as the Statutory Auditors of the Company to hold office for a term of five years i.e. from the conclusion of 25th Annual General Meeting till the conclusion of the 30th Annual General Meeting.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

14. INTERNAL AUDITOR

M/s Navin Sapna & Co., Chartered Accountants (bearing firm registration no. 010507C) have been appointed as an Internal Auditor of the Company w.e.f. 1st April, 2017 in the Board Meeting held on 30th May, 2017.

15. SECRETARIAL AUDIT:

M/s. Manish Jain & Co., Practicing Company Secretaries has been appointed to conduct the secretarial audit of the Company for the financial year 2021-22 in the Board Meeting held on 29th June, 2021.

Further the Company has also appointed M/s. Manish Jain & Co., Practicing Company Secretaries for the financial year 2022-23 in the Board Meeting held on 16th May, 2022.

The Secretarial Audit Report for the financial year ended March 31, 2022 is annexed herewith as **Annexure-II** to this Report. The report is self-explanatory and does not call for any further comments except following remarks:

1. During the year under review, there is delay in payment of gratuity to some employees of the Company.

2. The Company had delayed in payment of Employee Provident Fund for one month in the financial year 2021-22.

Explanation of above remarks:

The Board clarified that the above delay in payment of Employee Provident Fund was mainly due to technical glitches faced at respective portal. The delay in payment of gratuity is due to online procedural delay by the Life Insurance Corporation and Bank.

16. ANNUAL EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, its Committees, and individual directors pursuant to the provisions of the Companies Act, 2013.

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

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of 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 a separate meeting of independent directors, performance of non-independent directors and the Board as a whole was evaluated, taking into account the views of executive directors and non-executive directors. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

The Board of Directors expressed their satisfaction with the evaluation process.

17. RELATED PARTY TRANSACTIONS

The Contracts or arrangements entered into by the Company are in accordance with provisions of Section 188 of the Companies Act, 2013 during the year under



review and were in ordinary course of business and on arm's length basis.

The details of the related party transactions as per Indian Accounting Standards (IND AS) - are set out in Note 27 to the Standalone Financial Statements of the Company.

There are no materially significant related parties transactions entered into by the Company, which may have a potential conflict with the interest of the Company at large.

Further details have been given in the prescribed Form AOC-2 annexed herewith as **Annexure-III**.

The policy on Related Party Transactions as approved by the Board may be accessed on Company's website at the link: <http://www.goraniindustries.com/investors/>

18. CORPORATE GOVERNANCE

Regulation 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and Para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company.

19. MEETINGS

A. BOARD MEETINGS

During the year 2021-22, 9 (Nine) Board Meetings were held on 29th June 2021, 7th July 2021, 12th August 2021, 27th August 2021, 1st November 2021, 31st January 2022, 7th February 2022, 8th March 2022 & 12th March 2022.

Name of Director	No. of Board Meeting entitled to attend	No. of Board Meeting attended	Attendance at last Annual General Meeting
Mr. Sanjay Gorani	09	09	Yes
Mr. Anil Gorani	09	09	Yes
Mr. Nakul Gorani	09	09	Yes
Ms. Komal Motwani	09	09	Yes
Ms. Raina Goyal	09	09	Yes
Mr. Ayush Shukla	09	09	Yes

B. AUDIT COMMITTEE MEETING

During the financial year 2021-22, 4 (Four) Audit Committee Meetings were held on 29th June, 2021, 12th August, 2021, 01st November, 2021 and 07th February, 2022.

Name of Director	No. of committee Meetings entitled to attend	No. of committee Meetings attended
Ms. Komal Motwani	04	04
Ms. Raina Goyal	04	04
Mr. Ayush Shukla	04	04

C. NOMINATION AND REMUNERATION COMMITTEE MEETINGS

During the financial year 2021-22, 1 (One) meeting of the Nomination and Remuneration Committee was held on 22nd March, 2022.

Name of Director	No. of committee Meetings entitled to attend	No. of committee Meetings attended
Ms. Komal Motwani	1	1
Ms. Raina Goyal	1	1
Mr. Ayush Shukla	1	1

D. STAKEHOLDER RELATIONSHIP COMMITTEE MEETINGS

During the financial year 2021-22, 4 (Four) Stakeholder Relationship Committee Meetings were held on 07th April, 2021, 12th July, 2021, 13th October, 2021 and 31st January, 2022.

Name of Director	No. of committee Meetings held	No. of committee Meetings attended
Ms. Komal Motwani	4	4
Ms. Raina Goyal	4	4
Mr. Ayush Shukla	4	4

20. THE NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR:

During the year no company have become or ceased to be its subsidiaries, joint ventures or associate companies.


21. SUBSIDIARY, JOINT VENTURES AND ASSOCIATE COMPANY:

During the period under review, the Company doesn't have any subsidiary, joint ventures and associate Companies.

22. SECRETARIAL STANDARDS

The Company complies with all applicable secretarial standards issued by the Institute of Company Secretaries of India.

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

The information relating to conservation of Energy, Technology absorption and Foreign Exchange earnings and outgo as required under section 134(3)(m) of the Companies Act, 2013 read with the with Rule 8 of The Companies (Accounts) Rules, 2014 is given in **Annexure-IV** forming part of this report.

24. REMUNERATION RATIO AND OTHER DETAILS OF DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP) / EMPLOYEES:

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of Directors/ KMP of the Company are furnished in **Annexure-V**.

No employees in the Company have been paid remuneration in excess of the limits prescribed under section 197 of the Companies Act, 2013 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

25. DETAILS RELATING TO DEPOSITS, COVERED UNDER CHAPTER V OF THE ACT:

- (a) Accepted during the year: Nil
- (b) Remained unpaid or unclaimed as at the end of the year: Nil
- (c) Whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved: Nil
- (d) Details of deposits which are not in compliance with the requirements of Chapter V of the Act: Nil

26. CORPORATE SOCIAL RESPONSIBILITY:

The Company is not required to constitute a Corporate Social Responsibility Committee, as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

27. DISCLOSURES:
AUDIT COMMITTEE

Audit Committee is entrusted with the responsibility to supervise the Company's financial reporting process and internal controls. The composition of the Audit Committee is in alignment with provisions of Section 177 of the Companies Act, 2013.

As on date the Audit Committee comprises of three Directors i.e Mr. Ayush Shukla (Holding DIN: 09057436), Independent Director (Chairman), Ms. Komal Motwani (Holding DIN: 07302550), Independent Director (member) and Ms. Raina Goyal (Holding DIN: 08295368), Non-Executive Director (member). All the recommendations made by the Audit Committee were accepted by the Board.

VIGIL MECHANISM

The Vigil Mechanism of the Company is in terms of Companies Act, 2013, to deal with instance of fraud and mismanagement, if any. The Policy on vigil mechanism may be accessed on the Company's website at the link <http://www.goraniindustries.com/investors/>.

28. DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state that:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) the Directors had 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 financial year ended on March 31, 2022 and of the profit of the Company for that period;
- c) the Directors had 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;

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

29. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section forming part of the Annual Report.

30. DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY:

The company has framed the Risk Management Policy which highlights the Company's practices and risk management framework for the identification and management of uncertainty. The Company manages monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives.

The Company has implemented a Risk Management Framework for the management and oversight of material risks and internal control. The Risk Management Framework is designed to address risks that have been identified to have a material impact on the Company's business and to ensure that the Board regularly reviews the risk management and oversight policies.

31. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The company has adequate system of management-supervised internal control, which is aimed at achieving efficiency in operations, optimum utilization of resources, effective monitoring and compliance with all applicable laws. These ensure that all corporate policies are strictly adhered to an

absolute transparency is followed in accounting and all its business dealings.

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. The company ensures adherence to all internal control policies and procedures. A qualified and independent audit committee of the Board, comprising the independent directors reviews the adequacy of internal control.

The report on Internal Financial Control has also been annexed with the financial statements of the Company as provided by the Statutory Auditor of the Company.

32. COST RECORDS

Maintenance of cost records as specified by Central Government under sub section (1) of Section 148 of the Companies Act, 2013, is not applicable to the Company.

33. SEXUAL HARASSMENT

During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has complied with the Constitution of Internal Compliant Committee under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

34. GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details of particulars of loans, guarantees or investments under section 186 of the Companies Act, 2013.
2. Details relating to deposits covered under Chapter V of the Act.
3. Issue of equity shares with differential rights as to dividend, voting or otherwise.
4. Issue of shares (including sweat equity shares) to employees of the Company under any Employee Stock Option Scheme.
5. Neither the Managing Director nor the Whole-



Gorani Industries Ltd.

- time Directors of the Company receive any commission.
6. Separate Section containing a Report on performance and Financial Position of each of Subsidiaries, Associated & Joint Ventures included in the Consolidated Financial Statement of the Company.
 7. The Auditors of the Company have not reported any fraud as specified under second proviso of Section 143 (12) of the Companies Act, 2013.
 8. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
 9. Voluntary revision as per Section 131 of the Companies Act, 2013.
 10. The details regarding application made or proceeding pending under Insolvency and Bankruptcy Code, 2016.
 11. Details of events in relation to any Deviation(s) or variation(s) in the use of proceeds of preferential issue of Warrants.

35. ACKNOWLEDGEMENT:

The Board wishes to place on record their gratitude for the co-operation being received from the Banks, Share Transfer Agent, Stock Exchanges, Shareholders, customers, staff and workers of the Company and thank them for their continued support.

By Order of the Board
for **Gorani Industries Limited**

Date: 19/08/2022
Place: Indore

Nakul Gorani
Sd/-
(Holding DIN 06543317)
(Chairman cum Whole Time Director)

Regd. Office:

Plot No. 32-33, Sector F,
Sanwer Road, Industrial Area,
Indore-452015 (M.P.)



ANNEXURE I

NOMINATION AND REMUNERATION POLICY

1. OBJECTIVE

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Key Objectives of the Committee would be:

- i. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- ii. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- iii. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- iv. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- v. To retain, motivate and promote talent and to ensure long term sustain ability of talented managerial persons and create competitive advantage.
- vi. To develop a succession plan for the Board and to regularly review the plan;

2. DEFINITIONS

- i. **Act** means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
- ii. **Board** means Board of Directors of the Company.
- iii. **Directors** mean Directors of the Company.
- iv. Key Managerial Personnel as per the Act.
- v. Senior Management means personnel of the company who are members of its core

management team excluding the Board of Directors including Functional Heads.

3. ROLE OF COMMITTEE

i. Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee

The Committee shall :

- Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

ii. Policy for appointment and removal of Director, KMP and Senior Management

1. Appointment criteria and qualifications

- 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 to the Board his / her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he/ she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned 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 based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

2. 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, 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. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on October 1, 2014 or such other date as may be determined by

the Committee as per regulatory requirement; he/ she shall be eligible for appointment for one more term of 5 years only.

- 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.

3. Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

4. Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

5. 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.



iii. **Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel**

1. General:

- a) The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- b) The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions as per the provisions of the Act.
- c) Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director.

2. Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

- a) Fixed pay:
The Whole-time Director/KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and

approved by the shareholders and Central Government, wherever required.

b) **Minimum Remuneration:**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

c) **Provisions for excess remuneration:**

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

3. Remuneration to Non- Executive / Independent Director:

a) **Remuneration / Commission:**

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Act.

b) **Sitting Fees:**

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rs One Lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.



4. COMMITTEE MEMBERS' INTERESTS

- A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

5. VOTING

- Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- In the case of equality of votes, the Chairman of the meeting will have a casting vote.

6. NOMINATION DUTIES

The duties of the Committee in relation to nomination matters include:

- Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- Identifying and recommending Directors who are to be put forward for retirement by rotation.
- Determining the appropriate size, diversity and composition of the Board; Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;

- Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- Delegating any of its powers to one or more of its members of the Committee;
- Recommend any necessary changes to the Board; and
- Considering any other matters, as may be requested by the Board.

7. REMUNERATION DUTIES

The duties of the Committee in relation to remuneration matters include:

- to consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- to approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- to delegate any of its powers to one or more of its members of the Committee.
- to consider any other matters as may be requested by the Board.


ANNEXURE II
Form MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED on 31st March, 2022

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

To,

The Members

Gorani Industries Limited

32-33, Sector-F

Sanwer Road Industrial Area, Indore

M.P. - 452015

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

Based on my verification of the Company's 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 31st March, 2022 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 31st March, 2022 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 - **There is no Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings in the Company during the year;**
- 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, 2018;
 - (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- There is no Listed Debt Securities in the Company;
 - (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014- There is no Share Based Employee Benefits in the Company;
 - (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 (Listing Obligations and Disclosure Requirements) Regulations, 2015;



- (h) The Securities and Exchange Board of India(Delisting of Equity Shares) Regulations, 2009 - **No Equity Shares are delisted during the year;**
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **There is no event of Buyback of securities during the year.**

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.

I further report that, having regard to the adequate systems and processes are in place to monitor and ensure compliance with general laws like labour laws, environment laws. On examination of the relevant documents and records in pursuance thereof, on test check basis, the Company has complied with the general laws applicable to the Company except the remarks mentioned herein below:

1. *During the year under review, there is delay in payment of gratuity to some employees of the Company.*
2. *The Company had delayed in payment of Employee Provident Fund for one month in the financial year 2021-22.*

I further report that 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 the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda were sent at least seven days in advance, 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 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.

Regarding financial, direct/indirect taxation, Statutory Audit matters which have been dealt by other professionals hence, these matters are not in the scope of our audit and no comments have been made on these matters.

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

- i. Public / Rights / Preferential issue of shares / debentures / sweat equity.
- ii. Redemption / buy-back of securities.
- iii. Merger / amalgamation / reconstruction etc.
- iv. Foreign technical collaborations.

Place: Indore
Date : 16/08/2022

Sd/-
CS Manish Jain
For Manish Jain & Co.
Company Secretaries
FCS No.4651
C P No. : 3049
UDIN: F004651D000796233



To,
The Members
Gorani Industries Limited
32-33, Sector-F
Sanwer Road, Indore
M.P. - 452015

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 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 : 16/08/2022

Sd/-
CS Manish Jain
For **Manish Jain & Co.**
Company Secretaries
FCS No.4651
C P No.:3049
UDIN: F004651D000796233



Gorani Industries Ltd.

ANNEXURE III

Form No. AOC-2

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

1. Details of contracts or arrangements or transactions not at arm's length basis

- a) Name(s) of the related party and nature of relationship: NIL
- b) Nature of contracts/arrangements/transactions :NIL
- c) Duration of contracts/arrangements/transactions: NIL
- d) Salient terms of the contracts or arrangements or transactions including the value, if any: NIL
- e) Justification for entering into contracts or arrangements or transactions: NIL
- f) Date(s) of approval by the board :NIL
- g) Amount paid as advances, if any: NIL
- h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: NIL

2. Details of material contracts or arrangements or transactions at arm's length basis

Name(s) of the related party and nature of relationship	Blow Hot Kitchen Appliances Private Limited (Directors i.e. Mr. Sanjay Gorani and Mr. Nakul Gorani and their relatives are Directors and/or members)	M/s Gangotri Industries (The proprietor of the firm is relative of directors of the company)
Nature of contracts / arrangements / transactions	Sale, purchase or supply of any goods or materials, availing or rendering of any services to/from Blow Hot Kitchen Appliances Private Limited	Sale, purchase or supply of any goods or materials
Duration of contracts / arrangements/ transactions	3 Years (1st October, 2020 to 30th September, 2023)	3 Years (1st October, 2020 to 30th September, 2023)
Salient terms of the contracts or arrangements or transactions including the value, if any	Approval at Annual General Meeting held on 30th September, 2020 and Limit was Rs. 5 Crore per annum. Approval of members on 18th March, 2021 and the limit was increased from Rs. 5 Crore per annum to Rs. 50 Crore per annum for the remaining tenure.	Approval at Annual General Meeting held on 30th September, 2020 and Limit is Rs. 5 Crore per annum.
Date(s) of approval by the board	25th August, 2020 for limit of Rs. 5 Crore per annum 12th February, 2021 for limit of Rs. 50 Crore per annum	25th August, 2020 for limit of Rs. 5 Crore per annum
Amount paid as advances, if any	NIL	NIL

By Order of the Board

Sd/-

Nakul Gorani

(Holding DIN 06543317)

Chairman cum Whole Time Director

Place: Indore

Date: 19/08/2022


ANNEXURE IV

Information on Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo required to be disclosed under Section 134 of the Companies Act, 2013 read with rules the Companies (Accounts) Rules, 2014 are provided hereunder:

1. CONSERVATION OF ENERGY
(i) Steps taken or impact on conservation of energy:

Our focus on the impact of our operations on climate change leads to our energy conservation strategy where we can best evaluate our performance through measurement of emission to the atmosphere.

- a. Additional power capacitors and power factor control equipments are installed to limit down demand.
- b. Changeover switch system has been employed to avoid electricity wastage.

Additional investments and proposal, if any, being implemented for reduction of consumption of energy:

Due to effective steps already taken to conserve energy, there is no immediate scope.

Impact of above measures:

Efficient utilization of power and consumption of electricity per unit of production has decreased.

Total energy consumption and energy consumption per unit of production as per Form A of the Annexure in respect of Industries specified in the schedule thereto.

Particulars		Unit	2021-22	2020-21
a.	Electricity			
	Purchased unit	KWH	2,88,486	2,90,553
	Total amount	Rs.	33,85,107	37,43,273
	Rate per unit	Rs./KWH	11.73	12.88
b.	Own generation			
	Units	KWH	1,630	5,180
	Units/ Ltr. of Diesel	KWH	3.62	5.51
	Cost per Unit	Rs./KWH	26.71	15.01
	Electricity consumed	KWH	0.99	0.99

(ii) Steps taken by the company for utilising alternate sources of energy;

As there has been satisfactory power supply from the Electricity Board, there appears no scenario for such situation.

(iii) Capital investment on energy conservation equipments;

Due to adequate arrangement existing, as per the present capacity utilization and running of factory under single shift working, there is no further requirement of such investment considering the estimated production in near future.

2. TECHNOLOGY ABSORPTION, RESEARCH & DEVELOPMENT (R&D)
(i) Efforts made towards technology absorption

Company is manufacturing ISI-Certified Gas Geysers which have thermal efficiency of 82% plus, thereby reducing the carbon footprint compared to electric geyser by 40% resulting into environmental energy conservation and reduced emission of carbon-di-oxide and carbon-mom-oxide like harmful gases.



- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution. The team of Whole time director as supported by Managing Director have a vast experience of 32 years in the field of Kitchen wears, has helped practically to understand the requirement of modified, improvised and more beautified user friendly product for which main customers are ladies, housewives, students. The continuous leaning and development process in last 10 years has helped our product to become famous, safer and easy to handle.

- (iii) **In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)--**

- (a) the details of technology imported
 (b) the year of import;
 (c) whether the technology been fully absorbed
 (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof

No technology as such is imported. The practical experience gained in travelling to and fro China by the directors since more than a decade while their frequent trips to the country for understanding the needs of the customers have resulted into improvised technical durability of the product. Also getting manufactured the imported components as per the required designs and dimensions has helped to a great extent in establishing the brand and image of the company and same appears to be increasing further.

- (iv) **Expenditure on R&D:**

So far as the current products namely LPG Stoves, Kitchen Chimney & Gas Geysers are concerned the minor technology specifications and modification resulting in to beatification have been obtained through the continuous manufacturing experience during last 12 years under the control of technical team headed by whole time technical director of the company. The ultimate object has been to make the above products more user (housewives) friendly from safety and handling point of view with a mass appeal. Therefore, relevant expenses have been absorbed by the yearly Income & Expenditure accounts.

3. FOREIGN EXCHANGE EARNINGS AND OUTGO: (Amount in Rs.)

Particulars		2021-22	2020-21
a.	Earnings FOB value of exports Freight Charges	NIL	NIL
b.	Outgo Import Expenses	16,32,14,444	7,28,83,770

By Order of the Board

Sd/-

Nakul Gorani

(Holding DIN 06543317)

Chairman cum Whole Time Director

Place: Indore

Date: 19/08/2022

Regd. Office:

Plot No. 32-33, Sector F,
 Sanwer Road, Industrial Area,
 Indore-452015 (M.P.)


ANNEXURE V
DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- 1) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2021-22, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2021-22 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Name	Designation	Remuneration for F.Y. 2021-22 (Amount in Rs.)	Remuneration for F.Y. 2020-21 (Amount in Rs.)	Increase in remuneration from previous year	Percentage increase in remuneration from previous year	Ratio
Sanjay Gorani	Managing Director	24,00,000	24,00,000	-	-	18.30
Anil Gorani	Whole Time Director	18,00,000	14,50,000	3,50,000	24.14%	13.72
Nakul Gorani	Whole Time Director	36,00,000	18,00,000	18,00,000	100%	27.45
Chandrasekhar Sharma	CFO	4,20,632	2,10,833	1,72,500	99.51%	
Neerja Mandiya	Company Secretary	2,46,450	1,45,000	1,01,450	69.97%	

- 2) The median remuneration of employees of the Company during the financial year was Rs. 1,31,164/-
- 3) In the financial year, there is an increase of 6.50% in the median remuneration of employees;
- 4) There were 189 permanent employees on the rolls of Company as on March 31, 2022;
- 5) Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2021-22 is 7.5%
- 6) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Human Resources, Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees:
- 7) It is hereby affirmed that the remuneration paid is as per the statutory laws for the time being in force and also as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.



Gorani Industries Ltd.

- 8) Details of top ten employees of the Company under Rule 5 (2) of the Companies (Appointment and Remuneration) Rules, 2014 as amended from time to time:

Sr. No.	Name of the Employee	Designation of the Employee	Remuneration Received (Rs.)	Nature of employment, whether contractual or otherwise	Qualifications and experience of the employee	Date of commencement of employment	Age	The last employment held by such employee before joining the Company	The percentage of equity shares held by the employee in the Company within the meaning of rule 5(2)(iii) of Companies (Appointment and Remuneration) Rule 2014	Whether any such employee is a relative of any director or manager of the Company and if so, name of such director or manager
1.	Antony Paulose Joseph	Tool Room Incharge	4,68,668	Contractual	Diploma in Mechanical Engineering 17 Yrs.	13-Jul-05	62 Yrs.	Super Steel Mfg. Co.	NIL	N.A.
2.	Ajay Jain	H.R. Manager	3,96,860	Contractual	B.Com. diploid in material management	9-Sep-19	51 yrs	Jush precision and tools P. Ltd.	NIL	N.A.
3.	Chandra Shekhar Sharma	C.F.O.	4,20,632	Contractual	M. Com. 22Yrs	1-Aug-99	61 yrs.	Jayant Vitamins	NIL	N.A.
4.	Abhay Sharma	Manager Accounts	3,76,600	Contractual	M. Com 19 Years	1-Oct-16	43 Yrs.	Wanderland Real Estate P. Ltd.	NIL	N.A.
5.	Mohammed Ahmed Khan	Dispatch Incharge	3,48,000	Contractual	M. Com, LLB. 26 Yrs.	2-Sep-96	64 Yrs.	Modella Steel	NIL	N.A.
6.	Premnarayan Nagar	Paint Section Incharge	3,32,047	Contractual	B. Com 12 Yrs.	11-Oct-09	54 Yrs.	Super Steel Mfg. Co.	NIL	N.A.
7.	Vinod Sharma	Production Incharge	2,98,209	Contractual	B. Sc. 22 Yrs.	15-Sep-00	59Yrs.	Super Steel Mfg. Co.	NIL	N.A.
8.	Dewa Suresh Kanathe	Technical Engineer	2,64,582	Contractual	Diploma in Tool Engineering 6 Yrs.	01-Feb-18	30 Yrs.	ITL Industries Ltd.	NIL	N.A.
9.	Rameshwar Thapa	Electrician	2,55,892	Contractual	8th Pass 22 Yrs.	1-Jul-00	46 yrs.	-	NIL	N.A.
10.	Shailendra Yadav	Store in-charge	2,34,511	Contractual	B.Com. 25 Yrs	16-Jul-97	47 Yrs	-	NIL	N.A.

Place: Indore
Date: 19/08/2022

Regd. Office:
Plot No. 32-33, Sector F, Sanwer Road,
Industrial Area, Indore-452015 (M.P.)

By Order of the Board
Sd/-

Nakul Gorani
(Holding DIN 06543317)
Chairman cum Whole Time Director


MANAGEMENT DISCUSSION AND ANALYSIS REPORT
INDUSTRY STRUCTURE AND DEVELOPMENTS

Changing household and commercial lifestyles, availability of economical electricity, rising concerns regarding eco-friendly and energy efficient appliances are expected to be the key drivers of the kitchen appliances market size. Development of e-commerce distribution channels, emergence of Information technology and other smart technologies will support further the overall kitchen appliances market share.

Environmental concerns regarding rising pollution and global warming has led to the development of appliances that are energy efficient. Technological advancements in accordance to this trend may help manufacturers garner huge gains over the forecast timeline. Moreover, regulatory bodies are expected to entertain such portfolio in the industry and may boost the current growth rate which is corroborated by the measures taken by exchequer with regard to MSME enterprises, start-ups through various subsidy schemes.

The company is in the business of production, manufacturing and dealing in Kitchen appliances and home appliances which is one such sector within the overall household segment that has been in the limelight in recent past. Kitchen appliances are gaining popularity due to the rise in disposable income and changing lifestyles of people, which in turn is narrowing the price gap between similar consumer products offered by different companies. In addition to this, technological advancements in appliances have also catalyzed the growth of kitchen appliances market. Easy to operate and safely functional appliances are the need of the hour, which has led to the development of smart, standardized and efficient appliances. All products of the Company are ISI certified and are sophisticated to bring the age-old domestic appliances to a new height. The legendary products of the Company like BLOWHOT, ONLINE reflect the sophistication of the products and the reliability as well as exquisite look due to modernization of the design of the product.

Discussion on financial performance with respect to operational performance:

Sr. No.	Particulars	2021-22	2020-21
1.	Net Sales from operations	28,75,51,461	18,39,79,722
2.	Other Income	11,30,096	11,68,588
3.	Sub-total	28,86,81,557	18,51,48,310
4.	Total Expenditure (Before interest and Depreciation)	25,90,07,837	17,16,00,022
5.	Operating Profit (EBIDTA)	2,98,08,814	1,35,48,288
6.	Operating Margin %	10.37%	7.36%
7.	Profit / (Loss) After Tax	1,66,31,861	65,99,072
8.	Return on Capital Employed % (EBIT)	26.88%	17.86%
9.	No. of Months Receivables (Receivables / Sales X 12)	2.11	2.92
10.	Current Ratio (Current Assets / Current Liabilities)	1.72	1.53
11.	Borrowings : Equity Ratio (TL/Equity)	0.78	0.49
12.	Production (Nos.) :-		
	(A) Gas Geyser	50,453	1,19,087
	(B) LPG Glass Top	42,935	43,347
	(C) Chimney	17,839	12,767

Company's revenue from operations for the year 2021-22 was Rs. 28,75,51,461/-, reflecting an increase of 56.30% over the previous year. The Company's profit before exceptional items and tax during the year ended 31st March 2022 was Rs. 2,26,61,184/-, grew by 148.24%.

EARNINGS BEFORE INTEREST, TAX, DEPRECIATION AND AMORTIZATION (EBIDTA)

During the fiscal 2021-22, the Company reported an EBIDTA of Rs.2,98,08,814/- when compared to the previous year's figure of Rs. 1,35,48,288/-.

PROFIT BEFORE TAX (PBT)

PBT was at Rs. 2,26,61,184/- in FY 2022, compared with previous year's Rs. 91,28,572/-.

PROFIT AFTER TAX (PAT)

PAT stood at Rs. 1,66,31,861/- in FY-2022 as compared to Rs. 65,99,072/- in FY- 2021.



EARNINGS PER SHARE (EPS)

EPS in the fiscal 2021-22 stood at Rs. 3.41 per share compared to EPS of Rs. 1.35 per share in fiscal 2020-21.

OPPORTUNITIES AND THREATS

Demand for smart kitchen appliances has increased over the past few years. Technological advancements have influenced the demand for up gradation of kitchen appliances, thereby enabling smooth and reliable productivity while cooking. The Company has been adopting the strategy of continuously offering innovative, newer and improved products as well as marketing strategies to stay above competition whether organized or unorganized as a result of this the newly developed chimney has shown the growth in demand and has secured a status amongst the other established brands of same kind and quality with the most competitive pricing factor.

These facts are supporting practically our belief of catching and then holding the pace of growth in our segment of products, as also revealed by the current year performance.

Due to Covid-19 pandemic the availability of raw material from China and difficulties relating to skilled labour availability will certainly hit the productivity but held inventory level coupled with other benefits given by the state government like deferment of Power bills and other payments thereby bringing the relaxation in the cashflow. The scheme of sacrificing the LPG connection subsidy has also resulted into the increased demand of the LPG stove, our core product. Gas Geyser along with small size electric geyser is also becoming a necessity now a days and is also becoming a promising product.

The Single threat company foresees, is the political conditions of China which may cause delay in import of components and volatility in foreign exchange rates.

The company is in the process of making and implementing the strategies to capitalize available opportunities and minimizing the threats to ladder products across capacities, formats and prices. The company will put its every effort to maximize the internal accruals by way of input tax credit available in the GST law and by optimizing the product common costs so as to enable it to sustain profitably in the market.

SEGMENT WISE PERFORMANCE/PRODUCT WISE PERFORMANCE

The company has only one segment of Home Appliances and the products considered as part of the segment are, LPG

stoves, Gas Hobs, Gas geysers, Water Heaters and Kitchen Chimneys.

The company is hopeful that through a combination of powerful marketing strategies, innovative new products and market development and expansion activities, it would increase its share in the domestic market of most of its products. The newly added organized customers to the chain of company products due to GST regime are very promising for the segmental growth.

OUTLOOK

The Indian kitchen appliances market grew at a healthy double-digit rate over the last decade, driven by a host of factors such as increasing rural penetration, improved disposable incomes and a revolution in lifestyle standards, purchasing preferences and buying trends. In the last couple of years, availability of our products on the e-commerce platform has shown an attractive growth and looking in to the current scenario of people purchasing products directly through such platforms the company sees the jump in the turnover.

However, in the last four years, the high growth of the past tapered off thus witnessing a sobering effect in the kitchen appliances industry. The key growth challenge encountered by the industry primarily came from the consumer sentiment and stagnation of incomes.

After the Covid-19 impact and since the second un-locking in Jun-2021, both global and Indian economies are on the path of recovery. However, the overall market sentiment is positive and your Company expects to maintain its growth rates aided by the new ranges in all products, barring unforeseen circumstances.

RISK AND CONCERNS

Our Company has developed and implemented a Risk Management Policy which includes identification of elements of risk, if any, which in the opinion of the Board, may threaten the existence of the Company.

Our Company continuously monitors and revisits the risks associated with its business. The company has review mechanism of risks at regular intervals. The management of the Company has identified some of the major areas in relation to business strategy, operations and transactions, statutory/legal compliance, financial reporting, information technology system and overall internal control framework.



Gorani Industries Ltd.

With improved efficiencies and economies of scale your Company is hopeful of maintaining a healthy margin and return on capital employed. Efficient working capital/ asset management, cash generation and robust stewardship will continue to be our focus areas as in the past.

Risks identified through our risk management processes are prioritized and, depending on the probability and severity of the risk. We have general response strategies for managing risks, which categorize risks according to whether the company will avoid, transfer, reduce or accept the risk.

INTERNAL CONTROL

The Company and the Management has adequate internal control systems in place to safeguard and shield the Company from losses and, unoffical use or deposition of assets. This also ensures that the Company's assets and interests are carefully protected and all the transactions are appropriately authorized, recorded and presented to the management. The Company always adheres to prescribed guidelines and follows all Accounting Standards prescribed for maintenance of books of accounts and reporting of financial statements. The appointed internal auditor monitor and report on the effectiveness of the internal control systems of the various areas of operations Key matters that are reported in the Internal Audit are brought to the notice of the Audit Committee of the Board of Directors and corrective measures are recommended and appropriate actions are taken. The Internal Control systems ensure the business operations function efficiently and the applicable laws, rules, regulations, policies of the Company are followed, in addition to safeguarding the reliability of financial reporting.

HUMAN RESOURCES/ INDUSTRIAL RELATIONS FRONT

The Company fully values the Human Capital and continued to have the cordial and harmonious relations with its employees. The company focus on training of employees on a continuous basis. The Company considers the quality of its human resources to be most important asset and constantly endeavors to attract and recruit best possible talent. The company maintains a strong business linkage to all human resource and initiatives.

The Unit of the Company has 179 non-management employees. The overall relations with these employees continued to be cordial and harmonious during the year 2021-22. As on 31st March, 2022, the employee strength of the Company was 189 as compared to 165 as on 31st March, 2021.

SIGNIFICANT CHANGES

Details of significant changes in key financial ratios, along with detailed explanations therefor, including:

- i. Debtors Turnover – 6.03
- ii. Inventory Turnover – 3.29
- iii. Interest Coverage Ratio – 7.80
- iv. Current Ratio – 1.72
- v. Debt Equity Ratio – 0.78
- vi. Operating Profit Margin (%) – 10.37%
- vii. Net Profit Margin (%) – 7.80%
- viii. Details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof.-

Disclosure of Accounting Treatment:

Being the listed public limited company, the Indian Accounting Standards (IND-AS) are applicable on the company and the standards as on date notified were applied while preparing the financial statements.

Cautionary Statement

Statements in the Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations, predictions & contains forward looking statements within the meaning of applicable rules and regulations. It contains forward looking statements which are made in good faith based on the information available at the time of its approval. It is believed that the expectations reflected in these statements are reasonable but they may be affected by a number of risks and uncertainties that are inherent in any forward looking statement which could cause actual results to differ materially from those currently anticipated.

By Order of the Board
for Gorani Industries Limited

Date: 19/8/2022
Place: Indore

Nakul Gorani
Sd/-
(Holding DIN 06543317)
(Chairman cum Whole Time Director)

Regd. Office:

Plot No. 32-33, Sector F,
Sanwer Road, Industrial Area,
Indore-452015 (M.P.)



INDEPENDENT AUDITORS' REPORT

To the Members of

Gorani Industries Limited

Report on the Financial Statements

Opinion

We have audited the accompanying Ind AS financial statements of **Gorani Industries Limited** ("the Company"), which comprise the Balance Sheet as at **March 31, 2022**, the Statement of Profit and Loss (including the statement of Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and notes to the Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind-AS financial statements give the information required by the Companies Act, 2013 ("the Act"), in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the act read with the companies (Indian Accounting Standards) Rules, 2015 as amended ("Ind-AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2022, and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS 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 Ind AS financial statements under the provisions of the Act, and the Rules made 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 is sufficient and appropriate to provide a basis for our opinion on the Ind AS.

Key Audit Matters

Key audit matters are those matters that, in our professional

judgment, were of most significance in our audit of the Ind-AS financial statements of the current period. These matters were addressed in the context of our audit of the Ind-AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there is no key audit matter to communicate in our report.

Information other than the Ind AS financial statements and Auditors' Report thereon

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Ind AS financial statements and our auditor's report thereon.

Our opinion on the Ind AS 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 Ind AS Financial Statements, our responsibility is to read the other information identified above and, in doing so, consider whether such other information is materially inconsistent with the Ind AS 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 a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the 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 financial statements that 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 ("Ind AS") specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 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 Ind AS financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the 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.

That Management and Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibility for the Ind AS financial statements

Our objectives are to obtain reasonable assurance about whether the Ind-AS 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 Ind-AS financial statements.

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

1. Identify and assess the risks of material misstatement of the Ind-AS 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 from one resulting from error, as fraud may involve collusion, forgery, intentional omissions,

misrepresentations, or the override of internal control.

2. 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 Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. 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 Ind AS 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.
5. Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS 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 Ind AS 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 (Auditors Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Sub-section (11) of Section 143 of the Act, we enclosed in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.

2. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

3. Further, as required by Section 143(3) of the Act, we report that:

- a. We have sought and obtained all the informations 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 it appears from our examination of those books.
- 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 relevant books of account.
- d. In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.

e. On the basis of the written representations received from the directors as on March 31, 2022, taken on record by the Board of Directors, none of the director is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164(2) of the Act.

f. With respect to the adequacy of the Internal Financial Controls over financial reporting of the Company with reference to these Ind-AS financial Statements and the operating effectiveness of such controls, refer to our separate report in "Annexure B" of this report.

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 as amended, in our opinion and to the best of our information and according to the explanation given to us:

- i. There is no pending litigation which impact the financial position of company and to be included in financial statements;
- ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses; hence no provision was required to be made; and
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. (a) The management has represented that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on



behalf of the Ultimate Beneficiaries.

- (b) The management has represented, that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (c) Based on such audit procedures that the auditor has considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.
- v. The Company has not declared or paid dividend during the year.

For : **SANDEEP SURENDRA JAIN & CO.**

Chartered Accountants

Firm Reg. No. 010172

Place : INDORE

Date : 16-05-2022

UDIN : 22409674AJANCB9995

CA. SEEMA VIJAYVARGIYA

Partner

Membership No. 409674



ANNEXURE “A” REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING OF “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” SECTION OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF GORANI INDUSTRIES LIMITED ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022

(i) In respect of the Company’s property, plant and equipment:

(a) (i) The Company has maintained proper records to show full particulars, including quantitative details and situation of its property, plant and equipment.

(ii) The Company does not have any intangible assets.

(b) All property, plant and equipment of the Company are physically verified by the management at regular intervals, which in our opinion, is reasonable considering the size of the Company and the nature of assets. During the year, as informed to us by management, no material discrepancies have been noticed on such verification.

(c) According to the information and explanation given to us and the records examined by us, we report that the title deeds, comprising all the immovable properties are held in the name of the Company as at the balance sheet date.

(d) The company has not revalued any of its property, plant and equipment and intangible assets during the year.

(e) No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(ii) In respect of Company’s inventory:

(a) As explained to us, the inventories of finished goods, semi-finished goods, stores, spare parts and raw materials were physically verified at regular intervals by the Management. In case of inventories lying

with third parties, certificates of stocks holding have been received. The discrepancies noticed on physical verification of stocks as compared to book records were not material and have been properly dealt with in the books of account.

(b) According to information and explanations given to us and on the basis of our examination of the records of the company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. In our opinion, the quarterly statements filed by the company with the banks against sanctioned working capital loan are in agreement with books of accounts.

(iii) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Consequently, the provisions of clauses 3(iii) (a), (b), (c), (d), (e) & (f) of the order are not applicable to the Company.

(iv) In our opinion and according to information and explanations given to us, the Company has not granted any loans or provided any guarantees or security to the parties covered under Section 185 or 186 of the Act. Accordingly, paragraph 3(iv) of the Order is not applicable to the Company.

(v) According to the information and explanation given to us, the company has not accepted deposits from public during the year. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.

(vi) According to the information and explanation given to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the



Company. Accordingly, paragraph 3(vi) of the Order is not applicable to the Company.]

(vii) In respect of statutory dues:

- a) According to the records of the Company, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, duty of custom, goods & service tax, cess and other statutory dues applicable to it. As per the records of the Company, as at March 31, 2022, the Company does not have any undisputed statutory dues which are outstanding for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us, there are no dues of Income-tax or Sales tax or Service tax or Goods and Services tax or duty of Customs or duty of Excise or Value added taxes which have not been deposited by the Company on account of disputes. Except in the matter of service tax a demand of Rs. 209140/- on account of RCM payable on Ocean Freight is proposed through SCN however, the order is pending due to nation-wide dispute on the subject matter. Secondly, Income tax demand on account of delay payment in PF and ESIC to the tune of Rs. 281387/- (AY 2018-19 Rs. 94921/-, A.Y. 2019-20 Rs. 64726/- and for AY 2020-21 Rs. 121740/-) is confirmed against which appeals have been filed and decision is pending.

(viii) In our opinion and according to the information and explanations given to us and based on our examination of the records of the company, there were no such unrecorded transaction in the books of account which were surrendered or disclosed as income during the year in tax assessments under Income Tax Act, 1961 (43 of 1961).

(ix) According to the information and explanations given to us, based on our examination of the

records of the company and on the basis of overall examination of the Balance Sheet of the Company,

- (a) The Company has not defaulted in the repayment of loans or borrowings or in the payment of interest thereon to any banks, financial institutions, government or other lender.
 - (b) The company is not declared willful defaulter by any bank or financial institution or other lender.
 - (c) The term loan taken during were applied for the purpose for which the loan was obtained.
 - (d) Funds raised on short term basis have not been utilised for long term purposes.
 - (e) The company has not taken any such type of funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
 - (f) The company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x) a) On the basis of overall examination of the Balance Sheet of the Company, according to the information and explanations provided to us and based on our examination of the records of the company we report that money raised by way of term loans were applied for the purposes for which those were raised. The Company did not raise any money by way of initial public offer or further public offer (including debt instrument).
- (b) Based on our audit procedures and according to the information given by the management, the Company has made preferential issue of warrants convertible into shares and the requirements of Section 42 and 62 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which the funds was raised.



- (xi) a) According to the information and explanations given to us and based on our examination of the records of the company, no material fraud by the Company or on the Company by its officers or employees was noticed or reported during the year.
- b) According to the information and explanations given to us and based on our examination of the records of the company, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- c) According to the information and explanations given to us and based on our examination of the records of the company, there are no whistle blower complaints received by the Company during the year.
- (xii) Company is not a Nidhi Company as prescribed under Section 406 of the Act. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company
- (xiii) According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable Indian 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 an internal audit system commensurate with the size and nature of its business and the reports of the Internal Auditors for the period under audit were considered by us.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) a) As our audit procedure, and according to the information and explanation given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence provisions of clauses 3(xvi)(a)(b)(c) of the order are not applicable to the company.
- d) According to information and explanations given to us during the course of audit, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year
- (xviii) There has been no resignation of the statutory auditors of the Company during the year. Accordingly, clause 3(xviii) of the order is not applicable.
- (xix) In our opinion and according to the information and explanations given to us and based on our examination of the records of the Company, on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which cause us to believe that any material uncertainty exists as on the date of the audit report that the company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We



Gorani Industries Ltd.

further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) a) In our opinion and according to the information and explanations given to us and based on our examination of the records of the Company, there was no such unspent amount to be transferred to fund specified in Schedule VII to the Companies Act. Accordingly, paragraphs 3(xx)(a) of the Order are not applicable.

- b) The Company does not have ongoing projects under section 135 of the Companies Act. Accordingly, paragraphs 3(xx)(b) of the Order are not applicable.

For : **SANDEEP SURENDRA JAIN & CO.**

Chartered Accountants

Firm Reg. No. 010172

Place : INDORE

Date : 16-05-2022

UDIN : 22409674AJANCB9995

CA. SEEMA VIJAYVARGIYA

Partner

Membership No. 409674



ANNEXURE “B” AS REFERRED TO IN PARAGRAPH 3(f) UNDER THE HEADING OF “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” SECTION OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF GORANI INDUSTRIES LIMITED LIMITED ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022

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 Gorani Industries Limited ('the Company') as of March 31, 2022 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting with reference to Ind-AS financial statements and such internal financial controls over financial reporting with reference to these Ind-AS financial statements were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal controls 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 Act.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these Ind-AS financial statements based on our audit. We have 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 Act, 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 were 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 over financial reporting with reference to these Ind-AS financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these Ind-AS financial statements, 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 Ind AS 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 with reference to these Ind-AS financial statements.

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting with reference to these Ind-AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes



Gorani Industries Ltd.

in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these Ind-AS financial statements 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 Ind AS 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 unauthorized 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 with reference to these Ind-AS financial statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these Ind-AS financial statements, 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 with reference to these Ind-AS financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these Ind-AS financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For : **SANDEEP SURENDRA JAIN & CO.**

Chartered Accountants

Firm Reg. No. 010172

Place : INDORE

Date : 16-05-2022

UDIN : 22409674AJANCB9995

CA. SEEMA VIJAYVARGIYA

Partner

Membership No. 409674



Gorani Industries Ltd.

BALANCE SHEET AS AT 31ST MARCH 2022

CIN : L28121MP1995PLC009170

PARTICULARS	Note No.	31 st March 2022	31 st March 2021
		₹ in Lakhs	₹ in Lakhs
ASSETS			
Non Current Assets			
Property Plant & Equipment	2	334.20	283.27
Capital Work in Progress		2.19	5.53
Other Non-Current Assets	3	5.09	5.41
Current Assets			
Inventories	4	953.54	326.25
Financial Assets			
Trade Receivables	5	505.66	448.19
Cash and Cash Equivalent	6	155.13	86.23
Other Current Financial Assets	7	3.67	3.47
Current Tax Asset (Net)	-	-	-
Other Current Assets	8	121.17	34.49
Total		2,080.65	1,192.84
EQUITY			
Share Capital	9	487.51	487.51
Other Equity	10	479.53	89.59
LIABILITIES			
Non-current liabilities			
Financial Liabilities			
Borrowings	11	73.00	-
Provisions	12	11.94	5.92
Deferred Tax Liabilities	13	19.99	21.82
Current liabilities			
Financial Liabilities			
Borrowings	14	677.42	273.57
Lease Liability	15	0.06	0.08
Trade Payables	16		
Dues of micro & small enterprises		53.44	87.13
Dues other than micro & small enterprises		153.72	105.48
Other Financial Liabilities	17	47.34	78.59
Other Current Liabilities	18	51.74	33.97
Current Tax Liability (Net)	19	24.96	9.18
Total		2,080.65	1,192.84
Significant Accounting Policies and Notes on Financial Statements	1 to 47		

For and on behalf of the Board

As per our report of even date
For **SANDEEP SURENDRA JAIN & CO.**
Chartered Accountants
Firm Reg. No. 010172C

(Sanjay Gorani)

Managing Director

DIN :- 00055531

(Anil Gorani)

Whole Time Director

DIN : 00055540

(Nakul Gorani)

Whole Time Director

DIN : 06543317

(Sachi Samaria)

Company Secretary

(C.S. Sharma)

C.F.O.

CA. Seema Vijayvargiya

Partner

M.No. 409674

Place : Indore

Date : 16th May, 2022

UDIN : 21409674AAAAAG5421



Gorani Industries Ltd.

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2022

CIN : L28121MP1995PLC009170

PARTICULARS	Note No.	31 st March 2022	31 st March 2021
		₹ in Lakhs	₹ in Lakhs
Income			
I Revenue from Operations	20	2,875.51	1,839.80
II Other income	21	11.30	11.68
III Total Income (I+II)		2,886.81	1,851.48
IV Expenses			
Cost of Materials Consumed	22	2,095.63	1,309.58
Purchases of Trading Goods		15.37	41.74
Changes in inventories of finished goods, work in progress and Stock-in-trade	23	(6.38)	21.70
Employee benefits expenses	24	354.42	228.28
Finance costs	25	39.24	13.45
Depreciation and Amortization expenses	2	38.17	32.41
Other expenses	26	123.75	113.03
Total (IV)		2,660.20	1,760.19
V Profit Before Exceptional and Tax (III-IV)		226.61	91.29
VI Exceptional items		-	-
VII Profit Before Tax (V-VI)		226.61	91.29
VIII Tax expenses			
Current tax		60.28	25.10
Deferred tax		0.02	0.20
Total tax expenses		60.30	25.30
IX Profit/(loss) for the year (VII-VIII)		166.31	65.99
X Other Comprehensive Income			
(i) Items that will not be reclassified to profit & loss			
Remeasurements of net defined benefit plans		(7.35)	1.43
Income tax relating to above items		1.85	(0.36)
XI Total Comprehensive Income for the year (IX+X)		160.81	67.06
Earnings per Share			
Equity Shares of ₹10 each			
Basic		3.41	1.35
Diluted		3.39	1.35
Significant Accounting Policies and Notes on Financial Statements	1 to 47		

For and on behalf of the Board

As per our report of even date
For **SANDEEP SURENDRA JAIN & CO.**
Chartered Accountants
Firm Reg. No. 010172C

(Sanjay Gorani) (Anil Gorani) (Nakul Gorani) (Sachi Samaria) (C.S. Sharma) CA. Seema Vijayvargiya
Managing Director Whole Time Director Whole Time Director Company Secretary C.F.O. Partner
DIN :- 00055531 DIN : 00055540 DIN : 06543317 UDIN : 21409674AAAAAG5421
Place : Indore
Date : 16th May, 2022


Gorani Industries Ltd.
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2022

CIN : L28121MP1995PLC009170

PARTICULARS	Note No.	31 st March 2022	31 st March 2021
		₹ in Lakhs	₹ in Lakhs
Cash flow from operating Activities			
Net profit before taxation		226.61	91.29
Add adjustments for :			
Depreciation / amortisation		38.17	32.41
Interest income		(0.19)	(0.42)
Interest Expense on lease Liability		0.01	0.01
Finance Cost		39.24	13.45
Unrealised foreign exchange difference		0.07	(0.19)
Loss on Sale of Asset		-	-
Employee Benefit Expense		(1.33)	4.99
Operating profit before working capital changes		302.58	141.54
Adjustments for changes in working capital :			
- Trade and other receivables		(57.48)	156.51
- Inventories		(627.29)	(19.79)
- Other financial assets		(0.20)	-
- Other current assets		(86.67)	(10.34)
- Trade and other payables		(16.77)	(117.41)
- Other current liabilities		17.76	7.22
Cash generated from operation		(468.07)	157.73
- Taxes paid (net)		44.50	15.77
Net cash from Operating Activities (A)		(512.57)	141.96
Cash flow from Investing Activities			
(Purchase) / Sales of fixed assets		(85.76)	(35.60)
Interest Income		0.19	0.42
Increase/(Decrease) in other non current assets		0.33	(1.11)
Net cash used in Investing Activities (B)		(85.24)	(36.29)
Cash flow from Financing Activities			
Finance Cost		(39.24)	(13.45)
Payment of Lease Liability		(0.02)	(0.02)
Proceeds from Share Warrants		229.12	-
Increase/(Decrease) in Short term Borrowings		403.85	(48.58)
Increase/(Decrease) in other non current liabilities		73.00	(9.78)
Net cash used in Financing Activities (C)		666.71	(71.83)
Net increase in cash and cash equivalents (A+B+C)		68.90	33.84


Gorani Industries Ltd.
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2022

CIN : L28121MP1995PLC009170

PARTICULARS	Note No.	31 st March 2022	31 st March 2021
		₹ in Lakhs	₹ in Lakhs
Cash and cash equivalents at the beginning of the year		86.23	52.39
Cash and cash equivalents at the end of the year		155.13	86.23
Cash in Hand		2.87	2.51
Balance In Current Accounts with Scheduled Bank		152.26	83.72
		155.13	86.23
Significant Accounting Policies and Notes on Financial Statements	1 to 47		

For and on behalf of the Board

As per our report of even date
For **SANDEEP SURENDRA JAIN & CO.**
Chartered Accountants
Firm Reg. No. 010172C

(Sanjay Gorani) Managing Director DIN :- 00055531 Place : Indore Date : 16 th May, 2022	(Anil Gorani) Whole Time Director DIN : 00055540	(Nakul Gorani) Whole Time Director DIN : 06543317	(Sachi Samaria) Company Secretary	(C.S. Sharma) C.F.O.	CA. Seema Vijayvargiya Partner M.No. 409674 UDIN : 21409674AAAAAG5421
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Gorani Industries Ltd.
STATEMENT OF CHANGES IN EQUITY

CIN : L28121MP1995PLC009170

A. Equity Share Capital

Particulars	Amount in Lakhs
As at 31st March, 2020	487.51
Changes in equity share capital	-
As at 31st March, 2021	487.51
Changes in equity share capital	-
As at 31st March, 2022	487.51

B. Other Equity

	Reserve & Surplus		Money received against share warrants	Total
	Capital Reserve	Retained Earnings		
Balance as on 31, March 2020	29.01	(6.49)	-	22.52
As At 1, April 2020	29.01	(6.49)	-	22.52
Impact on account of IND AS 116		-	-	-
	29.01	(6.49)	-	22.52
Profit for the period	-	65.99	-	65.99
Other comprehensive income	-	1.07	-	1.07
Total comprehensive income	-	67.07	-	67.07
Balance as on 31, March 2021	29.01	60.58	-	89.59
As At 1, April 2021	29.01	60.58	-	89.59
	29.01	60.58	-	89.59
Profit for the period	-	166.31	-	166.31
Other comprehensive income	-	(5.50)	-	(5.50)
Total comprehensive income	-	160.81	-	160.81
Money received against share warrants	-	-	229.13	229.13
Balance as on 31, March 2022	29.01	221.39	229.13	479.53

For and on behalf of the Board

As per our report of even date
For **SANDEEP SURENDRA JAIN & CO.**
Chartered Accountants
Firm Reg. No. 010172C

(Sanjay Gorani) Managing Director DIN :- 00055531 Place : Indore Date : 16 th May, 2022	(Anil Gorani) Whole Time Director DIN : 00055540	(Nakul Gorani) Whole Time Director DIN : 06543317	(Sachi Samaria) Company Secretary	(C.S. Sharma) C.F.O.	CA. Seema Vijayvargiya Partner M.No. 409674 UDIN : 21409674AAAAAG5421
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Note -1
1.1 CORPORATE INFORMATION

Gorani Industries Limited (the 'Company') is a public limited Company domiciled and incorporated in India having its registered office at Plot no. 32-33, Sector-F, Sanwer Road, Industrial Area, Indore – 452015. The Company's shares are listed since 1996 and traded on the BSE. The Company is engaged in the manufacture, trading and sale of kitchenware. The financial statements of the Company for the year ended March 31, 2022, were approved by the Board of Directors and authorized for issue on May 16, 2022.

1.2 SIGNIFICANT ACCOUNTING POLICIES FOLLOWED BY THE COMPANY

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

A] Basis for preparation:
i. Compliance with Ind AS

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

ii. Basis of measurement

The financial statements have been prepared on an accrual basis and in accordance with the historical cost convention except:

- a) Certain financial assets that are measured at fair value.
- b) Defined benefit plans measured at fair value.

B] Use of Judgments and Estimates

The estimates and judgements used in the preparation of financial statements are continuously evaluated by the company and are based on historical experience and various other assumptions and factors that were reasonable under the circumstances. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

C] Functional and Presentation Currency

The functional and presentation currency of the company is the Indian Rupees (INR).

D] Foreign Currency Transaction

The transactions in foreign currencies are recorded at the rate prevailing on the date of the transaction. Monetary items denominated in foreign currency are restated at the rate prevailing on the balance sheet date. Exchange gains/ losses on settlement and on conversion of monetary items denominated in foreign currency are dealt with in the profit and loss account.

E] Property, Plant and Equipment

Property, plant and equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Cost includes expenditure that is directly attributable to the acquisition and installation of the assets. 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 Company and the cost of the item can be measured reliably. All other repairs and maintenance cost are charged to the Statement of Profit and Loss during the period in which they are incurred.

F] Depreciation methods, estimated useful lives and residual value

Depreciation on property, plant and equipment has been provided on useful life of the assets as prescribed in the Schedule II to the Companies Act, 2013. Assets which are purchased, sold or scrapped during the year, depreciation has been provided on pro-rata basis. The estimated useful life of items of Property, Plant & Equipments are as follows :



Gorani Industries Ltd.

Type of Asset	Estimated Useful life
Building	30
Plant & Machinery	15
Dies & Tools	15
Office Equipments	5
Laboratory Equipments	10
Electrical Installations	10
Furniture & Fixture	10
Computer	3
Air Conditioner	10
ETP	15
Vehicles	10
Vehicles	8
Fire Fighting Equipments	5

The residual values and useful lives of Property, Plant & Equipments are reviewed at each financial year and adjusted prospectively.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit & Loss.

G] Financial Instruments

Initial recognition and measurement :

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value.

(1) Financial Assets:

The company classifies its financial assets as follows:

- a) Financial Assets at amortised cost: Assets that are held for collection of contractual cash flows where these cash flows represent solely payments of principal and interest are measured at amortised cost.

Financial assets are measured initially at fair value and subsequently carried at amortised cost using the effective interest method. Financial assets at amortised cost are represented by security deposits with others.

- b) Fair value of current assets such as trade receivables, cash and cash equivalents

approximate their carrying amounts largely due to short term maturities.

(2) Financial Liabilities:

- a) Fair value of current liabilities such as trade payables, borrowings and other financial liabilities approximate their carrying amounts due to short term maturities.

H] Inventories

Inventories of raw materials, work in progress, stores and spares, finished goods and stock in trade are stated at the lower of cost or net realizable value. Cost is determined on the basis of FIFO method. The cost comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

I] Cash & Cash Equivalents:

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

J] Employee Benefits

a. Short Term Benefits:

Liabilities for wages and salaries benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

b. Defined Contribution Plans:

Payments to defined contribution plan viz. government administered provident funds and ESIC are recognized as an expense when employees have rendered service entitling them to contributions.

c. Post Employment / Termination Benefits:

Company has established a separate fund with Life Insurance Corporation of India. Liability on these benefits is calculated and provided based on actuarial valuation provided by independent actuary using "Projected unit credit" method.


K] Borrowing Cost

Borrowing cost that is attributable to the acquisition or construction of qualifying assets is capitalized as part of the cost of such assets. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing cost is recognized as an expense in the period in which they are incurred.

L] Income tax
a) Current tax :

Current tax is measured at the amount of tax expected to be payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961. Tax payable is calculated using the tax rates that have been enacted by the end of the reporting period.

b) Deferred Tax :

Deferred tax is recognized using the balance sheet approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting on the reporting date.

Deferred tax are recognized to the extent it is probable that taxable profit will be available against which the deductible differences against which the temporary differences and losses will be adjusted. Tax rate used to compute the tax is those that have been enacted by the end of the reporting period.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

M] Revenue Recognition

The Company derives revenue primarily from sale of manufactured and traded goods. The Company recognises revenue on the basis of Ind AS 115 – 'Revenue from contracts with customers' which establishes a comprehensive framework for

determining whether, how much and when revenue is to be recognized.

Revenue from sale of goods is recognized when control of the products being sold is transferred to our customer and when there are no longer any unfulfilled obligations.

The Performance Obligations in our contracts are fulfilled at the time of dispatch or delivery.

Revenue is measured at fair value of consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government such as goods and service tax etc. Revenue is only recognized to the extent that it is highly probable a significant reversal will not occur.

Interest income is recognised on accrual basis or by using the effective interest method, wherever applicable.

N] Earning per share

The company presents Basic and Diluted earnings per share data for its equity shares. Basic and diluted earnings per share are calculated by dividing the profit or loss attributable to equity shareholders of the company by the weighted average number of equity shares outstanding during the year.

O] Provisions, Contingent Liabilities and Assets:

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made. Disclosure is not made if the possibility of an outflow of future economic benefits is remote.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the



control of the entity. The Company does not recognise a contingent asset.

P] Research & Development:

Capital expenditure on research and development is treated in the same way as expenditure on Fixed Assets. The revenue expenditure on Research & Development is written off in the year in which it is incurred.

Q] Impairment :

The Company on an annual basis makes an assessment of any indicator that may lead to impairment of assets. If any such indication exists, the company estimates the recoverable amount of the assets. If such recoverable amount is less than the carrying amount, then the carrying amount is reduced to its recoverable amount by treating the difference between them, as impairment loss and the same is charged to profit & loss account. Based on the aforesaid review, the Company is of opinion that there is no impairment of any of its fixed assets as at 31st March 2022.

R] Fair Value Measurement :

The Company classifies the fair value of its financial instruments in the following hierarchy, based on the inputs used in their valuation:

- i) Level:1 The fair value of financial instruments quoted in active markets is based on their quoted closing price at the balance sheet date.
- ii) Level:2 The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques using observable market data. Such valuation techniques include discounted cash flows, dealer quotes for similar instruments and use of comparable arm's length transactions.
- iii) Level:3 The fair value of financial instruments that are measured on the basis of entity specific valuations using inputs that are not based on observable market data (unobservable inputs). When the fair value of unquoted instruments cannot be measured with sufficient reliability, the Company carries such instruments at cost less impairment, if applicable.

S] Leases (IND AS 116)

The Company assesses whether a contract contains a lease, at the inception of the contract. A contract is, or contains, a lease if the contract conveys the right to

control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company considers whether (i) the contract involves the use of identified asset; (ii) the Company has substantially all of the economic benefits from the use of the asset through the period of lease and (iii) the Company has right to direct the use of the asset.

As a lessee

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the site on which it is located, less any lease incentives received.

The right-to-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-to-use asset or the end of the lease term. The estimated useful lives of right-to-use assets are determined on the same basis as those of property, plant and equipment. In addition, the right-to-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprises of fixed payments, including in-substance fixed payments, amounts expected to be payable under a residual value guarantee and the exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option.

The Company has elected not to recognise right-to-use assets and lease liabilities for short term leases that



have a lease term of less than or equal to 12 months with no purchase option and assets with low value leases. The Company recognises the lease payments associated with these leases as an expense in statement of profit and loss over the lease term. The related cash flows are classified as operating activities.

T] Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

U] Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs rupees upto two decimal places.

V] Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit & Loss.



Gorani Industries Ltd.

Notes Forming Part of Financial Statement

CIN : L28121MP1995PLC009170

2. Property Plant & Equipment

	Leasehold Land	Building	Plant & Machinery	Dies & Tools	Office Equip-ments	Laboratory Equip-ments	Electrical Install-ations	Furniture & Fixtures	Computer	Air Condit-ioner	ETP	Vehicles	Fire Fighting Equip-ments	Total
Gross carrying Amount														
Balance as at 01.04.2020	4.89	103.71	134.47	52.44	6.25	0.86	0.90	10.14	2.16	0.89	0.00	63.85	0.00	380.56
Additions	-	-	7.61	13.93	0.54	-	-	2.13	6.50	-	-	-	-	30.71
Disposals														-
Reclassification as held for sale														
Balance as at 31.03.2021	4.89	103.71	142.08	66.37	6.79	0.86	0.90	12.27	8.66	0.89	0.00	63.85	0.00	411.27
Balance as at 01.04.2021	4.89	103.71	142.08	66.37	6.79	0.86	0.90	12.27	8.66	0.89	0.00	63.85	0.00	411.27
Additions	-	12.99	42.70	31.34	0.11	0.35	0.19	1.32	0.10	-	-	-	-	89.10
Disposals														-
Reclassification as held for sale														
Balance as at 31.03.2022	4.89	116.70	184.78	97.71	6.90	1.21	1.09	13.59	8.76	0.89	0.00	63.85	0.00	500.37
Accumulated Depreciation														
Balance as at 01.04.2020	4.07	25.81	39.14	5.49	1.32	0.28	0.90	1.26	1.21	0.35	-	15.76	-	95.59
Additions	0.16	7.40	9.38	4.03	1.19	0.09	0.00	1.01	1.60	0.11	-	7.44	-	32.41
Disposals														-
Reclassification as held for sale														
Balance as at 31.03.2021	4.23	33.21	48.52	9.52	2.51	0.37	0.90	2.27	2.81	0.46	-	23.20	-	128.00
Balance as at 01.04.2021	4.23	33.21	48.52	9.52	2.51	0.37	0.90	2.27	2.81	0.46	-	23.20	-	128.00
Additions	0.16	9.74	10.07	5.51	1.26	0.08	0.01	1.30	2.53	0.07	-	7.44	-	38.17
Disposals														-
Reclassification as held for sale														
Balance as at 31.03.2022	4.39	42.95	58.59	15.03	3.77	0.45	0.91	3.57	5.34	0.53	-	30.64	-	166.17
Net Carrying Amount														
Balance as at 31.03.2021	0.66	70.50	93.56	56.85	4.28	0.49	0.00	10.00	5.85	0.43	0.00	40.65	0.00	283.27
Balance as at 31.03.2022	0.50	73.75	126.19	82.68	3.13	0.76	0.18	10.02	3.42	0.36	0.00	33.21	0.00	334.20



Gorani Industries Ltd.

NOTES FORMING PART OF FINANCIAL STATEMENT

CIN : L28121MP1995PLC009170

PARTICULARS	31st March 2022	31st March 2021
	Rs.	Rs.
3. Other Non-Current Asset		
Security Deposits with Government authorities	4.82	4.73
Prepaid Expenses	0.27	0.68
Total	5.09	5.41
4. Inventories (at lower of cost or net realisable value)		
Raw Material	787.68	162.71
Finished Goods	142.78	74.38
Work In Process	-	49.45
Stock-in-Trade	18.28	29.44
Stores and Spares	4.31	8.37
Scrap	0.49	1.90
Total	953.54	326.25
5. Trade Receivables *		
Considered good- Secured	-	-
Considered good - Unsecured	505.66	448.19
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables - Credit impaired	-	-
	505.66	448.19
Less : Impairment loss allowance		-
Total	505.66	448.19
*For Ageing of Trade Receivables refer note no. 36.		
6. Cash and Cash Equivalents		
Cash in Hand	2.87	2.51
Balance In Current Accounts with Scheduled Bank	152.26	83.72
Total	155.13	86.23
7. Other Current Financial Assets		
Security Deposits with Others	3.67	3.47
Total	3.67	3.47
8. Other Current Assets		
Amount Lying with Government Authorities	44.00	8.51
Prepaid Insurance & Expenses	1.87	2.18
Advance to Supplier	68.83	17.45
Advance to Staff	6.47	6.35
Total	121.17	34.49


Gorani Industries Ltd.
NOTES FORMING PART OF FINANCIAL STATEMENTS

CIN - L28121MP1995PLC009170

PARTICULARS	31st March 2022	31st March 2021
	Rs.	Rs.
9. Share Capital		
Authorised		
6000000 Equity Shares of Rs. 10/- each		
[Previous Year : 6000000 Equity Shares of Rs. 10/- each]	600.00	600.00
	-	-
Issued and Subscribed		
4875100 Equity Shares of Rs. 10/- each.	487.51	487.51
[Previous Year : 4875100 Equity Shares of Rs. 10/- each]		-
Total	487.51	487.51
	-	
Paid up		
4875100 Shares of Rs.10/- each fully paidup	487.51	487.51
[Previous Year : 4875100 Equity Shares of Rs. 10/- each]		-
Total	487.51	487.51
	-	
A. Reconciliation of Shares:		
Number of Shares as at April, 1	48.75	48.75
Add: Shares issued during the year	-	-
Less: Shares forfeited during the year	-	-
Number of shares as at March, 31	48.75	48.75
B. List of Share holders having 5% or more Shares (In Nos)		
Name Of Shareholders		
Narendra Kumar Gorani	8.02 (16.45%)	8.02 (16.45%)
Online Appliances LLP	8.41 (17.24%)	8.41 (17.24%)
Sanjay Gorani	8.79 (18.04%)	8.79 (18.04%)
Shanta Devi Gorani	2.85 (5.85%)	2.85 (5.85%)
Anil Gorani	6.07 (12.44%)	6.07 (12.44%)



Gorani Industries Ltd.

NOTES FORMING PART OF FINANCIAL STATEMENT

CIN : L28121MP1995PLC009170

PARTICULARS

31st March 2022

31st March 2021

C. Details of the Shareholding of the Promoters along with changes, if any, during the Financial Year

Shares held by promoters at the end of the Year 31st March 2022

PARTICULARS	No. of Shares	% of total shares	% Change during the Year
Sanjay Gorani	8,79,300	18.04%	0.00%
Narendra Kumar Gorani	8,01,800	16.45%	0.00%
Anil Gorani	6,06,700	12.44%	0.00%
Shanta Devi Gorani	2,85,200	5.85%	0.00%
Balkishan Gorani	1,50,100	3.08%	0.00%
Nakul Gorani	60,362	1.24%	0.00%
Manju Gorani	40,100	0.82%	0.00%
Geet Gorani	25,000	0.51%	0.00%
Hema Gorani	2,500	0.05%	0.00%
Total	28,51,062	58.48%	

Shares held by promoters at the end of the Year 31st March 2021

PARTICULARS	No. of Shares	% of total shares	% Change during the Year
Sanjay Gorani	8,79,300	18.04%	0.00%
Narendra Kumar Gorani	8,01,800	16.45%	0.00%
Anil Gorani	6,06,700	12.44%	9.65%
Shanta Devi Gorani	2,85,200	5.85%	0.00%
Balkishan Gorani	1,50,100	3.08%	0.00%
Nakul Gorani	60,362	1.24%	100.00%
Manju Gorani	40,100	0.82%	0.00%
Geet Gorani	25,000	0.51%	100.00%
Hema Gorani	2,500	0.05%	0.00%
Total	28,51,062	58.48%	



Gorani Industries Ltd.

NOTES FORMING PART OF FINANCIAL STATEMENT

CIN : L28121MP1995PLC009170

10. Other Equity

	Reserve & Surplus		Money received against share warrants	Total
	Capital Reserve	Retained Earnings		
As At 1, April 2020	29.01	(6.49)	-	22.52
Impact on account of Adoption of IND AS 116				
	29.01	(6.49)	-	22.52
Profit for the year	-	65.99	-	
Other comprehensive income	-	1.07	-	1.07
Total comprehensive income	-	67.07	-	67.07
Balance as on 31, March 2021	29.01	60.58	-	89.59
As At 1, April 2021	29.01	60.58	-	89.59
Impact on account of Adoption of IND AS 116				
	29.01	60.58	-	89.59
Profit for the year		166.31	-	166.31
Other comprehensive income	-	(5.50)	-	(5.50)
Total comprehensive income		160.81	-	160.81
Money received against share warrants	-	-	229.13	229.13
Balance as on 31, March 2022	29.01	221.39	229.13	479.53



Gorani Industries Ltd.

NOTES FORMING PART OF FINANCIAL STATEMENT

CIN : L28121MP1995PLC009170

PARTICULARS	31st March 2022	31st March 2021
	Rs.	Rs.
11. Financial Liabilities		
Borrowings (non-current)		
Secured	73.00	-
Term Loan from Axis Bank Ltd.	-	-
(The working capital loan is secured by Hypothecation of current assets i.e. Stock & Book Debts etc. of the company and Equitable mortgage on leasehold property situated at Plot No. 32 and 33, Sector F, Sanwer Road, Industrial Area, Indore, loan is also guaranteed by the Directors and for previous year the working capital loan is secured by a first charge on all the current assets Hypothecation of Stock & Book Debts of the company. And by way of second charge on fixed assets loans are also guaranteed by the Directors.)		
Total	73.00	-
12. Provisions		
Provision for Gratuity (Net of Plan Asset)	11.94	5.92
Total	11.94	5.92
13. Deferred Tax Liabilities		
Net Deferred tax liabilities (Refer Note 32)	19.99	21.82
Total	19.99	21.82
14. Borrowings		
Secured		
Banks- Cash Credit	593.28	244.43
(The working capital loan is secured by Hypothecation of current assets i.e. Stock & Book Debts etc. of the company and Equitable mortgage on leasehold property situated at Plot No. 32 and 33, Sector F, Sanwer Road, Industrial Area, Indore, loan is also guaranteed by the Directors and for previous year the working capital loan is secured by a first charge on all the current assets Hypothecation of Stock & Book Debts of the company. And by way of second charge on fixed assets loans are also guaranteed by the Directors.)		
Unsecured		
From Directors	29.14	29.14
From Promoters	55.00	-
(As per Stipulation of the sanction of CC limit by Axis Bank)		
Total	677.42	273.57
15. Lease Liability		
Leasehold Land	0.06	0.08
Total	0.06	0.08



Gorani Industries Ltd.

NOTES FORMING PART OF FINANCIAL STATEMENT

CIN : L28121MP1995PLC009170

PARTICULARS	31st March 2022	31st March 2021
	Rs.	Rs.
16. Trade Payables *		
Total Outstanding dues of Micro and Small Enterprises	53.44	87.13
Total Outstanding dues of Creditors other than Micro and Small Enterprises	153.72	105.48
Total	207.16	192.61

*For Ageing of Trade Payables refer note no. 37.

1. Trade Payables includes Rs. 53.44 Lakhs (Previous Year Rs. 87.13 Lakhs) due to creditors registered with the Micro, Small and Medium Enterprises Development Act, 2006
2. No Interest is Paid/ Payable during the year to Micro, Small and Medium Enterprises.
3. The Above information has been determined to the extent such parties could be identified on the basis of the information available with the company regarding the status of the supplier under the MSME Act.

PARTICULARS	31st March 2022	31st March 2021
	Rs.	Rs.
17. Other Financial Liabilities		
Current maturities of long term debts (within 12 Months)	-	9.78
Liability for Expenses	47.34	68.81
Total	47.34	78.59
18. Other Current Liabilities		
Advances From Customers	45.06	28.47
Taxes Duties and Other Payables	6.68	5.50
Total	51.74	33.97
19. Current Tax Liability (Net)		
Income tax payable (Net of Advance Tax, TDS)	24.96	9.18
	24.96	9.18
20. Revenue from Operation		
Sales		
Manufactured Goods	2,790.34	1,800.23
Trading Goods	76.88	34.53
Others - Scrap Sale	8.29	5.04
Total	2,875.51	1,839.80
Details of Sales (Manufactured Goods)		
Steel Frame and Others	-	40.40
L.P.G. Stoves	991.70	399.97
Gas Geysers	1,088.09	1,080.21
Rangehood (Chimney)	710.55	279.65
	2,790.34	1,800.23
Trading Goods	76.88	34.53
	2,867.22	1,834.76



Gorani Industries Ltd.

NOTES FORMING PART OF FINANCIAL STATEMENT

CIN : L28121MP1995PLC009170

PARTICULARS	31st March 2022	31st March 2021
	Rs.	Rs.
21. Other Income		
Interest	0.19	0.42
Foreign exchange gain	11.11	11.26
Total	11.30	11.68
22. Cost of Material Consumed		
Raw Materials' Consumed		
Stock at the beginning of the year	162.71	124.01
Add: Purchases	2,720.60	1,348.28
Less : Stock at the end of the year	(787.68)	(162.71)
	2,095.63	1,309.58
Details of Raw Material Consumed		
Iron & Steel	337.48	435.40
Other Raw Materials	76.40	73.48
Components & Stores	1,480.97	690.57
Packing Materials	200.78	110.13
	2,095.63	1,309.58
23. Change in Inventories		
Inventories at the Beginning of the Year		
Work-in Process	49.45	78.59
Finished Goods	74.38	88.20
Traded Goods	29.44	3.41
Scrap	1.90	6.67
	155.17	176.87
Less: Inventories at the End of the Year		
Work-in-Process	-	49.45
Finished Goods	142.78	74.38
Traded Goods	18.28	29.44
Scrap	0.49	1.90
	161.55	155.17
Decrease /(Increase) in Stock	(6.38)	21.70
24. Employee Benefit Expenses		
Salaries, Wages, Bonus etc.	242.39	145.53
Contribution to PF, ESIC & Other Statutory Funds	23.11	18.36
Workmen and Staff Welfare Expenses	1.75	1.32
Director Remuneration	78.00	56.50
Current Service Cost	8.97	6.42
Interest Cost	0.20	0.15
Total	354.42	228.28



Gorani Industries Ltd.

NOTES FORMING PART OF FINANCIAL STATEMENT

CIN : L28121MP1995PLC009170

PARTICULARS	31st March 2022	31st March 2021
	Rs.	Rs.
25. Finance Costs		
Interest Paid	33.31	11.78
Bank Charges	5.92	1.66
Finance Cost on Lease Liability	0.01	0.01
Total	39.24	13.45
26. Other Expenses		
Direct Expenses		
Consumptions of Store and Spares	14.73	7.01
Power and Fuel	34.31	35.05
Repairs To - Plant & Machinery	5.52	4.55
Repairs To - Dies	10.08	4.21
Repairs To - Electric	3.46	1.89
Laboratory Expenses	0.50	1.16
Other Factory Expenses	5.81	1.40
SUB TOTAL	74.41	55.27
Administrative and Other Expenses		
Insurance	2.58	2.58
Rent, Rates and Taxes	10.33	10.00
Office Expenses	3.26	1.67
ISO 9000 & Certification	0.08	0.08
Legal & Professional Charges	11.58	7.48
Books & Periodicals	0.01	0.01
Penalty & Fine	0.01	0.95
Share listing, Demat & Registrar Exp.	7.13	3.92
Postage & Courier	0.11	0.81
Telephone Expenses	0.62	0.73
Stationery & Printing	0.75	0.20
Director's Travelling & Conveyance	0.18	0.33
Payment to Auditors:	-	-
For Statutory Audit	0.65	0.65
For Tax Audit	0.15	0.15
For Others	0.10	0.10
Registration & Fees	1.18	0.97
Covid-19 Expenses	-	12.63
Donation	0.06	-
Balances Written OFF	3.56	0.05
Vehicle Running & Maintenance	4.55	3.46
Import Cancellation Charges	-	0.62
SUB TOTAL	46.89	47.39


Gorani Industries Ltd.
NOTES FORMING PART OF FINANCIAL STATEMENT

CIN : L28121MP1995PLC009170

PARTICULARS	31st March 2022	31st March 2021
	Rs.	Rs.
Selling & Distribution Expenses		
Advertisement & Publicity	0.54	0.67
Marking Fee	1.55	4.73
Freight Outwards	0.36	4.97
SUB TOTAL	2.45	10.37
TOTAL	123.75	113.03

27. Related Party Transactions

Related party disclosures, as required by Indian Accounting Standard 24, "Related Party Disclosures" issued by the Institute of Chartered Accountants of India for the year ended 31st March, 2022 are given below:

Name of the related parties and relationship

(a) Associate Companies

M/s Blow Hot Kitchen Appliances Private Limited

(b) Key Management Personnel and their relatives

Mr. Sanjay Gorani	Managing Director
Mr. Anil Gorani	Whole Time Director
Mr. Nakul Gorani	Whole Time Director
Mr. Narendra Gorani (Proprietor of Gangotri Industries)	Relative of Director
Mrs. Manju Gorani	Relative of Director
Mr. C.S.Sharma	CFO
Ms. Neerja Mandiya	Company Secretary


Gorani Industries Ltd.

(c) The transactions entered into with the related parties during the year along with related balances as at 31st March 2022 are as under:

Nature of Transaction	Related Parties Referred Above in	
	(a)	(b)
Loan Taken	-	55.00
	-	(0.15)
Repayment of Loan	-	-
	-	(50.00)
Amount Outstanding as at Balance Sheet Date	-	84.14
	-	(29.14)
Managerial Remuneration	-	78.00
	-	(56.50)
Remuneration to other KMP (CFO, CS)	-	6.67
	-	(3.56)
Gross Sale of Goods	0.03	0.00
	(648.68)	(67.11)
Gross Purchase of Goods	0.00	0.00
	(15.64)	(0.01)
Purchase of Assets	-	0.27
	-	-

Particulars	Loan taken	Loan Repaid	Amount Outstanding	Managerial Remuneration
Mr. Sanjay Gorani	-	-	-	24.00
	-	-	-	(24.00)
Mr. Nakul Gorani	-	-	2.14	36.00
	(0.15)	(50.00)	(2.14)	(18.00)
Mr. Anil Gorani	-	-	27.00	18.00
	-	-	(27.00)	(14.50)
Mr. Narendra Gorani	55.00	-	55.00	-
	-	-	-	-
Total	55.00	-	84.14	78.00
	(0.15)	(50.00)	(29.14)	(56.50)

Particulars	Gross Purchases	Gross Sales	Interest Received	Consultancy Fees Paid	Sale of Assets
M/s Blow Hot Kitchen Appliances Private Limited.	6.18	3,009.23	-	-	-
	(15.64)	(648.68)	-	-	-
Mr. Narendra Gorani (Proprietor of Gangotri Industries)	18.50	0.72	-	-	0.27
	(0.01)	(67.11)	-	-	-
Mr. Narendra Gorani	-	-	-	-	-
	-	-	-	-	-


Gorani Industries Ltd.
NOTES FORMING PART OF FINANCIAL STATEMENTS

CIN - L28121MP1995PLC009170

Details of Maximum Amount O/s during the year

Particulars	Amount (In Rs.)
Shri Nakul Gorani	2.14
Shri Anil Gorani	27.00
Shri Narendra Gorani	55.00
Total	84.14

28. Post Retirement Benefit Plans Gratuity:

PARTICULARS	As at 31st March 2022	As at 31st March 2021
A. Amount recognized in Balance Sheet		
(Present Value of Benefit Obligation at the end of the Period)	83.99	72.24
Fair Value of Plan Assets at the end of the Period	72.06	66.32
Funded Status (Surplus)/ Deficit	11.94	5.92
Unrecognised Past Service Cost/(Credit)	-	-
Unrecognised Asset due to Limit in Para 64(b)	-	-
Net Liability/(Asset) Recognized in the Balance Sheet	11.94	5.92

PARTICULARS	As at 31st March 2022	As at 31st March 2021
B. Amount recognized in the Statement of Profit & Loss as Employee Benefit Expense		
Current Service Cost	8.97	6.42
Net Interest Cost	4.31	4.09
Expected Return on Plan Assets	(4.11)	(3.93)
Past Service Cost	-	-
(Gain)/ Loss due to Settlements/Curtailments/Acquisitons/Divestitures	-	-
Unrecognised Asset due to Limit in Para 64(b)	-	-
Expense Recognized	9.17	6.57

PARTICULARS	As at 31st March 2022	As at 31st March 2021
C. Amount recognized in Other Comprehensive Income for the Current Period		
Amount Recognized in OCI, Beginning of the Period	(14.14)	(12.71)
Remeasurements Due To:-	-	-
Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions	-	-
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	(2.12)	(1.21)
Actuarial (Gains)/Losses on Obligations - Due to Experience	10.06	0.39
Return on Plan Asset (Excluding Interest)	0.59	0.62
Total remeasurements Recognised in OCI	(6.79)	(14.14)
Amount Recognized in OCI, End of the Period	(6.79)	(14.14)


NOTES FORMING PART OF FINANCIAL STATEMENTS

CIN - L28121MP1995PLC009170

PARTICULARS	As at 31st March 2022	As at 31st March 2021
D. Table showing Change in the Present Value of Projected Benefit Obligation		
Present Value of Benefit Obligation at the beginning of the period	72.24	70.06
Interest Cost	4.31	4.09
Current Service Cost	8.97	6.42
Actual Benefits Paid	(9.46)	(7.51)
Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions	-	-
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	(2.12)	(1.21)
Actuarial (Gains)/Losses on Obligations - Due to Experience Past Service Cost	10.06	0.39
Present Value of Benefit Obligation at the end of the period	83.99	72.24

PARTICULARS	As at 31st March 2022	As at 31st March 2021
E. Table showing Change in the Fair Value of Plan Assets		
Fair Value of Plan Assets at the beginning of the period	66.32	67.70
Interest Income	4.11	3.93
Actual Enterprises Contribution	10.50	1.58
Actual Benefits Paid	(9.46)	(7.51)
Actuarial (Gains)/Losses	0.59	0.62
Present Value of Benefit Obligation at the end of the period	72.06	66.32

PARTICULARS	As at 31st March 2022	As at 31st March 2021
F. Assumptions		
Financial Assumptions		
Discount Rate	7.20%	6.80%
Salary Escalation Rate	7.00%	7.00%
Expected Return on Asset	7.20%	6.80%
Demographic Assumptions		
Withdrawal rate	5.00%	5.00%
Mortality Rate During Employment	Indian Assured Lives Mortality(2012-14) Ult.	Indian Assured Lives Mortality(2012-14) Ult.
Retirement Age	60 Years	60 Years


Gorani Industries Ltd.
NOTES FORMING PART OF FINANCIAL STATEMENTS

CIN - L28121MP1995PLC009170

PARTICULARS	As at 31st March 2022		As at 31st March 2021	
G. Sensitivity Analysis				
Projecte Benefit Obligation on Current Assumptions(Base)	83.99		72.24	
	Decrease	Increase	Decrease	Increase
Discount Rate	86.66	81.49	74.69	69.94
Impact of Increase/Decrease in 50 bps on DBO	3.18%	(2.98)%	3.40%	(3.18)%
Salary Growth rate	81.50	86.61	69.94	74.64
Impact of Increase/Decrease in 50 bps on DBO	(2.96)%	3.11%	(3.17)%	3.32%

"Sensitivity analysis is an analysis which will give the movement in liability if the assumptions were not proved to be true on different count. This only signifies the change in the liability if the difference between assumed and the actual is not following the parameters of the sensitivity analysis. When calculating the sensitivity to the assumption, the method (Projected Unit Credit Method) used to calculate the liability recognised in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous period."

H. Maturity Analysis of Projected Benefit Obligation

Projected Benefits Payable in Future Years From the Date of Reporting

PARTICULARS	As at 31st March 2022	As at 31st March 2021
Year 1	25.15	17.61
Year 2	7.07	5.68
Year 3	4.54	6.52
Year 4	6.50	4.17
Year 5	4.30	5.27
Year 6 to 10	32.28	28.13

29. Payments to Statutory Auditors

	21-22	20-21
Statutory Audit	0.65	0.65
tax Audit Fees	0.15	0.15
Other Services	0.10	0.10
	0.90	0.90


Gorani Industries Ltd.
NOTES FORMING PART OF FINANCIAL STATEMENTS

CIN - L28121MP1995PLC009170

30. Earnings per Share

	<u>2021-22</u>	<u>2020-21</u>
A) Profit attributable to Equity holders of Company		
Earnings attributable to the owners of the company	166.32	65.99
B) Weighted average number of ordinary shares		
Number of shares at the beginning of the year	48.75	48.75
Weighted average number of shares at the end of the year	48.75	48.75
B) Weighted average number of shares warrants		
Number of shares warrants issued during the year	4.88	0.00
Weighted average number of shares warrants at the end of the year	0.27	
C) Face value per share	10.00	10.00
Earnings per share from continuing operations - Basic	3.41	1.35
Earnings per share from continuing operations -Diluted	3.39	1.35

31. Leases
As a Lessee
Changes in carrying value of right of use assets

Particulars	<u>2021-22</u>	<u>2020-21</u>
Balance as at 1st April, 2021	0.65	0.81
Addition		
Deletion		
Depreciation	-0.16	-0.16
Balance as at 31st March, 2022	0.49	0.65

Interest expense on lease liability & Movement in lease liability

Particulars	<u>2021-22</u>	<u>2020-21</u>
Balance as at 1st April, 2021	0.08	0.09
Addition		
Interest Expense	0.01	0.01
Payment of lease liability	-0.02	-0.02
Balance as at 31st March, 2022	0.00	0.00

Maturity analysis of lease liability on undiscounted basis

Particulars	<u>2021-22</u>	<u>2020-21</u>
Less than one year	0.02	0.02
One to two years	0.04	0.04
Two to five years	0.02	0.04

Total Cash Outflow on account of lease liabilities for the year ended March 31, 2022 amounts to Rs 0.02 (P.Y. 0.02)



Gorani Industries Ltd.

NOTES FORMING PART OF FINANCIAL STATEMENTS

CIN - L28121MP1995PLC009170

32. The movement in deferred tax assets and liabilities for the year ended 31st March 2021 and 31st March 2022

PARTICULARS	Year ended 31st March, 2022			
	As at 1st April 2021	Credit/(charge) in Statement of Profit and Loss	Credit/(charge) in Other Comprehensive Income	As at 31st March 2022
Provision for Employee Benefits	(3.63)		1.85	(1.78)
Depreciation	(18.19)	(0.02)		(18.21)
Expenses Allowable for Tax Purpose when paid	-	-		-
Total	(21.83)	0.02)	1.85	(19.99)

Reconciliation of Effective Tax Rate

The reconciliation between the statutory income tax rate applicable to the company and the effective tax rate of the company is as follows:

	Year ended 31st March, 2022	Year ended 31st March, 2021
Statutory income tax rate	25.17%	25.17%
Difference due to :		
Expenses not deductible for tax purposes	2.1%	2.14%
Previous Year Tax adjustment	0.4%	0.396%
Expenses deductible for tax purposes	-0.5%	-0.51%
Depreciation	-0.6%	-0.56%
Deferred tax	0.0%	0.2%
Interest on Income tax	0.9%	0.9%
Effective Tax Rate	27.52%	27.71%

33. Financial Instruments - Accounting Classification and fair values

Carrying Amount				
31st March 2022		FVTPL	FVTOCI	Cost/ Amortised Cost
Financial Assets:				
Other Financial Assets:				
(i) Security Deposits with Government Authorities	Non-Current	-	-	4.82
(ii) Security Deposits with Others	Current	-	-	3.67
(iii) Trade Receivables	Current	-	-	505.67
(iv) Cash & Cash Equivalents	Current	-	-	155.13
Total		-	-	669.29

Carrying Amount				
31st March 2022		FVTPL	FVTOCI	Cost/ Amortised Cost
Financial Liabilities :				
Borrowings	Non-Current	-	-	73.00
Borrowings	Current	-	-	677.42
Trade Payables	Current	-	-	207.16
Other Financial Liabilities	Current	-	-	47.34
Total		-	-	1,004.92


Gorani Industries Ltd.
NOTES FORMING PART OF FINANCIAL STATEMENTS
CIN - L28121MP1995PLC009170

Carrying Amount				
31st March 2021		FVTPL	FVTOCI	Cost/ Amortised Cost
Financial Assets:				
Other Financial Assets:				
(i) Security Deposits with Government Authorities	Non-Current	-	-	4.73
(ii) Security Deposits with Others	Current	-	-	3.47
(iii) Trade Receivables	Current	-	-	448.19
(iv) Cash & Cash Equivalents	Current	-	-	86.23
Total		-	-	542.62

Carrying Amount				
31st March 2021		FVTPL	FVTOCI	Cost/ Amortised Cost
Financial Liabilities:				
Borrowings	Non-Current	-	-	-
Borrowings	Current	-	-	273.57
Trade Payables	Current	-	-	192.60
Other Financial Liabilities	Current	-	-	78.59
Total		-	-	544.76

34. Financial Risk Management
a) Market risk

Market risk is the risk that changes in market prices such as commodity prices risk, foreign exchanges rates and interest rates which will affect the company's financial position. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables.

The company is in the business of production, manufacturing and dealing in kitchen appliances and kitchenware which is one such sector within the overall household segment that has been in the limelight in recent past and its a buyer driven market and the sales depends up on the user-friendly ness of the product which is followed by continous modifications.

The company is in the process of making and implementing the strategies to capitalize available opportunities and minimizing the threats to ladder products across capacities, formats and prices. In addition to broad basing the product by customizing the model structure with added features the company will put its every effort to maximize the internal accruals by way of input tax credit available in the GST law and by optimizing the product common costs so as to enable it to sustain profitability in the market. the revenue increase through E-Commerce platforms is going to held significantly.

Changing household and commercial lifestyles, economical availability of electricity, rising concerns regarding eco-friendly appliances are expected to be the key drivers of the kitchen appliances market size. Development of e-commerce distribution channels, emergence of information technology and the other smart technologies will support the overall kitchen appliances market.

Interest rate risk

"Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. According to the company interest rate risk exposure is only for floating rate borrowings. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used that represents management's assessment of the reasonably possible change in interest rates."


NOTES FORMING PART OF FINANCIAL STATEMENTS
CIN - L28121MP1995PLC009170
Exposure to interest rate risk

Company's interest rate risk arises from borrowings. The interest rate is based on MCLR linked rates for its working capital loan.

	31st March, 2022	31st March, 2021
Total Borrowings	750.42	273.57
Borrowings out of above bearing variable rate of interest	666.28	244.43

Interest Rate Sensitivity

A change of 50 bps in interest rates would have following Impact on profit before tax:

	2021-22	2020-21
50 bps increase would decrease the profit before tax by	3.33	1.22
50 bps decrease would increase the profit before tax by	(3.33)	(1.22)

Other price risk

Other price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price. The Company is not exposed to pricing risk as the Company does not have any investments in equity instruments and bonds.

b) Credit risk

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assess financial reliability of customer, taking into account the financial condition, and ageing of accounts receivable.

Ageing of Trade Receivables

Particulars	31st March 2022	31st March 2021
Not due	-	-
0-3 months	450.70	295.26
3-6 months	10.75	124.95
6-12 months	19.93	0.54
beyond 12 months	24.28	27.44
Total	505.66	448.19

c) Liquidity Risk

As no major future expansion in the near future is expected company does not accrues contingent liabilities. The company's approach to managing liquidity is to ensure as far as possible that it will have sufficient liquidity to meet its liabilities as when they are due, under both normal and stressed conditions without incurring the unacceptable losses or risking damage to the company's reputations. As regard the company does not expect poor liquidity position in this scenario. Also the company have the system of properly controlled and speedy recovery from debtors generally.


NOTES FORMING PART OF FINANCIAL STATEMENTS

CIN - L28121MP1995PLC009170

Maturity patterns of Financial Liabilities

Particulars	31st March 2022	31st March 2021
Borrowings		
Within 1 year	677.42	273.57
1-3 year	28.39	-
3-5 year	44.61	
Beyond 5 years		
Total	750.42	273.57
Trade payables		
Within 1 year	207.16	124.11
1-3 year		68.49
3-5 year	-	-
Beyond 5 years	-	-
Total	207.16	192.60
Other Financial Liabilities		
Within 1 year	47.34	78.59
1-3 year	-	-
3-5 year	-	-
Beyond 5 years	-	-
Total	47.34	78.59

d) Currency Risk

Since the company has have purchases from China which have foreign currency involvement and flexibility attached to it, however the same is not a threat, due to increasing demand and reputed products of the company coupled with speedy recovery from debtors. The company is well set to bear the short term losses on foreign rate fluctuation which is cushioned by the optimum inventory level mentioned by the company.

35. Capital Management

The Company manages its capital to ensure that it will be able to continue as going concerns while maximising the return to stakeholders through the optimisation of the equity balance. The Company's management manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants.


Gorani Industries Ltd.
NOTES FORMING PART OF FINANCIAL STATEMENTS

CIN - L28121MP1995PLC009170

36. Ageing Schedule for Trade Receivables:
FY 21-22

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 yrs.	2-3 yrs.	More than 3 yrs.	
(i) Undisputed Trade receivables- considered good	461.46	19.93	10.18	6.09	8.01	505.66
(ii) Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-

FY 20-21

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 yrs.	2-3 yrs.	More than 3 yrs.	
(i) Undisputed Trade receivables- considered good	420.21	0.54	11.05	8.05	3.17	443.01
(ii) Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	5.18	5.18
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-

For Capital-work-in progress, following ageing schedule is given:

FY 21-22

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
"Projects in progress Projects temporarily suspended"	2.19	-	-	-	2.19

FY 20-21

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
"Projects in progress Projects temporarily suspended"	5.54	-	-	-	5.54



Gorani Industries Ltd.

NOTES FORMING PART OF FINANCIAL STATEMENTS

CIN - L28121MP1995PLC009170

37. Ageing Schedule for Trade Payables:

FY 21-22

Particulars	Outstanding for following periods from due date of				Total
	Less than 1	1-2 yrs.	2-3 yrs.	More than 3	
(i) MSME	53.44	-	-	-	53.44
(ii) Others	131.06	-	-	22.67	153.72
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-

FY 20-21

Particulars	Outstanding for following periods from due date of				Total
	Less than 1	1-2 yrs.	2-3 yrs.	More than 3	
(i) MSME	87.13	-	-	-	87.13
(ii) Others	1.51	-	-	41.96	43.47
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-

38. Details of borrowings from banks or financial institutions on the basis of security of current assets:

FY 21-22

Security of Debtors/ closing stock (Raw Material,WIP, Closing stock)/Any other Current Asset Amount in Lacs (Rs.)

	6/30/2021		9/30/2021		12/31/2021		3/31/2022	
	As per Stock Statement Submitted to Bank	As per Books	As per Stock Statement Submitted to Bank	As per Books	As per Stock Statement Submitted to Bank	As per Books	As per Stock Statement Submitted to Bank	As per Books
Debtors	347.74	347.74	390.98	391.00	300.56	301.75	505.66	505.67
WIP		39.10		62.01		64.33		-
Raw Material	672.31	480.98	820.55	569.68	607.26	401.34	953.54	791.99
Finished Stock		174.65		188.86		164.06		161.55
Any other Current Asset	-	-	-	-	-	-	-	-

FY 20-21

Security of Debtors/ closing stock (Raw Material,WIP, Closing stock)/Any other Current Asset Amount in Lacs (Rs.)

	6/30/2021		9/30/2021		12/31/2021		3/31/2022	
	As per Stock Statement Submitted to Bank	As per Books	As per Stock Statement Submitted to Bank	As per Books	As per Stock Statement Submitted to Bank	As per Books	As per Stock Statement Submitted to Bank	As per Books
Debtors	560.36	559.41	318.24	318.24	492.50	492.51	448.19	448.19
WIP		76.15		65.91		47.23		49.45
Raw Material	365.66	173.88	311.43	165.87	193.65	67.98	326.25	171.08
Finished Stock		118.88		79.65		80.34		105.72
Any other Current Asset	-	-	-	-	-	-	-	-

Note : As per the Format given by the bank for submission of Stock Statement there is no requirement to submit Bifurcation of Inventory in WIP, Raw material and Finished Stock separately and also the figures mentioned in Stock Statement are in lacs.


Gorani Industries Ltd.
NOTES FORMING PART OF FINANCIAL STATEMENTS

CIN - L28121MP1995PLC009170

39. Registration of charges or satisfaction with Registrar of Companies
FY 21-22

Nature of Loan	Security Provided	Whether Charge Registered with ROC(Yes/No)	Date of registraion of charge (Yes/No)
Working Capital Loan (CC Limit)	Primarily secured on Hypothication of Book Debts and Stock and Collateral security as Land and Building situated at Plot No. 32-33 Sector-F, Sanwer Road, Industrial Area, Indore	Yes	10/22/2019
Term Loan	Primarily secured on Hypothication of Book Debts and Stock and Collateral security as Land and Building situated at Plot No. 32-33 Sector-F, Sanwer Road, Industrial Area, Indore	Yes	2/23/2022
Vehicle Loan	Motor Vehicle Hypothication	Yes	23/01/2019
Other Loan	0	0	0

FY 20-21

Nature of Loan	Security Provided	Whether Charge Registered with ROC(Yes/No)	Date of registraion of charge (Yes/No)
Working Capital Loan (CC Limit)	Primarily secured on Hypothication of Book Debts and Stock and Collateral security as Land and Building situated at Plot No. 32-33 Sector-F, Sanwer Road, Industrial Area, Indore	Yes	10/22/2019
Term Loan			
Vehicle Loan	Motor Vehicle Hypothication	Yes	23/01/2019
Other Loan	0	0	0

40. Additional Regulatory Information

- The title deeds, comprising all the immovable properties are held in the name of company and no immovable property is jointly held with others.
- The company has not revalued its Property, Plant and Equipment.

**NOTES FORMING PART OF FINANCIAL STATEMENTS**

CIN - L28121MP1995PLC009170

3. The company has not granted any Loans or Advances granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person.
4. No proceeding have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
5. The company is not declared wilful defaulter by any bank or financial Institution or other lender.
6. The company has not entered into transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
7. The company does not have any subsidiary.
8. The company has not applied for any Scheme of Arrangements in terms of sections 230 to 237 of the Companies Act, 2013.
9. (a) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
(b) No funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
10. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.



Gorani Industries Ltd.

NOTES FORMING PART OF FINANCIAL STATEMENTS

CIN - L28121MP1995PLC009170

41. Disclosure relating to various ratios :-

S.No.	Ratios		2021-22	2020-21	% Change
(a)	Current Ratio	"Current Assets Current Liabilities"	1.72	1.53	12.81
(b)	Debt-Equity Ratio	"Debt Shareholder's Equity"	0.78	0.47	63.70
(c)	Debt Service Coverage Ratio	"Earnings available for debt services Debt Service"	5.52	5.11	7.99
(d)	Return on Equity Ratio	"Earnings after tax Equity Shareholders fund"	0.17	0.11	50.41
(e)	Inventory Turnover ratio	"Cost of Goods Sold Average Inventory"	3.29	4.34	-24.22
(f)	Trade Receivables Turnover ratio	"Net Credit Sales Average Trade Receivables "	6.03	3.49	72.52
(g)	Trade Payables Turnover ratio	"Net Credit Purchases Average Trade Payables"	10.53	5.37	96.22
(h)	Net Capital Turnover ratio	"Net Sales Working Capital"	3.94	5.92	-33.53
(i)	Net Profit ratio	"Earning after Tax Net Sales"	0.06	0.04	61.25
(j)	Return on Capital Employed	"Earning before Interest and Taxes Capital employed"	0.25	0.18	39.93
(k)	Return on Investment	Since the company has no investments, this ratio is not applicable.	-	-	-

Explanation to items included in denominator and numerator :

	Particulars	2021-22	2020-21
a)	Current Assets	1739.17	898.63
b)	Current Liabilities	1008.62	587.93
c)	Debt = Borrowings (Non Current Liabilities) + Borrowing (Current Liabilities)	750.42	273.57
d)	Earning after Tax = Profit after Tax	166.31	65.99
e)	Equity Shareholders funds = Equity Share capital + Other Equity	967.04	577.10
f)	Cost of Goods sold = Cost of material consumed + Purchase of Trading Goods + Changes in inventory	2104.62	1373.02
g)	Earnings available for debt services = Profit after Tax + Interest + Depreciation and Amortisation	237.79	110.19
h)	Debt Service = Interest + Principal Repayments	43.09	21.56


NOTES FORMING PART OF FINANCIAL STATEMENTS

CIN - L28121MP1995PLC009170

	Particulars	2021-22	2020-21
i)	Average Inventory = (Opening Inventory + Closing Inventory)/2	639.89	316.35
j)	Average Trade Receivable = (Opening Trade Receivables + Closing Trade Receivables)/2	476.93	526.44
k)	Average Trade Payable = (Opening Trade Payables+ Closing Trade Payables)/2	199.88	255.86
l)	Net Purchase	2104.62	1373.02
m)	Net Sales	2875.51	1839.80
n)	Working Capital = Current Assets - Current Liabilities	730.55	310.70
o)	Capital Employed = Equity + Borrowings (Non Current Liabilities)	1040.04	577.10
p)	Earning Before Interest and Taxes	259.92	103.07

S.No.	Ratio	Reason for change in ratios by more than 25% :
1	Debt-Equity Ratio	The Change is purely due to availment of COVID loan of 73 lacs and Unsecured loan of Rs. 55 lacs from Promoters in addition to enhancement of Cash Credit Facility to the tune of Rs. 3 Crores
2	Return on Equity Ratio	Profitability has been increased due to Product sales composition i.e. product with the greater margin has greater sale value.
3	Trade Receivables Turnover ratio	Sincere steps taken by the management for fixation and adherence of the Credit Policy.
4	Trade Payables Turnover ratio	It is followed by the good recovery policy of the company. Recovered Early and accordingly paid early.
5	Net Capital Turnover ratio	Increase in Inventory at year end due to receipt of Consignment of Imported Components having high value change the level of Inventory Hence the ratio. The conversion of inventory in to sales in April and May is reflected.
6	Net Profit ratio	Due to better sales contribution by the high margin product and accumulation of inventory at the year end.
7	Return on Capital Employed	For the reason mentioned in the point above.

42. Contingent Liabilities and Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for Rs.Nil. (Previous Year Rs. Nil).

43. In the opinion of the management and to the best of their knowledge and belief the value of realization of current assets, loans and advances in the ordinary course of business will not be less than the amount at which they are stated in the balance sheet.

44. As per Ind AS 108 Operating Segments, there is no reportable segments and therefore no disclosures are made.



Gorani Industries Ltd.

NOTES FORMING PART OF FINANCIAL STATEMENTS

CIN - L28121MP1995PLC009170

45. Additional Information pursuant to provisions of paragraph 5 (VIII) of part II of schedule III to the companies as certified by the Directors:

a) Details of Imported and Indigenous Raw Material, Stores & Spares Consumed :

	Current Year %		Previous Year %	
Imported	1,316.06	62.36%	583.03	44.28%
Indigenous	794.29	37.64%	733.57	55.72%
Total	2,110.35	100.00%	1,316.60	100.00%

b) Value of Imports calculated on CIF basis

	Current Year	Previous Year
Raw Material/Components	1,620.15	578.39
Other goods	2.37	35.95
Total	1,622.52	614.34

c) Expenditure in foreign currency
Foreign Travelling

-

d) Earning in foreign exchange


-

46. The Balances in the accounts of debtors, creditors, loans, advances and others are subject to confirmation and reconciliation. But no confirmation is called in last three year by the company.

47. The previous year figures have been regrouped / reclassified, wherever necessary to confirm to the current year figures.

For and on behalf of the Board
For Gorani Industries Ltd.

As per our report of even date
For SANDEEP SURENDRA JAIN & CO.
Chartered Accountants
Firm Reg. No. 010172C


(Sanjay Gorani)
Managing Director
DIN :- 00055531

Director.

(Anil Gorani)
Whole Time Director
DIN : 00055540

(Nakul Gorani)
Whole Time Director
DIN : 06543317

(Sachi Samaria)
Company Secretary

(C.S. Sharma) CA. Seema Vijayvargiya
C.F.O. Partner
M.No. 409674

UDIN : 21409674AAAAAG5421

Place : Indore
Date : 16th May, 2022

BOOK - POST

To,

If Undelivered, please return to
Gorani Industries Ltd.
Reg. Office : Plot No. 32-33, Sector-F,
Sanwer Road, Industrial Area, INDORE - 452 015 (M.P.)



Gorani Industries Ltd.

CIN : L28121MP1995PLC009170
GSTIN : 23AAACG6274B1Z2

Regd. Office :

Plot No. 32-33, Sector-F, Sanwer Road, Industrial Area,
Indore-452 015 (M.P.) India

Admin. Office :

1st Floor, B-15 Pologround, Indore - 452 015 (M.P.)
Phone : 0731-2723201-3 Fax No.: 0731-2723200
Email : goraniindustriesltd@gmail.com
Website : www.goraniindustries.com

Page No. 377

Statement of Standalone unaudited Financial Results for the Quarter Ended 30/06/2022						
(RS. IN LAKHS except EPS)						
	Particulars	For the Quarter ended (30/06/22) (Unaudited)	For the Quarter ended (31/03/22) (Audited)	For the Quarter ended (30/06/21) (Unaudited)	For the Year ended (31/03/22) (Audited)	
I	Revenue from operations	920.45	828.14	231.76	2875.51	
II	Other Income	3.89	6.29	1.42	11.30	
III	Total Income	924.34	834.43	233.18	2886.81	
IV	Expenses					
	Cost of materials consumed	638.32	466.13	185.99	2095.63	
	Purchases of stock-in-trade	0.32	13.53	0.50	15.37	
	Changes in inventories of finished goods, work-in- progress and stock -in-trade	64.66	66.85	(58.58)	(6.38)	
	Employee benefits expense	85.08	96.19	77.94	354.42	
	Finance Costs	15.49	12.62	5.68	39.24	
	Depreciation and amortisation expense	10.88	11.65	8.68	38.17	
	Other expenses	38.91	42.56	21.77	123.75	
	Total expenses	853.66	709.53	241.98	2660.20	
V	Profit / (Loss) before exceptional items and Tax	70.68	124.90	(8.80)	226.61	
VI	Exceptional items	0.00	0.00	0.00	0.00	
VII	Profit / (Loss) before tax	70.68	124.90	(8.80)	226.61	
VIII	Tax Expenses					
	(1) Current Tax	18.39	33.35	(2.31)	60.28	
	(2) Deferred Tax	0.00	0.02	0.00	0.02	
IX	Profit / (Loss) for the period from the continuing operations	52.29	91.53	(6.49)	166.31	
X	Profit/Loss from discontinued operations	0.00	0.00	0.00	0.00	
XI	Tax Expenses of discontinued operations	0.00	0.00	0.00	0.00	
XII	Profit / (Loss) from discontinued operations (after tax)	0.00	0.00	0.00	0.00	
XIII	Profit / (Loss) for the period	52.29	91.53	(6.49)	166.31	
XIV	Other Comprehensive Income					
	(A) (i) Items that will not be reclassified to profit or loss	0.00	(7.35)	0.00	(7.35)	
	(ii) Income tax relating to items that will not be reclassified to profit or loss	0.00	1.85	0.00	1.85	
	(B) (i) Items that will be reclassified to profit or loss	0.00	0.00	0.00	0.00	
	(ii) Income Tax relating to items that will be reclassified to Profit or loss	0.00	0.00	0.00	0.00	
XV	Total Comprehensive Income for the Period (Comprising Profit (loss) and other comprehensive income for the period)	52.29	86.03	(6.49)	160.81	
XVI	Earnings Per Equity Share (For Continuing Operation) : (i)	0.98	1.88	(0.13)	3.41	
	Basic					
	(ii) Diluted	0.98	1.86	(0.13)	3.39	
XVII	Earnings Per Equity Share (For Discontinued Operation) : (i) Basic (ii)	0.00	0.00	0.00	0.00	
	Diluted					
XVIII	Earnings Per Equity Share (For Discontinued & Continuing Operations) (i) Basic	0.98	1.88	(0.13)	3.41	
	(ii) Diluted	0.98	1.86	(0.13)	3.39	

1. Audit Committee has reviewed the above results on 14th July, 2022.

2. Above Financial Results were taken on record at the meeting of Board of Directors held on 14th July, 2022.

3. The statutory auditors of the company have carried out the Limited Review of the financial results for the quarter ended 30th June, 2022.

4. Company has only one segment of Activity viz-"Kitchen Ware"

5. No. of Complaints received/pending- NIL

For Gorani Industries Limited


(Director)



Gorani Industries Ltd.

CIN : L28121MP1995PLC009170
GSTIN : 23AAACG6274B1Z2

Regd. Office :

Plot No. 32-33, Sector-F, Sanwer Road, Industrial Area,
Indore-452 015 (M.P.) India

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1st Floor, B-15 Pologround, Indore - 452 015 (M.P.)
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Email : goraniindustriesltd@gmail.com
Website : www.goraniindustries.com

Page No. 378

6. The format for Audited Results as prescribed in SEBI's circular CIR/CFD/CMD/15/2015 has been modified to comply with requirement of SEBI's circular Dt. 05th July, 2016, Ind AS and schedule III to the companies Act, 2013 applicable to companies that are required to comply with Ind AS.
7. Figures for the corresponding periods in the previous year's/period's have been regrouped/rearranged/reclassified wherever necessary to make them comparable with the figures for the current period.
8. The Figures for the last quarter are the balancing figures between the audited figures in respect of the full financial year and year to date figures upto the third quarter of the financial year.
9. During the quarter ended on 30.06.2022, the Company has converted 487500 warrants into equal numbers of Equity shares of Rs. 10/- (Rupee Ten Only) each fully paid up at a premium of Rs. 37/- (Rupees Thirty Seven only)

For Gorani Industries Limited

For Gorani Industries Limited

(Director)

Nakul Gorani
Whole Time .Director
DIN:06543317
Place : Indore
Date : 14/07/2022

(Director)

Sanjay Gorani
Managing Director
DIN: 00055531



LIMITED REVIEW REPORT

Page No. 379

Review Report to BSE Limited, Mumbai

We have reviewed the accompanying statement of Unaudited Standalone Ind AS financial results of **M/S GORANI INDUSTRIES LIMITED, INDORE** (the company), for the quarter ended on 30/06/2022 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 ('the Regulations'), as amended, read with SEBI Circular No. CIR/CFD/CMD1/80/2019 dated July 19, 2019 ('the Circular').

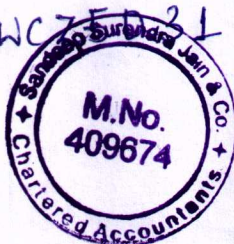
The preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 'Interim Financial Reporting' prescribed under section 133 of Companies Act, 2013 read with Rule 3 of Companies (Indian Accounting Standards) Rules 2015 as amended, read with the Circular is the responsibility of the Company's management and has been approved by the Board of Directors of the Company. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatements. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement, Unaudited financial results prepared in accordance with the recognition and measurement principles laid down in the applicable Indian Accounting Standards (Ind AS) specified under section 133 of the companies Act, 2013 read with relevant Rules and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

Place: Indore
Date: 14/07/2022
UDIN: 22409674AMUWC75D31

For Sandeep Surendra Jain & Co.
(Chartered Accountants)
FRN: 010172C



Seema
CA. Seema Vijayvargiya
(Partner)
Membership No.: 409674

**AUDITED ANNUAL ACCOUNTS
OF**

***M/S. BLOWHOT KITCHEN APPLIANCES PVT.LTD.
INDORE. CONSOLIDATED***

FOR THE YEAR ENDED 31ST MARCH 2020

AUDITORS

**B.D. SHARDA & COMPANY
CHARTERED ACCOUNTANTS**

309, CHETAK CENTRE, INDORE - 452002

PHONE : 2522145

PAN : AGTPS5612D

For Gorapi Industries Ltd.

Director

B.D. SHARDA & CO
Chartered Accountants
B.D. SHARDA
M. Com., LL.B (Hons) F.C.A.



309, Chetak Centre
12/2 RNT Marg,
Indore – 452001
Phone : 2522145

INDEPENDENT AUDITOR'S REPORT

TO,
THE MEMBERS
BLOWHOT KITCHEN APPLIANCES PRIVATE LIMITED, INDORE

Report on the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **BLOWHOT KITCHEN APPLIANCES PRIVATE LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss, Cash flow Statement for the year ended, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2020, and its profit and its cash flow for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's 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 Companies Act, 2013 and the Rules there under, 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 is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of 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.

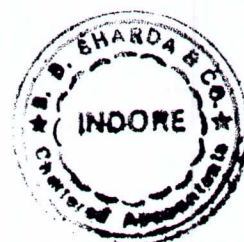
We have determined that there is no key audit matter to communicate in our report.

Management's Responsibility 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 financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 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 and using the 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.

That Board of Directors is also responsible for overseeing the Company's financial reporting process.



B.D. SHARDA & CO
Chartered Accountants
B.D. SHARDA
M. Com., LL.B (Hons) F.C.A.



309, Chetak Centre
12/2 RNT Marg,
Indore - 452001
Phone : 2522145

Auditor's Responsibility

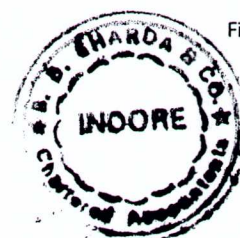
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee 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.

A further description of our responsibilities for the audit of the financial statements is included in **Annexure "A"** of this auditor's report.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the order") issued by the Central Government of India in terms of sub-section (11) 143 of the act, we give in the **Annexure "B"**, a statement on the matters specified in the paragraph 3 and 4 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 purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the cash flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion the aforesaid financial statements comply with the accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) Report on the internal financial controls u/s 143 of the Companies Act 2013 is not applicable to the Company.
 - (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 does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For B.D. SHARDA & CO.
Chartered Accountants
Firm Registration No. 00161C



B.D. Sharda

[CA. B.D. SHARDA]
Proprietor
Membership No.: 070209

Place: Indore

Date: 14-12-2020

UDIN: 20070209AAAA0H9809

B.D. SHARDA & CO
Chartered Accountants
B.D. SHARDA
M. Com., LL.B (Hons) F.C.A.



309, Chetak Centre
12/2 RNT Marg,
Indore - 452001
Phone : 2522145

ANNEXURE "A" REFERRED TO IN PARAGRAPH UNDER THE HEADING OF "AUDITOR'S RESPONSIBILITY" OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF BLOWHOT KITCHEN APPLIANCES PRIVATE LIMITED, INDORE ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2020

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

1. 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.
2. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
3. 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.
4. 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.

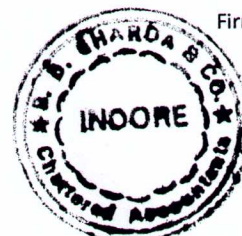
We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements.

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.

For B.D. SHARDA & CO.
Chartered Accountants
Firm Registration No. 00161C



B.D. Sharda
[CA. B.D. SHARDA]
Proprietor
Membership No.: 070209

Place: Indore

Date: 14-12-2020

UDIN: 20070209AAADH9809

B.D. SHARDA & CO
Chartered Accountants
B.D. SHARDA
M. Com., LL.B (Hons) F.C.A.



309, Chetak Centre
12/2 RNT Marg,
Indore - 452001
Phone : 2522145

ANNEXURE "B" TO THE INDEPENDENT AUDITORS' REPORT

REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING 'REPORT ON OTHER LEGAL & REGULATORY REQUIREMENT' OF OUR REPORT OF EVEN DATE OF THE FINANCIAL STATEMENT OF THE COMPANY FOR THE YEAR ENDED MARCH 31, 2020:

1) (a) The Company has maintained proper records, showing full particulars, including quantitative details and situation of fixed assets on the basis of available information.

(b) As explained to us, all the fixed assets have been physically verified by the management in a phased manner, which in our opinion is reasonable having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such physical 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.

2) (a) The management has conducted the physical verification of inventory at reasonable intervals.

(b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.

3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act.

4) In our opinion according to the information given to us and as per the provisions of Sec. 185 of the Companies Act, the Company has not granted any loan to its Directors. Further company has not make /give any loans, investment, guarantees and securities as provided in Sec. 186 of the Companies Act.

5) According to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and Rules framed there under to the extent notified.

6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.

7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally late in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, CESS and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2020 for a period of more than six months from the date on when they become payable.

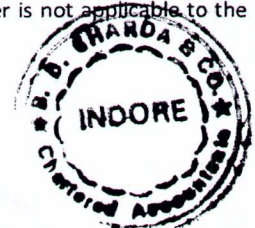
b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.

8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks, financial institutions or government. The Company did not have any borrowings during the year by way of debenture.

9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments. The term loans were applied for the purposes for which those were raised.

10) Based upon the audit procedures performed and the information and explanations given by the management, we have neither come across any instances of material fraud by the Company or on the company by its officers or employees, noticed or reported during the year.

11) The Company is a Private Limited Company. Therefore the provision of clause 3(XI) of the order is not applicable to the company.



B.D. SHARDA & CO
Chartered Accountants
B.D. SHARDA
M. Com., LL.B (Hons) F.C.A.



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Phone : 2522145

12) As the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.

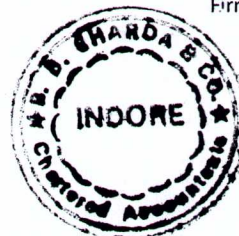
13) The provision of sec. 177 of the Companies Act is not applicable to the company. Further according to the information and explanations given to us and based on our examination of the records of the company, transaction with related parties are in compliances with sec. 188 of the Act where applicable and details of such transaction have been disclosed in the financial statement as required by the applicable accounting standards.

14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company.

15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company.

16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company.

For B.D. SHARDA & CO.
Chartered Accountants
Firm Registration No. 00161C



B.D. Sharda
[CA. B.D. SHARDA]
Proprietor
Membership No.: 070209

Place: Indore

Date: 14-12-2020

UDIN: 20070209 AAAADH 3809

BLOW HOT KITCHEN APPLIANCES PRIVATE LIMITED, INDORE**CIN NO. U02710MP1963PTC000955****BALANCE SHEET AS AT 31ST MARCH, 2020****(In Rs.)**

	PARTICULARS	Note	As at 31ST MARCH 2020	As at 31st March, 2019
I. EQUITY AND LIABILITIES				
1. Shareholders' funds				
(a) Share Capital	2	2,500,000	2,500,000	
(b) Reserves and Surplus	3	38,392,932	35,003,438	
2 Non- current liabilities				
(a) Long-term borrowings	4	28,872,321	15,987,583	
3. Current Liabilities				
(a) Trade payables	5	4,937,607	6,347,920	
(i) Total Outstanding dues of Micro and Small Enterprises		26,553,303	2,513,941	
(ii) Total Outstanding dues of Creditors other than Micro and Small Enterprises		5,244,116	6,452,146	
(b) Other current liabilities	6	1,893,730	1,431,270	
(c) Short term provisions	7			
TOTAL			108,394,009	70,236,298
II ASSETS				
1. Non-current assets				
(a) Property, Plant and Equipments				
(i) Tangible assets	8	19,653,603	9,957,727	
(b) Deferred Tax Assets	9	2,125,421	1,996,768	
(c) Long-term loans and advances	10	6,433,225	2,918,026	
2. Current assets				
(a) Inventories	11	35,242,825	29,894,258	
(b) Trade receivables	12	25,261,069	18,650,987	
(c) Cash and Bank Balances	13	6,301,179	5,138,233	
(d) Short-term loans and advances	14	12,034,243	1,457,548	
(e) Other current assets	15	1,342,444	222,751	
TOTAL			108,394,009	70,236,298
See accompanying notes to the financial Statments	1 to 30	-	-	-


For and on behalf of the Board

As per our report of even date

For B. D. Sharda & Company

Chartered Accountants

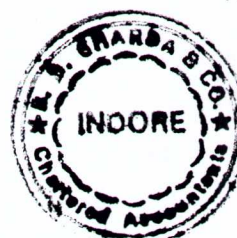
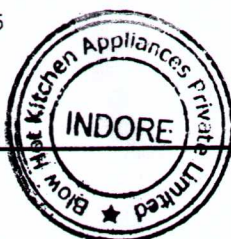
Firm Reg. No. 00161C



Sanjay Gorani
Managing Director
DIN No. 00055531


Geet Gorani
Director
DIN No. 08364525




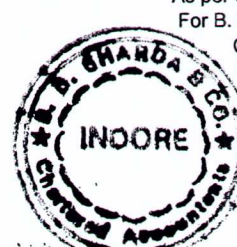
Place : Indore





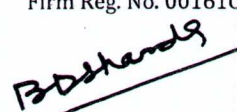
Date : 14-12-2020




(B. D. Sharda)
Proprietor
M. No. 70209

UDIN: 20070209 AAAA DH 9809

BLOW HOT KITCHEN APPLIANCES PRIVATE LIMITED, INDORE CIN NO. U02710MP1963PTC000955 STATEMENT OF PROFIT AND LOSS For The Year Ending on 31ST MARCH, 2020				
(In Rs.)				
	PARTICULARS	Note	Year Ended 31st March, 2020	Year Ended 31st March, 2019
I	Revenue from operations			
	Sale of Products	16	126,471,274	94,622,096
II	Other Income	17	5,849	22,252
III	Total Revenue (I + II)		126,477,123	94,644,348
IV	Expenses			
	Cost of Material Consumed		10,076,790	-
	Purchases of Stock in Trade	18	57,345,638	55,107,496
	Changes in inventories of finished goods, work in progress and Stock-in-trade	19	(623,583)	(779,877)
	Employee benefits expense	20	18,002,496	10,399,455
	Finance Costs	21	2,785,301	2,420,143
	Depreciation and amortization expense	8	5,286,922	3,945,049
	Other expenses	22	28,733,708	9,866,782
	Total Expense		121,607,271	80,959,048
V	Profit before exceptional and extraordinary items and tax (III-IV)		4,869,852	13,685,300
VI	Exceptional Items		-	-
VII	Profit before extraordinary items and tax (V-VI)		4,869,852	13,685,300
VIII	Extraordinary items		-	-
IX	Profit before tax (VII-VIII)		4,869,852	13,685,300
X	Tax expense:			
	(1) Current tax		1,609,011	4,325,130
	(2) Deferred tax		(128,653)	(217,836)
XI	Profit/Loss (IX-X)		3,389,494	9,578,006
XII	Earnings per equity share:			
	(1) Basic		136	383
	(2) Diluted		136	383
	See accompanying notes to the financial Statements	1 to 30		
<p>For and on behalf of the Board</p> <div style="display: flex; justify-content: space-between; align-items: flex-start;"> <div style="text-align: center;">  Sanjay Gorani Managing Director DIN No. 00055531 </div> <div style="text-align: center;">  Geet Gorani Director DIN No. 08364525 </div> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <p>Place : Indore Date : 14-12-2020</p> <div style="text-align: right;"> <p>As per our report of even date For B. D. Sharda & Company Chartered Accountants Firm Reg. No. 00161C</p> <p>(B. D. Sharda) Proprietor M. No. 70209</p> <p>UDIN: 20070209AARDH9809</p> </div>				

BLOW HOT KITCHEN APPLIANCES PRIVATE LIMITED, INDORE				
CIN NO. U02710MP1963PTC000955				
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2020				
	As at 31-03-2020		As at 31-03-2019	
(A) Cash flow from Operating Activities				
Net Profit before exceptional and extra ordinary items and Tax		48,69,852		1,36,85,300
<u>Add/Less: Non-Operating/Non-cash Items</u>				
Depreciation & Amotization	52,86,922		39,45,049	
Interest Paid	27,85,301		24,20,143	
Interest Income	(5,849)	80,66,374	(22,252)	63,42,940
Operating Profit before Working Capital Changes		1,29,36,226		2,00,28,240
<u>Change in Working Capital</u>				
Trade Payables	2,26,29,049		(96,85,632)	
Other Current Liabilities	(12,08,030)		2,60,886	
Short Term Loans & Advances	(1,05,76,694)		(8,76,311)	
Short Term Provisions	12,87,590		8,077	
Inventories	(53,48,567)		(7,79,877)	
Trade Receivable	(66,10,082)		16,95,961	
Other Current Assets	(66,106)	1,07,159	15,298	(93,61,598)
Cash Generated from Operation		1,30,43,385		1,06,66,641
Income Tax Paid		34,87,728		35,00,000
Net cash flow from operating activities [A]		95,55,657		71,66,641
(B) Cash flow from Investing Activities				
Purchase of Property, Plant and Equipments	(1,49,82,798)		(8,54,157)	
Sale of Property, Plant and Equipments	-		-	
Interest Income	5,849		22,252	
Net Cash used in Investing Activities [B]		(1,49,76,949)		(8,31,905)
(C) Cash Flow from Financing Activities				
Long Term Borrowings	1,28,84,738		(31,44,059)	
Long term loans & advances	(35,15,199)		(27,59,016)	
Finance Cost	(27,85,301)		(24,20,143)	
Net Cash used in Financing Activities [C]		65,84,238		(83,23,218)
Net Increase / Decrease in Cash & Cash Equivalents [A+B+C]		11,62,946		(19,88,482)
Cash and Cash Equivalents as at 1st April 2019 (Op. Bal)		51,38,233		71,26,715
Cash and Cash Equivalents as at 31st March 2020(Cl. Bal)		63,01,179		51,38,233
<div> <div>For and on behalf of the Board</div> <div> <div>  Sanjay Gorani Managing Director DIN No. 00055531 </div> <div>  Geet Gorani Director DIN No. 08364525 </div> </div> <div>   </div> <div> <div>As per our report of even date</div> <div>For B. D. Sharda & Company</div> <div>Chartered Accountants</div> <div>Firm Reg. No. 00161C</div> <div>  (B. D. Sharda) Proprietor M. No. 70209 </div> </div> </div> <div> <div>Place : Indore</div> <div>Date : 14/12/2020</div> </div> <div>UDIN: 20070209AAAADH9809</div>				

BLOW HOT KITCHEN APPLIANCES PRIVATE LIMITED, INDORE
Notes forming part of Financial Statements

Note: 1**SIGNIFICANT ACCOUNTING POLICIES****1. SIGNIFICANT ACCOUNTING POLICIES FOLLOWED BY THE COMPANY****A] Basis of Accounting:**

The financial statements of Blow Hot Kitchen Appliances Private Limited have been prepared to comply with the generally accepted accounting principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under historical cost convention on accrual basis. The accounting policies have been consistently applied by the company unless otherwise stated.

B] Sales:

The sales of goods are recognized at the point of dispatch of the goods to the customers.

C] Income:

The Income is accounted for on accrual basis.

D] Property, Plant and Equipments:

Property, Plant and Equipments are stated at cost. The cost of an asset comprises its purchase price/cost of construction and any directly attributable expenses for bringing the assets to their working condition for its intended use. Expenditure for additions, modifications, improvements and renewals are capitalized and expenditure for maintenance and repairs are charged to the Profit & Loss Account.

E] Depreciation:

Depreciation on Property, Plant and Equipments has been provided on useful life of the assets as prescribed in the Schedule II to the Companies Act, 2013 on written down value method (WDVM). Assets which are purchased / sold during the year, depreciation has been provided on pro-rata basis.

F] Borrowing Cost:

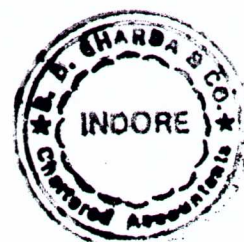
Borrowing cost that is attributable to the acquisition or construction of qualifying assets is capitalized as part of the cost of such assets. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing cost is recognized as an expense in the period in which they are incurred.

G] Foreign Currency Transaction:

The transactions in foreign currencies are recorded at the rate prevailing on the date of the transaction. Monetary items denominated in foreign currency are restated at the rate prevailing on the balance sheet date. Exchange gains/ losses on settlement and on conversion of monetary items denominated in foreign currency are dealt with in the profit and loss account.

H] Inventories:

Inventories are stated at the lower of cost or net realizable value. Cost is determined on the basis of FIFO method.



I] Contingent Liabilities:

Contingent liabilities as defined in Accounting Standard 29 on "Provisions, contingent liabilities and contingent assets" are disclosed by way of notes to the accounts. Disclosure is not made if the possibility of an outflow of future economic benefits is remote. Provision is made if it is probable that an outflow of future economic benefits will be required to settle the obligation.

J] Retirement Benefits:

- i] The Company accounts for group gratuity for the eligible employees on the basis of payments to Life Insurance Corporation of India as actuarially determined with reference to agreement between them.
- ii] Leave encashment liability is accounted on actual payment basis as per the rules applicable to the company.
- iii] Company's contribution to Provident Fund and ESIC are charged to Profit and Loss Account.

K] Research & Development:

Capital expenditure on research and development is treated in the same way as expenditure on Fixed Assets. The revenue expenditure on Research & Development is written off in the year in which it is incurred.

L] Accounting on Taxes:

Tax Expenses comprises current tax and deferred tax.

Provision for Income tax is made as per the Income Tax Act 1961. Deferred tax is recognized subject to consideration of prudence; on timing difference being the difference between taxable income and accounting income originate in one period and are capable of reversal in one or more subsequent periods.

M] Impairment of Property, Plant and Equipments:

The Company on an annual basis makes an assessment of any indicator that may lead to impairment of assets. If any such indication exists, the company estimates the recoverable amount of the assets. If such recoverable amount is less than the carrying amount, then the carrying amount is reduced to its recoverable amount by treating the difference between them, as impairment loss and the same is charged to profit & loss account. Based on the aforesaid review, the Company is of opinion that there is no impairment of any of its Property, Plant and Equipments as at 31st March 2020.

N] Investments:

Investments that are readily realisable and intended to be held for not more than a year are classified as current investment. All other investments are classified as long term investments. Current investments are carried at lower of cost or fair value. Long term investments are carried at cost less permanent diminution in value, if any.



BLOWHOT KITCHEN APPLIANCES PRIVATE LIMITED**NOTES FORMING PART OF ACCOUNTS**

Particulars	On 31.03.2020		On 31.03.2019	
	Rupees	Rupees	Rupees	Rupees
NOTE '2'				
SHARE CAPITAL				
-Authorized				
25000 Equity Shares of Rs. 100/- each		2,500,000		2,500,000
[Previous Year : 25000 Equity Shares of Rs.100 /- each]				
-Issued, Subscribed and Paid up				
25000 Equity Shares of Rs. 100/- each fully paid-up		2,500,000		2,500,000
[Previous Year : 25000 Equity Shares of Rs.100/- each]				
TOTAL		<u>2,500,000</u>		<u>2,500,000</u>

- Reconciliation of Shares:		Nos	Amt(Rs)	Nos	Amt(Rs)
Opening Share Capital		25,000	2,500,000	25,000	2,500,000
Closing Share Capital		25,000	2,500,000	25,000	2,500,000
-List of Share holders having 5% or more Shares (In Nos)					
Name Of Shareholders		In Nos	In %	In Nos	In %
Smt. Shanta Devi R. Gorani		2,300	9.20	2,300	9.20
Shri Narendra Gorani		1,710	6.84	1,710	6.84
Shri Anil Gorani		4,350	17.40	4,350	17.40
Shri Sanjay Gorani		4,810	19.24	4,810	19.24
Smt. Hema Gorani		4,500	18.00	4,500	18.00
Shri Sanjay Gorani (HUF)		2,000	8.00	2,000	8.00
Shri Nakul Gorani		2,430	9.72	2,430	9.72

NOTE '3'**RESERVES AND SURPLUS****General Reserve**

Opening Balance	2,876,870	2,876,870
Closing Balance	2,876,870	2,876,870

Profit and Loss Account

Opening Balance	32,126,568	22,548,562
Add: Profit During The Year	3,389,494	9,578,006
Closing Balance	35,516,062	32,126,568

TOTAL

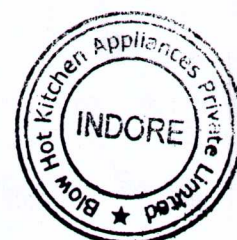
38,392,932	35,003,438
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NOTE '4'**LONG TERM BORROWINGS****- Secured**

-From HDFC Bank Ltd. (Car Loan)			156,089	
[Secured by way of Hypothecation of Car]				
[Repayable within 36 EMI of Rs. 39831/-]				
-From Kotak Mahindra Prime Ltd			3,343,735	
[Secured by way of Hypothecation of Car]				
[Repayable within 36 EMI of Rs. 354270/-]				
-From Axis Bank (Loan)	19,543,951			
[Hypothecation on entire current assets. Collaterally secured by land and building of company and personal guarantee of Directors of the Company.]				
-From Central Bank of India (Loan)			12,732,966	
[Mortgage of Leasehold Property & Personal Guarantee of Director]				
Less: Current Maturities of Long Term Loans	-	19,543,951	3,499,824	12,732,966

- Unsecured

From - Directors & its Relative		9,328,370		3,254,617
TOTAL		<u>28,872,321</u>		<u>15,987,583</u>



NOTE '5'**TRADE PAYABLES**

Total Outstanding dues of Micro and Small Enterprises	4,937,607	6,347,920
Total Outstanding dues of Creditors other than Micro and Small Enterprises	26,553,303	2,513,941
TOTAL	31,490,910	8,861,861

1. Trade Payables includes Rs. (Previous Year Rs. NIL) due to creditors registered with the Micro, Small and Medium Enterprises Development Act, 2006

2. No Interest is Paid during the year to Micro, Small and Medium Enterprises.

3. The Above information has been determined to the extent such parties could be identified on the basis of the information available with the company regarding the status of the supplier under the MSME Act.

NOTE '6'**OTHER CURRENT LIABILITIES**

Advances From Customers	1,327,849	2,789,315
Taxes Duties and Other Payables	1,746,266	163,007
Current Maturity of Long Term Debt	-	3,499,824
Franchisee Deposits	2,170,000	-
TOTAL	5,244,116	6,452,146

NOTE '7'**SHORT TERM PROVISIONS**

Provision for Other Expenses	1,893,730	606,140
Provision for Income Tax	-	825,130
TOTAL	1,893,730	1,431,270

NOTE '9'**DEFERRED TAX ASSETS (NET)**

Deferred Tax Assets	2,125,421	1,996,768
TOTAL	2,125,421	1,996,768

NOTE '10'**LONG TERM LOANS AND ADVANCES**

(unsecured Considered good)

Security Deposits with Government authorities	66,475	71,276
Deposits with Others	6,366,750	2,846,750
TOTAL	6,433,225	2,918,026

NOTE '11'**INVENTORIES**

Stock in Trade (Traded Goods)	27,693,674	27,975,112
Stock in Trade (Finished Goods)	336,911	-
Stock in Trade (Raw Material)	4,724,984	-
Packing Material	2,234,146	1,919,146
Goods in Transit	253,110	-
TOTAL	35,242,825	29,894,258

NOTE '12'**TRADE RECEIVABLES**

(unsecured, Considered good except otherwise stated)

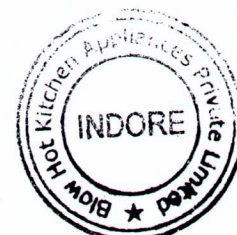
More than 6 Months	5,289,718	2,746,827
Others	19,971,351	15,904,160
TOTAL	25,261,069	18,650,987

NOTE '13'**CASH AND BANK BALANCES****-Cash and Cash Equivalents**

Cash on Hand	359,021	460,008
Balance In Current Accounts with Scheduled Bank	5,849,970	4,591,886

-Other Bank Balance

Bank deposit (with more than 3 months maturity)	92,188	86,339
TOTAL	6,301,179	5,138,233



NOTE '14'**SHORT TERM LOANS AND ADVANCES**

(unsecured Considered good)

Advance to Suppliers	8,421,456	862,543
Income TAX A.Y 2006-07	74,977	74,977
Income TAX A.Y 2018-19	47,900	47,900
TDS Receivable from Kotak Mahindra Prime	14,809	-
GST Receivable	3,475,100	472,128
TOTAL	12,034,243	1,457,548

NOTE '15'**OTHER CURRENT ASSETS**

Prepaid Expenses	281,665	222,751
Mswipe Card Balance	7,192	-
Income Tax Refundable A.Y. 20-21	1,053,587	-
TOTAL	1,342,444	222,751

NOTE '16'**REVENUE FROM OPERATION**

Sales		
Traded Goods (see Note 23(a))	108,485,774	94,622,096
Manufacturing Goods	17,985,500	-
TOTAL	126,471,274	94,622,096

NOTE '17'**OTHER INCOME**

Interest om FDR	5,849	5,524
Interest on IT Refund	-	16,728
TOTAL	5,849	22,252

NOTE '18'**Cost of Material Consumed**

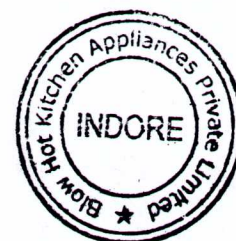
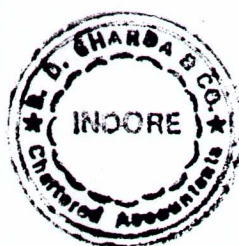
Stock at the beginning of the year	-	-
Add: Purchases	14,801,774	-
Less : Stock at the end of the year	(4,724,984)	-
	10,076,790	-

NOTE '18'**Purchases of Stock in Trade**

Purchases of Trading Goods (see Note 23(b))	52,984,687	51,211,961
Purchases of Packing Material	3,762,553	3,233,172
Consumable Goods	528,351	662,363
Goods in Transit	70,047	-
TOTAL	57,345,638	55,107,496

NOTE '19'**Change in Inventories**

Stock at Commencement		
Trading Goods (see Note 23(c))	27,975,112	27,195,235
Finished Goods	-	-
Packing Material	1,919,146	1,919,146
	29,894,258	29,114,381
Less: Stock at Close		
Trading Goods (see Note 23(c))	27,693,674	27,975,112
Finished Goods	336,911	-
Packing Material	2,234,146	1,919,146
Goods in Transit (I.O.)	183,063	-
Goods in Transit (Other)	70,047	-
	30,517,841	29,894,258
Decrease /(Increase) in Stock	(623,583)	(779,877)



NOTE '20'**EMPLOYEE BENEFITS EXPENSES**

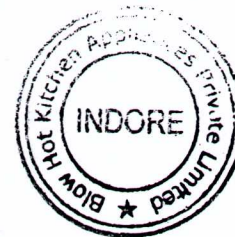
Salaries, Wages, Bonus etc.	13,092,866	6,883,051
Contribution to PF & Other Statutory Funds	972,592	656,827
Workmen and Staff Welfare Expenses	587,643	563,475
Gratuity Fund (Premium to LIC)	349,395	56,102
Director Remuneration	3,000,000	2,240,000
TOTAL	18,002,496	10,399,455

NOTE '21'**FINANCE COSTS****Interest Expense**

Interest to Others	1,307,834	854,341
Bank Interest	1,477,467	1,565,802
TOTAL	2,785,301	2,420,143

NOTE '22'**OTHER EXPENSES**

Advertisement Expenses	7,116,618	286,420
Payments to the auditor as		
a. Statutory audit	40,000	40,000
b. Tax audit	15,000	55,000
Bank Charges	414,682	48,426
Bad Debts	423,495	-
Building Repairs	62,608	209,931
Computer Expenses	57,802	45,584
Conveyance Expenses	84,241	63,170
Commission (Mswipe Card)	143,832	-
Commission (Sales)	2,332,852	3,117,752
Discount	112,370	-
Donation	21,000	82,000
Electricity Expenses	810,315	413,221
Eicher Canter Expenses	74,720	286,820
Exhibition Expenses	613,608	-
Freight & Cartage	1,814,647	697,543
Freight Inward	551,203	27,800
Fuel Expenses	35,000	30,000
General Reparing	355,944	322,294
GST/TDS Fee	124,227	-
Insurance	403,316	382,564
Legal & Professional Charges	1,597,093	935,500
Marketing Expenses	286,831	-
Office Expenses	402,073	124,831
Postage & Courier	329,240	160,713
Professional Tax	2,500	2,750
Rent, Rates and Taxes	6,874,452	897,114
Registration & Fees	385,654	49,104
Repairs & Maintenance	509,550	7,266
Sales Tax/CST	87,770	148,129
Software Expenses	120,400	-
Stationary & Printing	301,750	82,200
Telephone Expenses	237,611	280,450
Travelling Expenses		
To Directors	92,380	317,494
To Others	435,271	43,737
Vehicle Running Expenses	876,311	402,704
Foreign Exchange Loss	587,339	346,264
TOTAL	28,733,708	9,866,782



NOTE '23'**DETAILS OF TRADED GOODS****(a) SALES:**

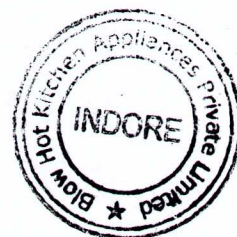
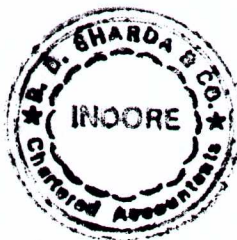
Gas Geyser & Parts	6,393,614	2,738,410
Gas Stove & Parts	28,941,871	17,939,207
Induction Cooker & Parts	10,505,680	30,531,657
Range Hood & Parts	52,395,003	39,750,145
Dishwasher	357,500	-
Others	9,892,107	3,662,677
TOTAL	108,485,774	94,622,096

(b) PURCHASES:

Gas Geyser & Parts	1,548,381	4,767,646
Gas Stove & Parts	10,394,113	11,928,189
Induction Cooker & Parts	6,885,440	18,408,092
Range Hood & Parts	26,636,096	16,032,570
Dishwasher	995,500	-
Others	6,525,157	75,465
TOTAL	52,984,687	51,211,962

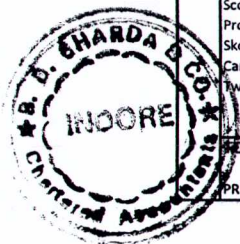
(c) INVENTORIES:

Gas Geyser & Parts	393,294	3,373,800
Gas Stove & Parts	3,829,845	7,132,238
Induction Cooker & Parts	123,696	3,396,880
Range Hood & Parts	17,056,488	11,974,962
Dishwasher	424,009	-
Others	5,866,341	2,097,232
TOTAL	27,693,674	27,975,112



NOTE '08' PROPERTY, PLANT AND EQUIPMENT

SR. NO.	DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		COST AS ON 01.04.2019	ADDITION DURING THE YEAR	DELETION DURING THE YEAR	TOTAL COST AS AT 31.03.2020	DEPRECIATION AS AT 31.03.2019	ADDITION DURING THE YEAR	DELETION DURING THE YEAR	TOTAL DEP. AS AT 31.03.2020	AS AT 31.03.2020	AS AT 31.03.2019
	Tangible Assets:										
1	LAND										
	- Lease Hold	5,262	-	-	5,262	-	-	-	-	5,262	5,262
	- Lease Hold	221,735	-	-	221,735	-	-	-	-	221,735	221,735
		226,997	-	-	226,997	-	-	-	-	226,997	226,997
2	BUILDING										
	- Office Building	157,593	-	-	157,593	148,222	729	-	148,951	8,642	9,371
	- Tube Well	136,356	-	-	136,356	133,953	-	-	133,953	2,403	2,403
	- Factory Shed	-	-	-	-	-	-	-	-	-	-
		293,949	-	-	293,949	282,175	729	-	282,904	11,045	11,774
3	PLANT AND MACHINERY										
	(In Use)										
	D.G.Set	1,438,248	-	-	1,438,248	957,791	86,906	-	1,044,697	393,551	480,457
	Electrical Installation	115,718	352,475	-	468,193	876	78,200	-	79,076	389,117	114,842
	Assembly Line	55,000	-	-	55,000	1,991	9,595	-	11,586	43,414	53,009
	Packing Machine	782,853	-	-	782,853	740,626	11,885	-	752,511	30,342	42,227
	Voltage Controller	145,500	-	-	145,500	135,111	2,942	-	138,053	7,447	10,389
	Plastic Moulds	543,182	-	-	543,182	358,057	33,511	-	391,568	151,614	185,125
	Invertor	-	41,672	-	41,672	-	6,939	-	6,939	34,733	-
	Mswipe Machine	-	26,845	-	26,845	-	4,257	-	4,257	22,588	-
	Tools & Tackels	-	104,827	-	104,827	-	12,233	-	12,233	92,594	-
		3,080,501	525,819	-	3,606,320	2,194,452	246,468	-	2,440,920	1,165,400	886,049
4	FURNITURE AND FIXTURES										
	OFFICE EQUIPMENT										
	Furniture & Fixtures	1,640,630	10,692,253	-	12,332,883	706,879	1,670,559	-	2,377,438	9,955,445	933,751
	CC TV Camera	60,242	117,827	-	178,069	55,128	29,024	-	84,152	93,917	5,114
	Sticker Printer	15,000	-	-	15,000	13,647	603	-	14,250	750	1,353
	Air Conditioner	459,042	224,412	-	683,454	236,107	90,811	-	326,918	356,536	222,935
	Cooler	111,490	8,644	-	120,134	109,042	2,610	-	111,652	8,482	2,448
	Fax Machine	31,140	-	-	31,140	31,029	-	-	31,029	111	111
	Fan	55,882	-	-	55,882	51,190	1,572	-	52,762	3,120	4,692
	Weighing Machine	20,356	-	-	20,356	18,245	863	-	19,108	1,248	2,111
	Mobile Hand Set	435,775	80,567	-	516,342	351,936	45,658	-	397,594	118,748	83,839
	Refrigerator	20,550	9,236	-	29,786	19,395	2,624	-	22,019	7,767	1,155
	Computer	702,751	254,333	-	957,084	599,465	187,514	-	786,979	170,105	103,286
	EPBAX	48,710	-	-	48,710	46,458	-	-	46,458	2,252	2,252
	Television	-	70,679	-	70,679	-	23,998	-	23,998	46,681	-
	Water Purifier	-	59,726	-	59,726	-	26,111	-	26,111	33,615	-
	Electrical Items	-	756,992	-	756,992	-	63,622	-	63,622	693,370	-
	Fire Extinguisher	-	104,436	-	104,436	-	25,348	-	25,348	79,088	-
	Smoke Detector	-	119,790	-	119,790	-	27,258	-	27,258	92,532	-
	UPS System	-	260,905	-	260,905	-	85,578	-	85,578	175,327	-
	Fire Suppression	-	13,875	-	13,875	-	2,126	-	2,126	11,749	-
		3,601,568	12,773,676	-	16,375,244	2,238,521	2,285,879	-	4,524,400	11,850,844	1,363,047
5	VEHICLES										
	Mahindra Scorpio	-	-	-	-	-	-	-	-	-	-
	Honda Civic	-	-	-	-	-	-	-	-	-	-
	Honda City	859,843	-	-	859,843	840,767	-	-	840,767	19,076	19,076
	Eicher Canter	846,044	-	-	846,044	845,053	-	-	845,053	991	991
	Scooter	489,831	-	-	423,757	423,757	16,605	-	440,362	49,469	66,074
	Mercedes	5,161,100	-	-	5,161,100	4,277,126	276,065	-	4,553,191	607,909	883,974
	I 20	708,508	-	-	708,508	556,474	47,480	-	603,954	104,554	152,034
	Scorpio (Mahendra)	1,507,044	-	-	1,507,044	950,125	173,926	-	1,124,051	382,993	556,919
	Proscche Car	12,688,402	-	-	12,688,402	7,062,467	1,756,980	-	8,819,447	3,868,955	5,625,935
	Skoda Car	1,158,700	-	-	1,158,700	993,843	51,485	-	1,045,328	113,372	164,857
	Car Hyundai	-	1,633,283	-	1,633,283	-	426,902	-	426,902	1,206,381	-
	Two Wheeler	-	50,021	-	50,021	-	4,403	-	4,403	45,618	-
		23,419,472	1,683,304	-	25,102,776	15,949,612	2,753,846	-	18,703,458	6,399,318	7,469,860
	TOTAL RS.	30,622,487	14,982,798	-	45,605,285	20,664,760	5,286,922	-	25,951,682	19,653,603	9,957,727
	PREVIOUS YEAR RS.	29,768,330	854,157	-	30,622,487	16,719,711	3,945,049	-	20,664,760	9,957,727	13,048,619



BLOW HOT KITCHEN APPLIANCES PRIVATE LIMITED, INDORE**NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2020**

- 24 The balances in the accounts of sundry debtors, creditors, deposits, advances and others are subject to confirmation.

25 **Calculation of Deferred Tax Assets (Liability)**

		For the Year 31.03.20	For the year 31.03.19
(a)	Difference between Tax Depreciation and Book Depreciation and other adjustments.	18,17,811	19,96,768
(b)	Unabsorbed Depreciation/Losses as Per Income tax Returns	3,07,610	-
		21,25,421	19,96,768

The company has recorded the net Deferred Tax Assets of Rs 1,28,653 during the year.

26 Further Notes related to Trade Payable

On the Basis of confirmation obtained from supplier who have registered themselves under the **Micro, small and medium enterprises development act, 2006 (MSMED Act, 2006)** and based on the information available with the company, the following are the details.

	2019-20	2018-19
The principal amount remaining unpaid to any supplier at the end of the year	49,37,607	63,47,920
The amount of interest paid to supplier	NIL	NIL
The amount of Interest due and payable for the delay in making payment	NIL	4,94,444

- 27 In the opinion of the Board and to the best of their knowledge and belief the Current Assets, Loans and Advances are approximately of the value stated in the balance sheet, if realized in the ordinary course of business. Provisions for depreciation and for all known liabilities have been made in the accounts.

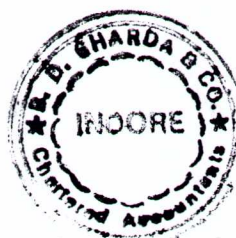
- 28 Related Party disclosures: (As identified by the management), Related party disclosures as required by AS-18
"Related Party Disclosures are given below:

A. Name of related parties and description of relationship

RELATIONSHIP**NAME OF THE RELATED PARTY**

- (a) Associates

- M/s. Narendra Gorani HUF
- Gorani Industries Ltd.
- Gangotri Industries



(b) Key Management Personnel

- Mr. Sanjay Gorani
- Mr. Balkishan Gorani
- Mrs. Manju Gorani

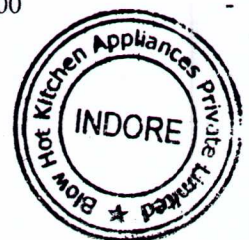
Page No. 398

(c) Relative of Key management personnel

- Mrs. Shanta R Gorani

B. Nature of transaction: The transactions entered into with the related parties during the year alongwith related balances as at 31st march 2020 are as under:

S.No.	Description	2019-20	2018-19
(A)	Transactions with Associates		
1.	Purchase of Goods		
	Gorani Industries Ltd.	2,49,52,516	98,30,648
	Gangotri Industries	-	20,768
2.	Sale of Goods		
	Gangotri Industries	86,38,872	46,40,214
3.	Rent Income		
	Gorani Industries Ltd.	-	-
4.	Amounts receivable at the year end		
	Gangotri Industries	9,60,771	19,97,983
5.	Amounts Payable at the year end		
	Gorani Industries Ltd	38,75,194	61,09,892
(B)	Transaction with key management personnel		
1.	Interest Paid		
	Mr. Sanjay Gorani	5,09,667	1,59,576
	Mr. Balkishan Gorani	9,641	77,074
	Mrs. Manju Gorani	88,433	1,06,120
	Gorani Industries Limited	4,94,444	-
2.	Remuneration		
	Mr. Balkishan Gorani	12,00,000	11,20,000
	Mrs. Manju Gorani	12,00,000	11,20,000
	Mr. Geet Gorani	6,00,000	-



3. Amounts payable at the year end

Mr. Sanjay Gorani	81,50,392	21,64,906
Mr. Balkishan Gorani	1,15,804	1,07,127
Mr. Manju Gorani	10,62,174	9,82,584

(C) Relative of Key Management Personnel

1. Interest Paid

Mrs. Shanta Gorani

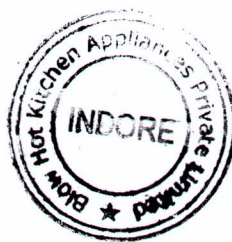
29 Additional Information pursuant to provisions of paragraph 5 (VIII) of part II of schedule III to the companies as certified by the Directors are as under

		Current Year	Previous Year
		Value	Value
(A)	Value of Imports calculated on CIF basis:		
	Trading Goods (Gas Stove, Mini Lights, Gas Geyser, Appliances and Accessories)	3,37,58,503	2,68,93,167
(B)	Expenditure in Foreign Currency:		
	Traveling Expenses	Nil	Nil
(C)	Amount remitted in Foreign Currency on account of Dividend	Nil	Nil
(D)	Earning in Foreign Exchange On account of Export of Goods on FOB basis	Nil	Nil
(E)	Managerial Remuneration:		
	Salary	30,00,000	22,40,000

30 The previous year figures have been regrouped / reclassified, wherever necessary to confirm to the current year figures.


SANJAY GORANI
MANAGING DIRECTOR
DIN No. 00055531



GEET GORANI
DIRECTOR
DIN No. 08364525



PLACE: INDORE
DATE: 14-12-2020

as per our report of even date
For: B.D. SHARDA & CO.
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 000161C




(B.D.SHARDA)
Proprietor
M.No.70209

BLOW HOT KITCHEN APPLIANCES PRIVATE LIMITED, INDORE
ANNEXURE 1 TO 10 ANNEXED TO AND FORMING PART OF BALANCE SHEET & PROFIT & LOSS ACCOUNT
AS AT 31ST MARCH, 2020

Page No. 400

LONG TERM BORROWINGS

ANNEXURE-01

Unsecured

From Directors

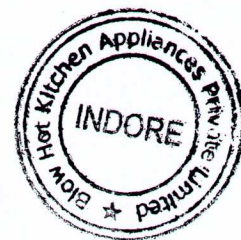
Shri Balkishan Gorani	115,804.00
Smt. Manju Gorani	1,062,174.00
Shri Sanjay Gorani	8,150,392.00
TOTAL	9,328,370.00

TRADE PAYABLES OTHER THAN MSME

ANNEXURE-02

Creditors for Material & Expenses

Samarth Impex, Delhi	418,200.00
CIPET, Bhopal	278,468.00
Cheque issued but not presented	6,479,974.00
Agrawal & Sons	484,068.00
Akshaj Traders	567,820.00
Aseem Packaging Pvt.Ltd.	50,574.00
Better Interglobal Co Ltd.,	6,942,223.00
Hakimuddin Industries, Indore	33,040.00
Jiangmen Birrming Trading Co Ltd., China	1,253,718.00
Laso Comfort Systems, Indore	83,633.00
Metlok Private Ltd., Nagpur	73,750.00
Prakhar Enterprises	595,353.00
Rishit Agency	568,968.00
Tnt India Private Limited, Indore	26,121.00
Vinera Carpers	26,373.00
Vrajlal & Sons, Indore	10,502.00
Heena Marketing, Raipur	1,218,473.00
Prakash Enterprises, Bilaspur	161,984.00
Real House, Raipur	61,314.00
Nikky Ply House, Aurangabad	1,416.00
Arun Tyres Pvt. Ltd.	1,200.00
Geet Gorani (Salary) A/c	353,840.00
Jiangmen Birrstar Trading Co. Ltd., China	5,030,878.00
Manish Jain & Co.M Indore	16,200.00
Solar Battery Mfg.Co.	4,400.00
Vigilance Publicity	110,946.00
Zalani Sons, Indore	710.00
Hemant Sethi	15,072.00
Ramesh Pandey	10,470.00
Abhilasha Bai	4,831.00
Anu George	14,080.00
Archana Kharti	4,831.00
Aruna Bakhla	4,831.00
Balkrishna Gorani (Salary) A/c	284,486.00
B.D. Sharda & Com.	49,500.00
Bhawana Rajkwar	11,080.00
Chandra Shekhar Ghugare	14,080.00
Gayatri Bal	4,831.00
Geetabai	5,369.00
Gopal Sankhala	9,248.00
Harishankar	6,711.00
Indira Bai	1,073.00
Iqbal	9,161.00
Jitendra Devra	9,815.00
Kalasia Bai	5,369.00
Kishor Chouhan	5,638.00
Manju Gorani (Salary) A/c	948,014.00
Manorama Bai	5,369.00
Naresh Punetha	19,042.00



Nitin Shreevas	5,638.00
Omprakash Patel	10,033.00
Prakash Tea Stall	20,990.00
Rajesh Kulkarni	6,711.00
Rajni Bargal	4,831.00
Raju Kevat	5,638.00
Rakesh	6,174.00
Ramesh Gupta	13,087.00
Ravindra Thakur, Mumbai	41,072.00
Ravi Shinde	8,725.00
Rekha Akodia	4,563.00
Rekha Verma	4,563.00
Sangeeta Bai	4,563.00
Saroj Mishra, Mumbai	22,375.00
Shanti Bai	5,369.00
Sumira Tirki	4,563.00
Sunita Parihar	4,563.00
Suresh Jaiswal	8,376.00
Sushil Sharma	11,342.00
Tessy George	14,080.00
Jaipur Branch	
Naresh Punetha	10,000.00
Rajesh Piplodia	20,000.00
Siddharth	19,000.00
TOTAL A	26,553,303.00

TRADE PAYABLES MSMECreditors for MaterialIndore

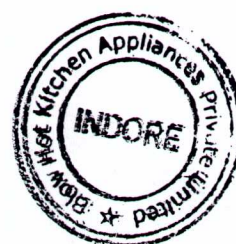
Gorani Industries Ltd	3,875,194.00
Rohit Offset Pvt Ltd , Indore	17,920.00

Bangalore:

Ceasefire Industries Pvt Ltd	52,498.00
Chanasya Branding	2,321.46
Deepak S Bhonsle	63,000.00
Digion Solutions Pvt Ltd	8,160.00
Evitamin Business Consulting Pvt Ltd	140,637.00
Gorani Industries Limited	94,055.00
Ilayaraja Printographs	3,050.00
Indian Events And Exhibitions	1,680.00
Ravn Marketing & Media Pvt Ltd	1,260.00
Sai Balaji Furniture	28,084.00
Secure Service Plus	7,758.40
Shivram Electricals	51,864.08
Shree Nakoda Marketing-Purchase	15,600.00
S K Interiors	37,185.10
Sri Magic Printz	293,336.00
Sri Nataraja Tempo Service	31,360.00
S.R.Marketing (Purchase)	59,383.00
Sumukha Management Consultants	9,180.00
Tejaswini Prints	8,788.00
Venu & Vinay	43,200.00
Yash Sign	92,093.00

TOTAL B	4,937,607.04
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TOTAL (A+B)	31,490,910.04
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ANNEXURE-03

OTHER CURRENT LIABILITIES**ADVANCE FROM CUSTOMERS****Indore:**

Agrawal Agency, Raipur	500,000.00
Full Stop Trade Links, Raipur	239,520.00
Pooja Home Appliances, Panvel	131,103.00

Bangalore:

Yaquta Rashid-Bajaj Customer-Bgr	22,766.00
Manish Singh - Bajaj Customer Rr Nagar	17,484.00
Amazon Seller Services Private Ltd	2,398.48
Bsk Sales (Drs)	4,000.00
Exhibition Sales	3,851.00
Other advances from Customers	406,227.00
Cash Sales - Ncf Exhibition(Drs)	500.00

TOTAL (A)**1,327,849.48****TAXES DUTIES AND OTHER PAYABLES**

T.D.S Payable	341,076.00
GST RCM Payable	17,288.00
Axis Swipe Card	6,400.00
Bajaj Card	17,535.00
Payable to Staff against imprest	78,449.21
CGST	72,379.00
SGST	72,379.00
IGST	1,133,740.00
GST Payable (IGST)	7,020.00

TOTAL (B)**1,746,266.21****FRANCHISEE DEPOSITS**

Kiran, Nagarbhavi	370,000.00
Madathil Marketing Company	700,000.00
Peekay	400,000.00
Sri Sadguru Enterprises	700,000.00

TOTAL (C)**2,170,000.00****TOTAL (A+B+C)****5,244,115.69**

ANNEXURE-04

SHORT TERM PROVISIONS**Provisions for other expenses**

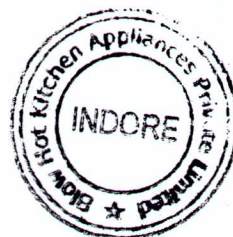
Bonus Payable	323,611.00
ESIC Payable	17,289.00
Leave with Wages Payable	187,301.00
P.F Payable	153,064.00
Professional Tax Payable	6,875.00
Electricity Payable Bng	20,782.00
Salary Payable Bng.	656,225.00
Rent Payable Bng.	528,583.00

TOTAL (A)**1,893,730.00**

ANNEXURE-05

LONG TERM LOANS AND ADVANCES**Security Deposits with Government authorities**

M.P.E.B Deposit	47,973.00
B.I.S Bhopal	12,000.00
D.I.C Deposit	1,186.44
Land Security (Pologround)	4,816.00
Telephone Deposit Bng	500.00

TOTAL (A)**66,475.44**

Security Deposits with Others

G.C.T Industries Ltd	61,750.00
Hotel Mashal Pvt Ltd	35,000.00
Mrs. Vedhanayaki - Jayanagar Showroom	420,000.00
B Manjula - Maratha Halli Showroom	700,000.00
Deepak S Bhonsle - SR Nagar	700,000.00
Jameela Begum - Koramangala	850,000.00
Bafna - Malleshwaram	700,000.00
Nitin - Nagarbhavi	300,000.00
Anitha Dsouza - BGR	650,000.00
Rahul Mirchandani - HBR	850,000.00
Shivanna - BSK	800,000.00
Veerabhadraiah - DVG	300,000.00

TOTAL (B)	6,366,750.00
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TOTAL (A+B)	6,433,225.44
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ANNEXURE-06

TRADE RECEIVABLES

<u>Particulars</u>	<u>More than six Month</u>	<u>Others</u>	<u>Total</u>
Alok Dave, Indore	6195.00	0.00	6195.00
Amit Traders, Delhi	-	19,908.00	19908.00
Awadesh Namdev, Indore	-	4,514.00	4514.00
Bharat Sales Poona	181,840.00	-	181840.00
Crystal Enterprises, Mumbai	71,697.00	18,500.00	90197.00
Enam Marketing, Mumbai	250,000.00	-	250000.00
Ever Fresh Appliances, Ahmedabad	1,010,033.00	-	1010033.00
Gangotri Industries, Roorkee	-	960,771.00	960771.00
J J Electricals, Rajkot	-	382,980.00	382980.00
Kanchan Kitchen, Mumbai	-	46,250.00	46250.00
Kayvee Kitchens, Mumbai	12,001.00	-	12001.00
Keeline Appliances Pvt.Ltd., Hyderabad	-	1,652.00	1652.00
Madhur Kitchens, Mumbai	40,501.00	-	40501.00
Nakoda Distributors, Udaipur	-	74,058.00	74058.00
New Mahaveer Marketing, Indore	-	1,134,050.00	1134050.00
Nirav Trading Co.Pvt. Ltd., Mumbai	-	497,135.00	497135.00
P.P Enterprises, Kollam	22,684.00	-	22684.00
P.V. Sales, Poona	101,360.00	-	101360.00
Rajesh Home Appliances, Mumbai	9,301.00	-	9301.00
R.D. Traders, Muzaffar Nagar	15,812.00	-	15812.00
Shakti Enterprises, Sirsa	-	54,468.00	54468.00
Shreeji Impex, Bangalore	23,600.00	33,040.00	56640.00
Sri Venkatasai Trading Pvt.Ltd., Hyderabad	-	7,253,558.00	7253558.00
Sunfree Heat Industries, Anand	-	233,876.00	233876.00
Swetal Enterprises, Ahmedabad	81,656.00	-	81656.00
Tannu Metal & Home Appliances, Raipur	-	794,871.00	794871.00
Trading Engineers (International), Mumbai	117,233.00	747,915.00	865148.00
Union (India) Electrical Co. Delhi	2,596.00	-	2596.00
Ushub Trading, Udaipur	-	408,020.00	408020.00
Wallife India, Raipur	3,094,456.00	-	3094456.00
<u>Jaipur</u>			
Akansha Agencies Pvt.Ltd.	-	41,887.00	41887.00
A.K. Kitchens, Jaipur	31,291.00	-	31291.00
Amit Kumar	8,750.00	-	8750.00
Anupam Furniture Unlimited	13,450.00	-	13450.00
Balaji Plywood & Furniture, Agra Road	3,429.00	-	3429.00
Buchi Ram Hari Prasad and Co., Jaipur	-	82,315.00	82315.00
Dezin Today, Mansarovar	-	24,562.00	24562.00
Dindayal Ji	8,750.00	-	8750.00



Euro Point, Sikar	-	57,032.00	57032.00
Goyal Plywood and Hardware, Jaipur	-	32,600.00	32600.00
Jai Electro Vision Jaipur	45,160.00	-	45160.00
Jai Mata Di Home App. Kota	11,044.00	-	11044.00
King Hardware Collection, Jaipur	-	4,500.00	4500.00
Khandelwal Sanitary & Hardware Jaipur	4,600.00	-	4600.00
Paras Electricals Jaipur	11,520.00	-	11520.00
Ramesh Kumar, Jaipur	2,500.00	-	2500.00
Royalz Kitchenware, Jaipur	-	64,820.00	64820.00
Sangita Home Appliances, Jaipur	38,520.00	16,080.00	54600.00
Sanjay Singh Kumher	-	9,000.00	9000.00
Shayona Enterprises Jaipur	-	9,000.00	9000.00
Shree Sanitary Store, Jaipur	-	17,822.00	17822.00
Smart Appliances, Jaipur	19,988.00	-	19988.00
Sunshine Appliances Jaipur	21,312.00	34,688.00	56000.00
Sunshine Marketing Jaipur	24,749.00	-	24749.00
The Desier	3,690.00	25,900.00	29590.00
Bangalore:			
Jvs Enterprises - Tumkur	-	1,257.00	1257.00
M/S Galleria In	-	76,700.00	76700.00
Saanchal Integrals	-	4,463.64	4463.64
Sri Venkateshwara Stylish Kitchen	-	1,656.00	1656.00
The Solutions	-	6,667.00	6667.00
Ziaken Galleria	-	29,868.00	29868.00
Aiden Lights And Appliances	-	15,675.00	15675.00
Amj Enterprises-(Karnataka)	-	85,255.00	85255.00
J G Solutions	-	1,433,735.32	1433735.32
Lighting Empire International	-	17,185.00	17185.00
Maple Inc	-	470,290.00	470290.00
Minto Marketing	-	167,703.46	167703.46
M S Distributors	-	357,029.44	357029.44
Navilu Enterprises	-	68,033.00	68033.00
Shree Nakoda Marketing	-	1,017,888.26	1017888.26
Sree Shakthi Electricals	-	1,030,281.70	1030281.70
Sri Sadguru Enterprises	-	649,102.20	649102.20
S R Marketing	-	600,126.50	600126.50
S.R.S.Distributors	-	564,837.00	564837.00
Mathrushree Enterprises	-	81,105.00	81105.00
Peekay'S Atelier- Sales	-	124,085.00	124085.00
Bgr Sales (Drs)	-	11,500.00	11500.00
Bsk Sales (Drs)	-	500.00	500.00
Koramangala Sales (Drs)	-	19,990.00	19990.00
Malleshwaram Sales (Drs)	-	25,200.00	25200.00
Marathalli Sales(Drs)	-	1,000.00	1000.00
Rr Nagar Sales (Drs)	-	9,000.00	9000.00
Cash Sales- Bsk	-	10,000.00	10000.00
Manjunatha Tk- Koramangala	-	4,945.00	4945.00
Suraj Dm	-	500.00	500.00
	5,289,718.00	19,971,350.52	25,261,068.52

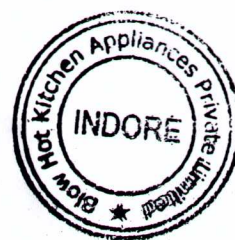
ANNEXURE-07

Balance In Current Accounts with Scheduled Bank**Bank A/c**

Axis Bank	337,217.32
State Bank Of India (Pologround)	4,126,072.12
Axis Bank Bangalore	1,240,389.71
TOTAL (A)	5,703,679.15

State Bank of India, Gratuity Trust A/c

TOTAL (B)	146,290.50
TOTAL (A+B)	5,849,969.65



Short Term Loans & Advances**Advance**

Air Care	458,716.00
Foshan Haotian Imp & Exp. Co.Ltd., China	2,410,160.00
Foshan Shunde Media Washing Appliances Mfg.Co.Ltd.,	737,686.08
Guangdong Midea Kitchen Appliances Mfg.Co.Ltd., Ch	2,346,754.19
Mahendra Lakhani, Jaipur	44,000.00
Newtime Import & Export Corp.Ltd., China	726,810.34
Zhejiang Seng Electronic Appliances Co Ltd, China	338,129.91
Zhongshan Tinon Gas Cookers & Electrical Appliances	464,571.74
Universal Distributor	15,000.00
Radha Mohan Goyal, Jaipur	77,000.00
Riddhi Exim India	12,500.00
Pegasus Inland Container Depot Pvt.Ltd.	45,825.00
Bangalore:	
MS Distributors	200,000.00
Peekay Atelier	400,000.00
Abec Exhibitions & Conferences Pvt Ltd	51,000.00
Zesty Innoventures P Ltd	22,715.00
Cooling Care	20,600.00
Tedx Global	20,000.00
Jaipur Andhra Transport Organisation	16,990.00
Just Dial Ltd	360.00
Royal Cooling Systems	12,638.00
	<u>8,421,456.26</u>

ANNEXURE-08**PREPAID EXPENSES**

Prepaid Insurance

281,665.00**INCOME TAX REFUNDABLE**

Advance Tax (Indore)
TCS Receivable (Bangalore)
Tax

2,650,000.00
12,598.00
(1,609,011.00)
1,053,587.00

ANNEXURE-10**EMPLOYEE BENEFITS EXPENSES**

Salary & Wages A/c
Bonus A/c
Leave with Wages
Conveyance & DA

12,144,003.00
323,611.00
187,301.00
437,951.00

TOTAL13,092,866.00

Contribution to:
Provident Fund
ESIC

798,362.00
174,230.00

TOTAL972,592.00**ANNEXURE-11****OTHER EXPENSES****RENT, RATES & TAXES**

Property Tax
Rent
Lease Rent
Customs Duty Expense
GCP Charges (Nagar Nigam)

43,455.00
6,640,751.00
157,072.00
15,173.70
18,000.00

TOTAL6,874,451.70

For Gorani Industries Ltd.



Director,



AUDITED ANNUAL ACCOUNTS
OF

*M/S. BLOWHOT KITCHEN APPLIANCES PVT.LTD.
INDORE (CONSOLIDATED)*

FOR THE YEAR ENDED 31ST MARCH 2021

AUDITORS

B.D. SHARDA & COMPANY
CHARTERED ACCOUNTANTS
309, CHETAK CENTRE, INDORE - 452002
PHONE : 4002145
PAN : AGTPS5612D

For *Certain Industries Ltd.*



Director

B.D. SHARDA & CO
Chartered Accountants
B.D. SHARDA
M. Com., LL.B (Hons) F.C.A.



309, Chetak Centre
12/2 RNT Marg,
Indore - 452001
Phone : 4002145

INDEPENDENT AUDITOR'S REPORT

TO,
THE MEMBERS
BLOWHOT KITCHEN APPLIANCES PRIVATE LIMITED, INDORE

Report on the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of BLOWHOT KITCHEN APPLIANCES PRIVATE LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2021, the Statement of Profit and Loss, Cash flow Statement for the year ended, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2021, and its profit and its cash flow for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's 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 Companies Act, 2013 and the Rules there under, 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 is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of 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.

We have determined that there is no key audit matter to communicate in our report.

Management's Responsibility 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 financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 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 and using the 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.

That Board of Directors is also responsible for overseeing the Company's financial reporting process.



B.D. SHARDA & CO
Chartered Accountants
B.D. SHARDA
M. Com., LL.B (Hons) F.C.A.



309, Chetak Centre
12/2 RNT Marg,
Indore - 452001
Phone : 4002145

Auditor's Responsibility

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.

A further description of our responsibilities for the audit of the financial statements is included in Annexure "A" of this auditor's report.

Report on Other Legal and Regulatory Requirements

- I. As required by the Companies (Auditor's Report) Order, 2016 ("the order") issued by the Central Government of India in terms of sub-section (11) 143 of the act, we give in the Annexure "B", a statement on the matters specified in the paragraph 3 and 4 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 purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the cash flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion the aforesaid financial statements comply with the accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) Report on the internal financial controls u/s 143 of the Companies Act 2013 is not applicable to the Company.
 - (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 does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.



For B.D. SHARDA & CO.
Chartered Accountants
Firm Registration No. 00161C

B.D. Sharda

[CA. B.D. SHARDA]
Proprietor
Membership No.: 070209

Place: Indore
Date: 11.11.2021
UDIN: 22070209AAAAA62178

B.D. SHARDA & CO
Chartered Accountants
B.D. SHARDA
M. Com., LL.B (Hons) F.C.A.



309, Chetak Centre
12/2 RNT Marg,
Indore - 452001
Phone : 4002145

ANNEXURE "A" REFERRED TO IN PARAGRAPH UNDER THE HEADING OF "AUDITOR'S RESPONSIBILITY" OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF BLOWHOT KITCHEN APPLIANCES PRIVATE LIMITED, INDORE ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2021

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

1. 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.
2. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
3. 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.
4. 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.

Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements.

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.



For B.D. SHARDA & CO.
Chartered Accountants
Firm Registration No. 00161C

[Signature]

[CA. B.D. SHARDA]
Proprietor
Membership No.: 070209

Place: Indore

Date: 11.11.2021

UDIN: 22070209AAAAA62178

B.D. SHARDA & CO
Chartered Accountants
B.D. SHARDA
M. Com., LL.B (Hons) F.C.A.



309, Chetak Centre
12/2 RNT Marg,
Indore - 452001
Phone : 4002145

ANNEXURE "B" TO THE INDEPENDENT AUDITORS' REPORT

REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING 'REPORT ON OTHER LEGAL & REGULATORY REQUIREMENT' OF OUR REPORT OF EVEN DATE OF THE FINANCIAL STATEMENT OF THE COMPANY FOR THE YEAR ENDED MARCH 31, 2021:

- 1) (a) The Company has maintained proper records, showing full particulars, including quantitative details and situation of fixed assets on the basis of available information.
- (b) As explained to us, all the fixed assets have been physically verified by the management in a phased manner, which in our opinion is reasonable having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such physical 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.
- 2) (a) The management has conducted the physical verification of inventory at reasonable intervals.
- (b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act.
- 4) In our opinion according to the information given to us and as per the provisions of Sec. 185 of the Companies Act, the Company has not granted any loan to its Directors. Further company has not make /give any loans, investment, guarantees and securities as provided in Sec. 186 of the Companies Act.
- 5) According to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and Rules framed there under to the extent notified.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally late in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, CESS and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2021 for a period of more than six months from the date on when they become payable.
- b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks, financial institutions or government. The Company did not have any borrowings during the year by way of debenture.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments. The term loans were applied for the purposes for which those were raised.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we have neither come across any instances of material fraud by the Company or on the company by its officers or employees, noticed or reported during the year.
- 11) The Company is a Private Limited Company. Therefore the provision of clause 3(XI) of the order is not applicable to the company.

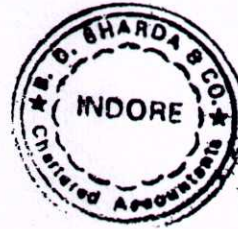


B.D. SHARDA & CO
Chartered Accountants
B.D. SHARDA
M. Com., LL.B (Hons) F.C.A.



309, Chetak Centre
12/2 RNT Marg,
Indore - 452001
Phone : 4002145

- 12) As the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- 13) The provision of sec. 177 of the Companies Act is not applicable to the company. Further according to the information and explanations given to us and based on our examination of the records of the company, transaction with related parties are in compliances with sec. 188 of the Act where applicable and details of such transaction have been disclosed in the financial statement as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company.



For B.D. SHARDA & CO.
Chartered Accountants
Firm Registration No. 00161C

B. Sharda

[CA. B.D. SHARDA]
Proprietor
Membership No.: 070209

Place: Indore
Date: 11.11.2021
UDIN: 22070209 AAAAAA 52178

BLOW HOT KITCHEN APPLIANCES PRIVATE LIMITED, INDORE (CONSOLIDATED)**CIN NO. U02710MP1963PTC000955****BALANCE SHEET AS AT 31ST MARCH 2021**

		(In F	
PARTICULARS		As at	As a
		31st March, 2021	31st March, 2020
I. EQUITY AND LIABILITIES			
1. Shareholders' funds			
(a) Share Capital	2	2,500,000	2,500,000
(b) Reserves and Surplus	3	60,838,714	38,392,500
2 Non- current liabilities			
(a) Long-term borrowings	4	39,921,030	28,872,300
3. Current Liabilities			
(a) Trade payables	5	42,562,197	31,490,900
(b) Other current liabilities	6	6,789,005	5,244,100
(c) Short term provisions	7	6,442,378	1,893,700
TOTAL		159,053,324	108,394,000
II ASSETS			
1. Non-current assets			
(a) Fixed assets			
(i) Tangible assets	8	18,884,390	19,653,600
(b) Deferred Tax Assets	9	2,949,567	2,125,400
(c) Long-term loans and advances	10	6,839,126	6,433,200
2. Current assets			
(a) Inventories	11	55,815,103	35,242,820
(b) Trade receivables	12	44,565,764	25,261,060
(c) Cash and Bank Balances	13	24,313,628	6,301,170
(d) Short-term loans and advances	14	4,281,749	12,034,240
(e) Other current assets	15	1,403,997	1,342,440
TOTAL		159,053,324	108,394,000
Significant Accounting policies and the accompanying notes are an integral part of these financial statements		1 to 30	

or and on behalf of the Board

Sanjay Gorani
Managing Director
DIN No. 00055531

Geet Gorani
Director
DIN No. 08364525



As per our report of even date
For B. D. Sharda & Company
Chartered Accountants
Firm Reg. No. 001610

B. D. Sharda

Place : Indore
Date : 11/11/2021


(B. D. Sharda)
Proprietor
M. No. 70209

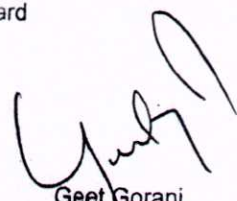
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BLOW HOT KITCHEN APPLIANCES PRIVATE LIMITED, INDORE (CONSOLIDATED)**CIN NO. U02710MP1963PTC000955****STATEMENT OF PROFIT AND LOSS****For The Year Ending on 31ST MARCH 2021**

		(In Rs.)		
	PARTICULARS	Note	Year Ended 31st March, 2021	Year Ended 31st March, 2020
I	Revenue from operations			
	Sale of Products	16	235,113,172	126,471,274
II	Other Income	17	3,174,666	5,849
III	Total Revenue (I + II)		238,287,838	126,477,123
IV	Expenses			
	Cost of Material Consumed	18	9,836,053	10,076,790
	Purchases of Stock in Trade	19	128,225,282	57,345,638
	Changes in inventories of finished goods, work in progress and Stock-in-trade	20	(19,655,445)	(623,583)
	Employee benefits expense	21	26,895,948	18,002,496
	Finance Costs	22	2,336,287	2,785,301
	Depreciation and amortization expense	8	6,169,791	5,286,922
	Other expense	23	53,593,386	28,733,708
	Total Expense		207,401,302	121,607,271
V	Profit before Tax (III-IV)		30,886,536	4,869,852
VI	Tax expense:			
	(1) Current tax		9,264,901	1,609,011
	(2) Deferred tax		(824,146)	(128,653)
VII	Profit for the year (V-VI)		22,445,781	3,389,494
VIII	Earnings per equity share:			
	(1) Basic		898	136
	(2) Diluted		898	136
Significant Accounting policies and the accompanying notes are an integral part of these financial statements		1 to 30		

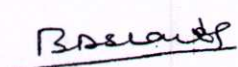
For and on behalf of the Board


Sanjay Gorani
 Managing Director
 DIN No. 00055531


Geet Gorani
 Director
 DIN No. 08364525




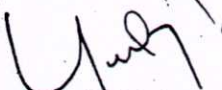

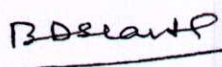
As per our report of even date
 For B. D. Sharda & Company
 Chartered Accountants
 Firm Reg. No. 00161C


(B. D. Sharda)
 Proprietor
 M. No. 70209

Place : Indore

Date : 11.11.2021

22070209AAAAA62178

BLOW HOT KITCHEN APPLIANCES PRIVATE LIMITED, INDORE			
CIN NO. U02710MP1963PTC000955			
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2021			
	As at 31-03-2021		As at 31-03-2020
(A) Cash flow from Operating Activities			
Net Profit before exceptional and extra ordinary items and Tax		30,886,536	4,869,852
Add/Less: Non-Operating/Non-cash Items			
Depreciation & Amotization	6,169,791		5,286,922
Profit on Sale of Assets	(34,547)		
Interest Paid	2,336,287		2,785,301
Interest Income	(6,111)	8,465,420	(5,849)
Operating Profit before Working Capital Changes		39,351,956	12,936,226
Change in Working Capital			
Trade Payables	11,071,287		22,629,049
Other Current Liabilities	1,544,889		(1,208,030)
Short Term Loans & Advances	7,752,494		(10,576,694)
Short Term Provisions	1,541,848		1,287,590
Inventories	(20,572,278)		(5,348,567)
Trade Receivable	(19,304,695)		(6,610,082)
Other Current Assets	(61,553)	(18,028,008)	(66,106)
Cash Generated from Operation		21,323,948	13,043,385
Income Tax Paid		6,258,101	3,487,728
Net cash flow from operating activities [A]		15,065,847	9,555,657
(B) Cash flow from Investing Activities			
Purchase of Property, Plant and Equipments	(5,516,030)		(14,982,798)
Sale of Property, Plant and Equipments	150,000		
Interest Income	6,111		5,849
Net Cash used in Investing Activities [B]		(5,359,919)	(14,976,949)
(C) Cash Flow from Financing Activities			
Long Term Borrowings	11,048,709		12,884,738
Long term loans & advances	(405,901)		(3,515,199)
Finance Cost	(2,336,287)		(2,785,301)
Net Cash used in Financing Activities [C]		8,306,521	6,584,238
Net Increase / Decrease in Cash & Cash Equivalents [A+B+C]		18,012,449	1,162,946
Cash and Cash Equivalents as at 1st April 2020 (Op. Bal)		6,301,179	5,138,233
Cash and Cash Equivalents as at 31st March 2021 (Cl. Bal)		24,313,628	6,301,179
<div> <div>For and on behalf of the Board</div> <div> <div>  <div>Sanjay Gorani Managing Director DIN No. 00055531</div> </div> <div>  <div>Geet Gorani Director DIN No. 08364525</div> </div> </div> <div>  <div> <div>As per our report of even date For B. D. Sharda & Company Chartered Accountants Firm Reg. No. 00161C</div> <div>  <div>(B. D. Sharda) Proprietor M. No. 70209</div> </div> </div> </div> </div>			
<div> <div>Place : Indore</div> <div>Date : 11.11.2021</div> </div>			

BLOW HOT KITCHEN APPLIANCES PRIVATE LIMITED, INDORE
Notes forming part of Financial Statements

Note: 1

SIGNIFICANT ACCOUNTING POLICIES

1. SIGNIFICANT ACCOUNTING POLICIES FOLLOWED BY THE COMPANY

A] Basis of Accounting:

The financial statements of Blow Hot Kitchen Appliances Private Limited have been prepared to comply with the generally accepted accounting principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under historical cost convention on accrual basis. The accounting policies have been consistently applied by the company unless otherwise stated.

B] Sales:

The sales of goods are recognized at the point of dispatch of the goods to the customers.

C] Income:

The Income is accounted for on accrual basis.

D] Property, Plant and Equipments:

Property, Plant and Equipments are stated at cost. The cost of an asset comprises its purchase price/cost of construction and any directly attributable expenses for bringing the assets to their working condition for its intended use. Expenditure for additions, modifications, improvements and renewals are capitalized and expenditure for maintenance and repairs are charged to the Profit & Loss Account.

E] Depreciation:

Depreciation on Property, Plant and Equipments has been provided on useful life of the assets as prescribed in the Schedule II to the Companies Act, 2013 on written down value method (WDVM). Assets which are purchased / sold during the year, depreciation has been provided on pro-rata basis.

F] Borrowing Cost:

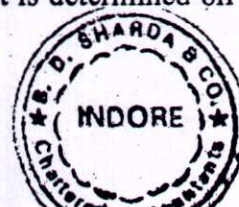
Borrowing cost that is attributable to the acquisition or construction of qualifying assets is capitalized as part of the cost of such assets. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing cost is recognized as an expense in the period in which they are incurred.

G] Foreign Currency Transaction:

The transactions in foreign currencies are recorded at the rate prevailing on the date of the transaction. Monetary items denominated in foreign currency are restated at the rate prevailing on the balance sheet date. Exchange gains/ losses on settlement and on conversion of monetary items denominated in foreign currency are dealt with in the profit and loss account.

H] Inventories:

Inventories are stated at the lower of cost or net realizable value. Cost is determined on the basis of FIFO method.



I] Contingent Liabilities:

Contingent liabilities as defined in Accounting Standard 29 on "Provisions, contingent liabilities and contingent assets" are disclosed by way of notes to the accounts. Disclosure is not made if the possibility of an outflow of future economic benefits is remote. Provision is made if it is probable that an outflow of future economic benefits will be required to settle the obligation.

J] Retirement Benefits:

- i] The Company accounts for group gratuity for the eligible employees on the basis of payments to Life Insurance Corporation of India as actuarially determined with reference to agreement between them.
- ii] Leave encashment liability is accounted on actual payment basis as per the rules applicable to the company.
- iii] Company's contribution to Provident Fund and ESIC are charged to Profit and Loss Account.

K] Research & Development:

Capital expenditure on research and development is treated in the same way as expenditure on Fixed Assets. The revenue expenditure on Research & Development is written off in the year in which it is incurred.

L] Accounting on Taxes:

Tax Expenses comprises current tax and deferred tax.

Provision for Income tax is made as per the Income Tax Act 1961. Deferred tax is recognized subject to consideration of prudence; on timing difference being the difference between taxable income and accounting income originate in one period and are capable of reversal in one or more subsequent periods.

M] Impairment of Property, Plant and Equipments:

The Company on an annual basis makes an assessment of any indicator that may lead to impairment of assets. If any such indication exists, the company estimates the recoverable amount of the assets. If such recoverable amount is less than the carrying amount, then the carrying amount is reduced to its recoverable amount by treating the difference between them, as impairment loss and the same is charged to profit & loss account. Based on the aforesaid review, the Company is of opinion that there is no impairment of any of its Property, Plant and Equipments as at 31st March 2021.

N] Investments:

Investments that are readily realisable and intended to be held for not more than a year are classified as current investment. All other investments are classified as long term investments. Current investments are carried at lower of cost or fair value. Long term investments are carried at cost less permanent diminution in value, if any.



BLOWHOT KITCHEN APPLIANCES PRIVATE LIMITED**NOTES FORMING PART OF ACCOUNTS**

Particulars	On 31.03.2021		On 31.03.2020	
	Rupees	Rupees	Rupees	Rupees
NOTE '2'				
SHARE CAPITAL				
-Authorised				
25000 Equity Shares of Rs. 100/- each		2,500,000		2,500,000
[Previous Year : 25000 Equity Shares of Rs.100 /- each]				
-Issued, Subscribed and Paid up				
25000 Equity Shares of Rs. 100/- each fully paid-up.		2,500,000		2,500,000
[Previous Year : 25000 Equity Shares of Rs.100/- each]				
TOTAL		2,500,000		2,500,000
- Reconciliation of Shares:	Nos	Amt(Rs)	Nos	Amt(Rs)
Opening Share Capital	25,000	2,500,000	25,000	2,500,000
Closing Share Capital	25,000	2,500,000	25,000	2,500,000
-List of Share holders having 5% or more Shares (In Nos)				
Name Of Shareholders	In Nos	In %	In Nos	In %
Smt. Shanta Devi R. Gorani	8,550	34	2,300	9
Shri Narendra Gorani	1,710	7	1,710	7
Shri Anil Gorani	-	-	4,350	17
Shri Sanjay Gorani	4,810	19	4,810	19
Smt. Hema Gorani	4,500	18	4,500	18
Shri Sanjay Gorani (HUF)	2,000	8	2,000	8
Shri Nakul Gorani	2,430	10	2,430	10

NOTE '3'**RESERVES AND SURPLUS**

General Reserve			
Opening Balance		2,876,870	2,876,870
Closing Balance	A	2,876,870	2,876,870
Profit and Loss Account			
Opening Balance		35,516,063	32,126,568
Add: Profit During The Year		22,445,781	3,389,494
Closing Balance	B	57,961,844	35,516,062
TOTAL (A+B)		60,838,714	38,392,932

NOTE '4'**LONG TERM BORROWINGS****- Secured****-From Axis Bank (Loan)**

[Hypothecation on entire current assets. Collaterally secured by land and building of company and personal guarantee of Directors of the Company.]

19,603,825 19,543,951

- Unsecured**From - Directors & their Relative**

20,317,205 9,328,370

TOTAL

39,921,030 28,872,321



Particulars	On 31.03.2021		On 31.03.2020	
	Rupees	Rupees	Rupees	Rupees
NOTE '5'				
TRADE PAYABLES				
Total Outstanding dues of Micro and Small Enterprises				
Total Outstanding dues of Creditors other than Micro and Small Enterprises		25,304,072		4,937,607
TOTAL		<u>17,258,125</u>		<u>26,553,303</u>
		<u>42,562,197</u>		<u>31,490,910</u>
1. Trade Payables includes Rs. 25304072 (Previous Year Rs. 4937607) due to creditors registered with the Micro, Small and Medium Enterprises Development Act, 2006				
2. No Interest is Paid during the year to Micro, Small and Medium Enterprises.				
3. The Above information has been determined to the extent such parties could be identified on the basis of the information available with the company regarding the status of the supplier under the MSME Act.				
NOTE '6'				
OTHER CURRENT LIABILITIES				
Advances From Customers				
Taxes Duties and Other Payables		436,206		1,327,849
Franchisee Deposits		1,482,799		1,746,266
TOTAL		<u>4,870,000</u>		<u>2,170,000</u>
		<u>6,789,005</u>		<u>5,244,116</u>
NOTE '7'				
SHORT TERM PROVISIONS				
Provision for Other Expenses		3,435,578		1,893,730
Provision For Income Tax		3,006,800		
TOTAL		<u>6,442,378</u>		<u>1,893,730</u>
NOTE '9'				
DEFERRED TAX ASSETS (NET)				
Deferred Tax Assets				
TOTAL		<u>2,949,567</u>		<u>2,125,421</u>
		<u>2,949,567</u>		<u>2,125,421</u>
NOTE '10'				
LONG TERM LOANS AND ADVANCES				
(unsecured Considered good)				
Security Deposits with Government authorities				
Deposits with Others		76,802		66,475
TOTAL		<u>6,762,324</u>		<u>6,366,750</u>
		<u>6,839,126</u>		<u>6,433,225</u>
NOTE '11'				
INVENTORIES				
Stock in Trade (Traded Goods)				
Stock in Trade (Finished Goods)		46,598,954		27,693,674
Stock in Trade (Raw Material)		1,283,186		336,911
Packing Material		5,641,817		4,724,984
Goods in Transit		2,291,146		2,234,146
TOTAL		<u>55,815,103</u>		<u>35,242,825</u>
NOTE '12'				
TRADE RECEIVABLES				
(unsecured, Considered good except otherwise stated)				
More than 6 Months				
Others		5,097,094		5,289,718
TOTAL		<u>39,468,670</u>		<u>19,971,351</u>
		<u>44,565,764</u>		<u>25,261,069</u>
NOTE '13'				
CASH AND BANK BALANCES				
-Cash and Cash Equivalents				
Cash on Hand				
Balance In Current Accounts with Scheduled Bank		623,885		359,021
-Other Bank Balance		23,541,444		5,849,970
Bank deposit (with more than 3 months maturity)				
TOTAL		<u>148,299</u>		<u>92,188</u>
		<u>24,313,628</u>		<u>6,301,179</u>



Particulars	On 31.03.2021		On 31.03.2020	
	Rupees	Rupees	Rupees	Rupees
NOTE '14'				
SHORT TERM LOANS AND ADVANCES				
(unsecured, Considered good)				
Income Tax A.Y 2006-07				74,977
Income Tax A.Y 2018-19				47,900
TDS Recievable from Kotak Mahindra Prime				14,809
Advance to Suppliers				8,421,456
GST Receivable		1,116,721		3,475,100
		<u>3,165,028</u>		<u>12,034,243</u>
TOTAL		<u>4,281,749</u>		
NOTE '15'				
OTHER CURRENT ASSETS				
Prepaid Expenses				281,665
Mswipe Card Balance		227,533		7,192
Income Tax Refundable A.Y. 20-21				
		<u>1,176,464</u>		<u>1,053,587</u>
TOTAL		<u>1,403,997</u>		<u>1,342,444</u>
NOTE '16'				
REVENUE FROM OPERATION				
Sales of Products				
Traded Goods				
Manufacturing Goods		214,483,051		108,485,774
		<u>20,630,121</u>		<u>17,985,500</u>
TOTAL		<u>235,113,172</u>		<u>126,471,274</u>
DETAILS OF TRADED GOODS				
Electrical Water Heater				
Gas Stove & Parts		15,210,351		
Range Hood & Parts		86,272,470		28,941,871
Others		81,440,494		52,395,003
		<u>31,559,736</u>		<u>27,148,900</u>
TOTAL		<u>214,483,051</u>		<u>108,485,774</u>
DETAILS OF MANUFACTURING GOODS				
Induction Cooker & Parts				
Soap Dispenser		19,760,029		17,985,500
		<u>870,092</u>		
		<u>20,630,121</u>		<u>17,985,500</u>
NOTE '17'				
OTHER INCOME				
Interest on FDR				
Gain on Sale of Vehicle		6,111		5,849
Foreign Exchange Gain		34,547		-
Rent Recovered		222,091		-
Reimbursement		1,629,583		-
		<u>1,282,334</u>		<u>-</u>
TOTAL		<u>3,174,666</u>		<u>5,849</u>
NOTE '18'				
Cost of Material Consumed				
Stock at the beginning of the year				
Add: Purchases		4,724,984		14,801,774
Less : Stock at the end of the year		<u>10,752,886</u>		<u>(4,724,984)</u>
		<u>(5,641,817)</u>		<u>10,076,790</u>
		<u>9,836,053</u>		



Particulars	On 31.03.2021		On 31.03.2020	
	Rupees	Rupees	Rupees	Rupees
NOTE '19'				
Purchases of Stock in Trade		119,811,121		52,984,687
Purchases of Trading Goods		6,394,716		3,762,553
Purchases of Packing Material		2,019,445		528,351
Consumable Goods				70,047
Goods in Transit				57,345,638
TOTAL		128,225,282		114,691,276
DETAILS OF TRADED GOODS				
Electrical Water Heater		17,656,356		10,394,113
Gas Stove & Parts		3,819,316		26,636,095
Range Hood & Parts		45,175,095		15,954,479
Others		53,160,354		52,984,687
TOTAL		119,811,121		95,969,374
NOTE '20'				
Change in Inventories				
Stock at Commencement				
Trading Goods		27,693,674		27,975,112
Finished Goods		336,911		
Packing Material		2,234,146		1,919,146
Goods in Transit (H.O.)		183,063		
Goods in Transit (Other)		70,047		
Less: Stock at Close		30,517,841		29,894,258
Trading Goods				
Finished Goods		46,598,954		27,693,674
Packing Material		1,283,186		336,911
Goods in Transit (H.O.)		2,291,146		2,234,146
Goods in Transit (Other)				183,063
				70,047
Decrease / (Increase) in Stock		50,173,286		30,517,841
		(19,655,445)		(623,583)
DETAILS OF TRADED GOODS				
INVENTORIES:				
Electrical Water Heater		10,996,373		9,211
Gas Stove & Parts		6,777,260		3,829,846
Range Hood & Parts		18,971,324		17,056,488
Others		9,853,997		6,798,129
TOTAL		46,598,954		27,693,674
DETAILS OF MANUFACTURING GOODS				
Induction Cooker		336,809		336,911
Soap Dispenser		946,377		
		1,283,186		336,911
NOTE '21'				
EMPLOYEE BENEFITS EXPENSES				
Salaries, Wages, Bonus etc.		19,585,230		13,092,866
Contribution to PF & Other Statutory Funds		1,212,205		972,592
Workmen and Staff Welfare Expenses		911,828		587,643
Gratuity Fund (Premium to LIC)		286,685		349,395
Director Remuneration		4,900,000		3,000,000
TOTAL		26,895,948		18,002,496
NOTE '22'				
FINANCE COSTS				
Interest Expense				
Interest to Others		1,435,078		1,307,834
Bank Interest		833,286		1,477,467
Interest on GST		67,923		
TOTAL		2,336,287		2,785,301



Particulars	On 31.03.2021		On 31.03.2020	
	Rupees	Rupees	Rupees	Rupees
NOTE '23'				
OTHER EXPENSES				
Advertisement Expenses				
Payments to the auditor as				
a. Statutory audit		3,745,116		7,116,618
b. Tax audit				
Bank Charges	40,000		40,000	
Sundry Balance w/o	15,000	55,000	15,000	55,000
Building Repairing a/c		215,091		414,682
Commission (Mswipe Card)		(643)		423,495
Computer Expenses		164,423		62,608
Convenience Charges		186,666		143,832
Conveyance		110,981		57,802
Discount		406,659		
Donation		9,290		84,241
Electricity Expenses		3,863,245		112,370
Eicher Canter Expenses				21,000
Exhibition Expenses		587,265		810,315
Freight & Cartage Outward		105,275		74,720
Freight Inward				613,608
Fuel Expenses		5,116,095		1,814,647
General Repairing		969,543		551,203
GST		27,000		35,000
GST Fees		396,540		355,944
Installation Charges		167,712		
Insurance		18,750		124,227
Legal & Professional Charges		98,606		
Business Promotion Expenses		534,268		403,316
Office Expenses		4,189,928		1,597,093
Postage & Courier		6,218,337		286,831
Professional Tax		284,093		402,073
Razorpay Fees		568,155		329,240
Repair & Maintenance		5,000		2,500
Rent, Rates and Taxes		12,885		
Registration & Fees		497,141		509,550
Sales Tax		8,840,362		6,874,452
Stationary & Printing		84,648		385,654
Security Expenses		16,563		87,770
Telephone Expenses		342,597		301,750
Selling Expenses		197,400		
Software Expenses		306,303		237,611
Travelling Expenses		13,310,466		2,332,852
To Directors		54,790		120,400
To Others				
Vehicle Running Expenses	102,087		92,380	
Foreign Exchange Loss	1,115,574	1,217,661	435,271	527,651
		670,175		876,311
				587,339
TOTAL		53,593,386		28,733,708



BLOW HOT KITCHEN APPLIANCES PRIVATE LIMITED, INDORE

NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2021

24 The balances in the accounts of sundry debtors, creditors, deposits, advances and others are subject confirmation.

25 **Calculation of Deferred Tax Assets (Liability)**

		For the Year 31.03.2021	For the year 31.03.2020
(a)	Difference between Tax Depreciation and Book Depreciation and other adjustments.	23,45,756	18,17,811
(b)	Long term Capital Loss	3,07,610	3,07,610
(c)	Others	2,96,201	-
		29,49,567	21,25,421

The company has recorded the net Deferred Tax Assets of Rs 8,24,146/- during the year.

26 Further Notes related to Trade Payable
On the Basis of confirmation obtained from supplier who have registered themselves under the **Micro, small and medium enterprises development act, 2006 (MSMED Act, 2006)** and based on the information available with the company, the following are the details.

	2020-21	2019-20
The principal amount remaining unpaid to any supplier at the end of the year	2,53,04,072	49,37,607
The amount of interest paid to supplier	NIL	NIL
The amount of Interest due and payable for the delay in making payment	NIL	NIL

27 In the opinion of the Board and to the best of their knowledge and belief the Current Assets, Loans and Advances are approximately of the value stated in the balance sheet, if realized in the ordinary course of business.
Provisions for depreciation and for all known liabilities have been made in the accounts.

8 Related Party disclosures: (As identified by the management), Related party disclosures as required by AS-18
"Related Party Disclosures are given below:

A. Name of related parties and description of relationship

RELATIONSHIP

NAME OF THE RELATED PARTY

(a) Associates

- Gorani Industries Ltd.
- Gangotri Industries

(b) Key Management Personnel

- Mr. Sanjay Gorani
- Mr. Balkishan Gorani
- Mrs. Manju Gorani
- Mr. Geet Gorani

(c) Relative of Key management personnel

- Mr. Nakul Gorani
- Mrs. Simran Gorani



B. Nature of transaction: The transactions entered into with the related parties during the year alongwith related balances as at 31st march 2021 are as under:

S.No.	Description	2020-21	2019-20
(A)	Transactions with Associates		
1.	Purchase of Goods		
	Gorani Industries Ltd.		
	Gangotri Industries	6,48,67,795	2,49,52,51
		70,800	-
2.	Sale of Goods		
	Gorani Industries Ltd.		
	Gangotri Industries	15,64,216	-
		48,49,783	86,38,87
3.	Amounts receivable at the year end		
	Gangotri Industries	10,72,122	9,60,771
4.	Amounts Payable at the year end		
	Gorani Industries Ltd	2,53,04,072	38,75,194
B)	Transaction with key management personnel		
1.	Interest Paid		
	Mr. Sanjay Gorani		
	Mr. Balkishan Gorani	7,68,832	5,09,667
	Mrs. Manju Gorani	-	9,641
	Gorani Industries Limited	95,596	88,433
		-	4,94,444
	Remuneration		
	Mr. Balkishan Gorani	5,00,000	12,00,000
	Mrs. Manju Gorani	15,00,000	12,00,000
	Mr. Geet Gorani	19,50,000	6,00,000
	Mr. Sanjay Gorani	17,00,000	-
	Amounts payable at the year end		
	Mr. Sanjay Gorani	1,04,60,224	81,50,392
	Mr. Balkishan Gorani	1,15,804	1,15,804
	Mr. Manju Gorani	32,68,444	10,62,174



Mr. Nakul Gorani (Interest paid)

Page No. 424

Mrs. Simran Gorani (Salary)

4,89,348

4,50,000

29

Additional Information pursuant to provisions of paragraph 5 (VIII) of part II of schedule III to the companies Act, 2013, as certified by the Directors are as under

		Current Year	Previous Year
		Value	Value
(A)	Value of Imports calculated on CIF basis:		
	Trading Goods (Gas Stove, Mini Lights, Gas Geyser, Appliances and Accessories)	6,18,35,713	3,37,58,503
(B)	Expenditure in Foreign Currency:		
	Traveling Expenses	Nil	Nil
(C)	Amount remitted in Foreign Currency on account of Dividend	Nil	Nil
(D)	Earning in Foreign Exchange On account of Export of Goods on FOB basis	Nil	Nil
(E)	Managerial Remuneration:		
	Salary	49,00,000	30,00,000
(F)	Consumption of Raw Material, Stores & Spares		
	i. Raw Material		
	- Imported	Nil	Nil
	- Indigenous	98,36,053	1,00,76,790
	ii. Stores & Spares		
	- Imported	Nil	Nil
	- Indigenous	20,19,445	5,28,351

30 The previous year figures have been regrouped / reclassified, wherever necessary to confirm to the current year figures.

SANJAY GORANI
MANAGING DIRECTOR
DIN No. 00055531

GEET GORANI
DIRECTOR
DIN No. 08364525

PLACE: INDORE

DATE: 11.11.2021

2070209AAAAA62178

as per our report of even date
For: B.D. SHARDA & CO.
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 000161C



(B.D. SHARDA)
Proprietor
M.No. 70209

For Gorani Industries Ltd.

Director,

BLOWHOT KITCHEN APPLIANCES PRIVATE LIMITED, INDORE (CONSOLIDATED)											
NOTE : 8 'FIXED ASSETS'											
ASSETS	GROSS BLOCK			ACCUMULATED DEPRECIATION / AMORTISATION					NET BLOCK		
	BALANCE AS AT 1ST APRIL 2020	ADDITIONS DURING THE YEAR	DELETION DURING THE YEAR	BALANCE AS AT 31ST MARCH 2021	BALANCE AS AT 1ST APRIL 2020	PROVIDED DURING THE YEAR	DELETION / ADJUSTMENTS DURING THE YEAR	BALANCE AS AT 31ST MARCH 2021	BALANCE AS AT 31ST MARCH 2021	BALANCE AS AT 31ST MARCH 2020	
Gate	0	40407	0	40407							
Building	157593	0	0	157593	148951	883	0	148951	35524	0	
Tube Well	136356	0	0	136356	133953	672	0	133953	7970	8642	
Factory Shed	0	0	0	0	0	0	0	0	2403	2403	
Machinery	0	0	0	0	0	0	0	0	0	0	
Tool and Die	0	0	0	0	0	0	0	0	0	0	
Electric Installation	468193	0	0	468193	79076	70430	0	149506	318587	389117	
Lab Equipment	0	0	0	0	0	0	0	0	0	0	
ETP Plant	0	0	0	0	0	0	0	0	0	0	
D.G. Set	1438248	0	0	1438248	1044697	71177	0	1115874	322374	393551	
Packing Machine	782853	135000	0	917853	752511	18922	0	771433	146220	30342	
Voltage Controller	145500	0	0	145500	138053	2109	0	140162	5338	7447	
Plastic Mould	543182	353345	0	896527	391550	34661	0	426211	470316	151632	
Invertor	41672.41	0	0	41672.41	6939	6286	0	13225	28447.41	34733.41	
Mswipe Machine	26845	0	0	26845	4257	4088	0	8345	18500	22588	
Tools and Tackels	104826	8686	0	113512	12233	25681	0	37914	75998	92593	
Hand Cart	0	46500	0	46500	3030	0	0	3030	43470	0	
Furniture and Fixture	12332883.2	2106314	0	14439197.2	2377438	2847622	0	5225061	9214135.2	9955445.2	
Air Conditioner	683453.98	623303	0	1306756.98	326918	160790	0	487708	813048.98	356535.98	
Type Writer	0	0	0	0	0	0	0	0	0	0	
Office Equipment	193069	19125	0	212194	98402	43815	0	142217	69977	94667	
Cooler	120134	0	0	120134	111651	2720	0	114371	5733	8483	
Fax Machine	31140	0	0	31140	31029	0	0	31029	111	111	
Fan	55882	22525	0	78407	52762	5689	0	58451	19956	3120	
Weighing Machine	20356	25000	0	45356	19108	4530	0	23638	21718	1248	
Mobile	516342.5	279833	0	796175.5	397594	88415	0	486006	310166.5	118748.5	
Refrigerator	29785.58	0	0	29785.58	22019	3546	0	25565	4220.58	7766.58	
Air Flow Meter	0	0	0	0	0	0	0	0	0	0	
EPABX	48710	0	0	48710	46458	0	0	46458	2252	2252	
Television	47118.64	0	0	47118.64	19113	12622	0	31735	15383.64	28005.64	
Water Purifier	59725.5	27542	0	87267.5	26111	20736	0	46847	40420.5	33614.5	
Fire Extinguisher	104436	0	0	104436	25348	35645	0	60993	43443	79088	
LED TV	23560	0	0	23560	4885	8417	0	13302	10258	18675	
Smoke Detector Model	119790	0	0	119790	27258	41704	0	68962	50828	92532	
Fire Suppression	13875	0	0	13875	2126	5295	0	7421	6454	11749	
Electrical Items	756993	0	0	756993	63622	178513	0	243135	513858	693371	
Computer	1217990.3	238350	0	1456340.3	872557	261288	0	1133845	322495.3	345433.3	
Car	24562924	1590100	2018543	24134481	18258693	2177530	1903090	18533133	5601348	6304231	
Scooter	539852	0	0	539852	444765	24117	0	468882	70970	95087	
Lease Hold Land	5262	0	0	5262	0	0	0	0	5262	5262	
Lease Hold Land	221735	0	0	221735	0	0	0	0	321735	221735	
Assembly Line	55000	0	0	55000	11586	7858	0	19444	35556	43414	
Grand Total:	45605286.11	5516030.00	2018543.00	49102773.11	25951663.00	6169791.00	1903090.00	30218365.00	18884408.11	19653623.11	



**BLOW HOT KITCHEN
APPLIANCES PVT. LTD.**

**AUDITED FINANCIAL
STATEMENTS**

F.Y. 2021-22

For Company
For Company



Director,
Directors



Independent Auditor's Report

To the Members of **BLOW HOT KITCHEN APPLIANCES PRIVATE LIMITED**

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the financial statements of **BLOW HOT KITCHEN APPLIANCES PRIVATE LIMITED** ("the Company"), which comprise the balance sheet as at 31st March 2022, and the statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2022, its profit/loss and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's 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 Companies Act, 2013 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 is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there is no key audit matter to communicate in our report.

Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's 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 during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that 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 financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified 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 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 and using the 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.

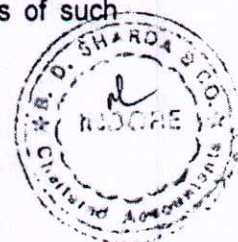
Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

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.

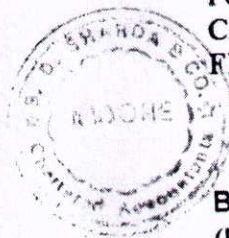
Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("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', a statement on the matters specified in paragraphs 3 and 4 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 purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms 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'.
- g) With respect to the other matters to be included in the Auditor's report in accordance with the requirements of Sec 197(16) of the Act as amended, we report that Section 197 is not applicable to a private company. Hence reporting as per Section 197(16) is not required.
- h) 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 does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. (a) The management has represented that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The management has represented, that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement.
- v. No dividend have been declared or paid during the year by the company.

For B.D.SHARDA & CO.
Chartered Accountants
FRN: 0000161C



BHAGWANDAS SHARDA
(PROPRIETOR)
Membership No. 070209

Place:-Indore
Date: 09/08/2022
UDIN: 22070209AOTINN1183

ANNEXURE "A" REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING OF "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" SECTION OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF BLOW HOT KITCHEN APPLIANCES PRIVATE LIMITED ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022

(i) In respect of the Company's property, plant and equipment:

- (a) The Company has maintained proper records to show full particulars, including quantitative details and situation of its property, plant and equipment and Intangible Assets.
- (b) As explained all property, plant and equipment of the Company are physically verified by the management at regular intervals, which in our opinion, is reasonable considering the size of the Company and the nature of assets. During the year, as informed to us by management, no material discrepancies have been noticed on such verification.
- (c) According to the information and explanation given to us and the records examined by us, we report that the title deeds, comprising all the immovable properties are held in the name of the Company as at the balance sheet date.
- (d) The company has not revalued any of its property, plant and equipment and intangible assets during, the year.
- (e) No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

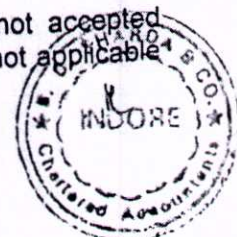
(ii) In respect of Company's inventory:

- (a) As explained to us, the inventories of finished goods, semi-finished goods, stores, spare parts and raw materials were physically verified at regular intervals by the Management. The procedures of physical verification of the inventories followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business. In case of inventories lying with third parties, certificates of stocks holding have been received. No discrepancies of 10% or more in the aggregate for each class of inventory were noticed on physical verification of inventories as compared to book records.
- (b) According to information and explanations given to us and on the basis of our examination of the records of the company, the Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. Hence, reporting under clause 3(ii)(b) of the Order is not applicable to the Company.

(iii) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Consequently, the provisions of clauses 3(iii) (a), (b), (c), (d), (e) & (f) of the order are not applicable to the Company.

(iv) In our opinion and according to information and explanations given to us, the Company has not granted any loans or provided any guarantees or security to the parties covered under Section 185 or 186 of the Act. Accordingly, paragraph 3(iv) of the Order is not applicable to the Company.

(v) According to the information and explanation given to us, the company has not accepted deposits from public during the year. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.



(vi) According to the information and explanation given to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the Company. Accordingly, paragraph 3(vi) of the Order is not applicable to the Company.

(vii) In respect of statutory dues:

- a) According to the records of the Company, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, duty of custom, goods & service tax, cess and other statutory dues applicable to it. As per the records of the Company, as at March 31, 2022, the Company does not have any undisputed statutory dues which are outstanding for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us, there are no dues of Income-tax or Sales tax or Service tax or Goods and Services tax or duty of Customs or duty of Excise or Value added taxes which have not been deposited by the Company on account of disputes.

(viii) In our opinion and according to the information and explanations given to us and based on our examination of the records of the company, there were no such unrecorded transaction in the books of account which were surrendered or disclosed as income during the year in tax assessments under Income Tax Act, 1961 (43 of 1961).

(ix) According to the information and explanations given to us, based on our examination of the records of the company and on the basis of overall examination of the Balance Sheet of the Company,

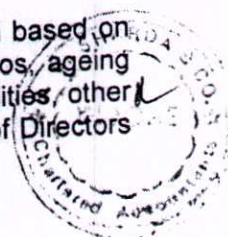
- (a) The Company has not defaulted in the repayment of loans or borrowings or in the payment of interest thereon to any banks, financial institutions, government or other lender.
- (b) The company is not declared willful defaulter by any bank or financial institution or other lender.
- (c) The term loan taken during the year were applied for the purpose for which the loan was obtained.
- (d) Funds raised on short term basis have not been utilised for long term purposes.
- (e) The company has not taken any such type of funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) The company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

(x)

- a) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of Initial public offer or further public offer (including debt instrument) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanation given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year hence reporting under clause 3(x)(b) of the Order is not applicable to the Company



- (xi)
- a) According to the information and explanations given to us and based on our examination of the records of the company, no material fraud by the Company or on the Company by its officers or employees was noticed or reported during the year.
 - b) According to the information and explanations given to us and based on our examination of the records of the company, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
 - c) According to the information and explanations given to us and based on our examination of the records of the company, there are no whistle blower complaints received by the Company during the year.
- (xii) Company is not a Nidhi Company as prescribed under Section 406 of the Act. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company
- (xiii) According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable Accounting Standards.
- (xiv) The Company is a Private Limited Company and does not have turnover or borrowings from Banks/ public financial institutions exceeding the limits prescribed, hence Internal Audit System is not mandated by the law. Hence the clause is not applicable.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi)
- a) As our audit procedure, and according to the information and explanation given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence provisions of clauses 3(xvi)(a) of the order are not applicable to the company.
 - b) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
 - c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
 - d) According to information and explanations given to us during the course of audit, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year
- (xviii) There has been no resignation of the statutory auditors of the Company during the year. Accordingly, clause 3(xviii) of the order is not applicable.
- (xix) In our opinion and according to the information and explanations given to us and based on our examination of the records of the Company, on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors



and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which cause us to believe that any material uncertainty exists as on the date of the audit report that the company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx)

- a) In our opinion and according to the information and explanations given to us and based on our examination of the records of the Company, there was no such unspent amount to be transferred to fund specified in Schedule VII to the Companies Act. Accordingly, paragraphs 3(xx)(a) of the Order are not applicable.
- b) The Company does not have ongoing projects under section 135 of the Companies Act. Accordingly, paragraphs 3(xx)(b) of the Order are not applicable.

Place:-Indore

Date: 09/08/2022

UDIN: 22070209A0TINN1183



For B.D.SHARDA & CO.
Chartered Accountants
FRN: 0000161C

B D Sharda

BHAGWANDAS SHARDA
(PROPRIETOR)
Membership No. 070209

ANNEXURE "B" AS REFERRED TO IN PARAGRAPH 3(f) UNDER THE HEADING OF "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" SECTION OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF BLOW HOT KITCHEN APPLIANCES PRIVATE LIMITED ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022

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 Blow Hot Kitchen Appliances Private Limited ('the Company') as of March 31, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting with reference to financial statements and such internal financial controls over financial reporting with reference to these financial statements were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

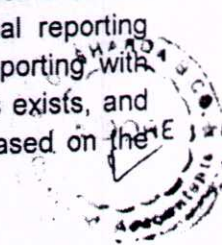
Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal controls 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 Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these financial statements based on our audit. We have 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 Act, 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 were 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 over financial reporting with reference to these financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these financial statements, 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 with reference to these financial statements.

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting with reference to these financial statements 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 with reference to these financial statements 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 unauthorized 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 with reference to these financial statements

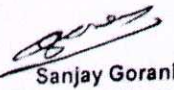
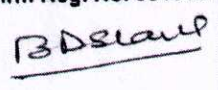


Because of the inherent limitations of internal financial controls over financial reporting with reference to these financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also,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

For B.D.SHARDA & CO.
Chartered Accountants
FRN: 0000161C



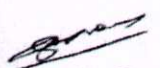
BHAGWANDAS SHARDA
(PROPRIETOR)
Membership No. 070209

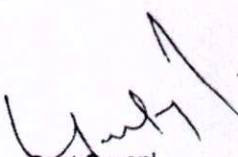
Place:-Indore
Date: 09/08/2022
UDIN: 22070209AOTINN1183

BLOW HOT KITCHEN APPLIANCES PRIVATE LIMITED, INDORE				
CIN NO. U02710MP1963PTC000955				
BALANCE SHEET AS AT 31ST MARCH 2022				
(In Lakhs)				
	PARTICULARS	Note	As at 31st March, 2022	As at 31st March, 2021
I.	EQUITY AND LIABILITIES			
1.	Shareholders' funds			
	(a) Share Capital	2	25.00	25.00
	(b) Reserves and Surplus	3	646.74	608.39
2.	Non-current liabilities			
	(a) Long-term borrowings	4	240.01	203.17
	(b) Other Long-term Liabilities	5	40.29	-
3.	Current Liabilities			
	(a) Short term borrowing	6	335.42	196.04
	(b) Trade payables	7		
	(i) Dues of micro & small enterprises		450.46	253.04
	(ii) Dues of Creditors other than micro & small enterprises		196.31	172.58
	(c) Other current liabilities	8	130.10	70.70
	(d) Short term provisions	9	129.25	61.61
	TOTAL		2,193.58	1,590.53
II.	ASSETS			
1.	Non-current assets			
	(a) Property, Plant and Equipment and Intangible assets			
	(i) Property, Plant and Equipment	10	198.76	188.84
	(ii) Intangible Assets		2.91	-
	(iii) Capital Work in Progress		144.17	-
	(b) Deferred Tax Assets	11	34.36	29.50
	(c) Long-term loans and advances	12	11.27	-
	(d) Other non-current Assets	13	68.33	68.39
2.	Current assets			
	(a) Inventories	14	817.83	558.15
	(b) Trade receivables	15	571.10	445.66
	(c) Cash and Bank Balances	16	189.22	243.14
	(d) Short-term loans and advances	17	155.43	56.85
	(e) Other current assets	18	0.20	-
	TOTAL		2,193.58	1,590.53
	Significant Accounting policies and the accompanying notes are an integral part of these financial statements	1 to 39		
For and on behalf of the Board			As per our report of even date	
 Sanjay Gorani Managing Director DIN No. 00055531			For B. D. Sharda & Company Chartered Accountants Firm Reg. No. 00161C  (B. D. Sharda) Proprietor M. No. 70209	
 Geet Gorani Director DIN No. 08364525				
Place : Indore				
Date : 09-08-2022				
UDIN: 22070209AOTINN1183				


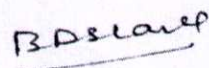
BLOW HOT KITCHEN APPLIANCES PRIVATE LIMITED, INDORE				
CIN NO. U02710MP1963PTC000955				
STATEMENT OF PROFIT AND LOSS				
For The Year Ending on 31ST MARCH 2022				
(In Lakhs)				
	PARTICULARS	Note	As at 31st March, 2022	As at 31st March, 2021
I	Revenue from operations	19	4619.21	2351.13
II	Other Income	20	45.30	31.76
III	Total Income (I + II)		4664.51	2382.89
IV	Expenses			
	Cost of Material Consumed	21	154.86	118.55
	Purchases of Stock in Trade	22	2913.52	1262.06
	Changes in inventories of finished goods, work in progress and Stock-in- trade	23	(101.30)	(196.55)
	Employee benefits expense	24	570.70	268.96
	Finance Costs	25	18.45	24.94
	Depreciation and amortization expense	10	62.01	61.70
	Other expense	26	999.38	534.36
	Total Expense (IV)		4617.62	2074.02
V	Profit before exceptional and extraordinary items and tax (III- IV)		46.89	308.87
VI	Exceptional items		-	-
VII	Profit before extraordinary items and tax (V - VI)		46.89	308.87
VIII	Extraordinary Items		-	-
IX	Profit before tax (VII- VIII)		46.89	308.87
X	Tax expense:			
	(1) Current tax		19.35	92.65
	(2) Deferred tax		(4.86)	(8.24)
	(3) Prior year Tax Adjustments		(5.95)	-
XI	Profit (Loss) for the period from continuing operations (IX-X)		38.35	224.46
XII	Profit/(loss) from discontinuing operations		-	-
XIII	Tax expense of discontinuing operations		-	-
XIV	Profit/(loss) from Discontinuing operations (after tax) (XII- XIII)		-	-
XV	Profit/ (Loss) (XI + XIV)		38.35	224.46
XVI	Earnings per equity share:			
	(1) Basic		153	898
	(2) Diluted		153	898
	Significant Accounting policies and the accompanying notes are an integral part of these financial statements	1 to 39		

For and on behalf of the Board


Sanjay Gorani
Managing Director
DIN No. 00055531


Geet Gorani
Director
DIN No. 08364525

As per our report of even date
For B. D. Sharda & Company
Chartered Accountants
Firm Reg. No. 00161C



(B. D. Sharda)
Proprietor
M. No. 70209

Place : Indore
Date : 09-08-2022
UDIN: 22070209AOTINN1113

BLOW HOT KITCHEN APPLIANCES PRIVATE LIMITED, INDORE CIN NO. U02710MP1983PTC000955 CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2022 (In Lakhs)				
Particulars	As at 31-03-2022		As at 31-03-2021	
	Amount	Amount	Amount	Amount
(A) Cash flow from Operating Activities		46.89		308.87
Net Profit before exceptional and extra ordinary items and Tax				
Add/Less: Non-Operating/Non-cash Items				
Depreciation & Amotization	62.01		61.70	
Profit/Loss on Disposal of Assets	0.47		(0.35)	
Interest Paid	15.30		23.36	
Unrealised Forex (Gain)/Loss	(0.06)			
Interest Income	(0.11)	77.61	(0.06)	84.65
Operating Profit before Working Capital Changes		124.50		393.52
Change in Working Capital				
Trade Payables	221.21		110.71	
Other Current Liabilities	59.40		15.45	
Short Term Loans & Advances	(46.38)		77.52	
Short Term Provisions	67.64		15.42	
Inventories	(259.69)		(205.72)	
Trade Receivable	(125.44)		(193.05)	
Other Current Assets	(0.20)	(83.46)	(0.62)	(180.28)
Cash Generated from Operation		41.04		213.24
Income Tax Paid		65.60		62.58
Net cash flow from operating activities [A]		(24.56)		150.66
(B) Cash flow from Investing Activities				
Purchase of Property, Plant and Equipments	(219.48)		(55.16)	
Sale of Property, Plant and Equipments	-		1.50	
Other Long Term Liabilities	40.29		-	
Other non Current Assets	0.06		-	
Interest Income	0.11		0.06	
Net Cash used in Investing Activities [B]		(179.02)		(53.60)
(C) Cash Flow from Financing Activities				
Long Term Borrowings	36.84		110.49	
Short Term Borrowing	139.39		(4.06)	
Long term loans & advances	(11.27)		(23.36)	
Finance Cost	(15.30)			
Net Cash used in Financing Activities [C]		149.66		83.07
Net Increase / Decrease in Cash & Cash Equivalents [A+B+C]		(53.92)		180.13
Cash and Cash Equivalents as at 1st April 2021 (Op. Bal)		243.14		63.01
Cash and Cash Equivalents as at 31st March 2022(Cl. Bal)		189.22		243.14
For and on behalf of the Board Sanjay Gorani Managing Director DIN No. 00055531 Geet Gorani Director DIN No. 08364525 Place : Indore Date : 09-08-2022 UDIN: 22070209A0TINN1183				
As per our report of even date For B. D. Sharda & Company Chartered Accountants Firm Reg. No. 00161C (B. D. Sharda) Proprietor M. No. 70209				

BLOW HOT KITCHEN APPLIANCES PRIVATE LIMITED, INDORE
CIN : U02710MP1963PTC000955

Notes forming part of Financial Statements

Note: 1

1. CORPORATE INFORMATION

Blow Hot Kitchen Appliances Private Limited ("the Company") is a Private Limited company incorporated on 02nd day of March' 1963 with CIN U02710MP1963PTC000955 under the provisions of the Companies Act. The company is domiciled in India and is having registered office at B/15, Industrial Estate Pologround, Indore, Madhya Pradesh, 452015. The company is engaged in the manufacturing and trading business.

2. SIGNIFICANT ACCOUNTING POLICIES FOLLOWED BY THE COMPANY

A] Basis of Accounting:

The financial statements of Blow Hot Kitchen Appliances Private Limited have been prepared to comply with the generally accepted accounting principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under historical cost convention on accrual basis. The accounting policies have been consistently applied by the company unless otherwise stated.

B] Sales:

The sales of goods are recognized at the point of dispatch of the goods to the customers. It is measured at the fair value of the consideration received or receivable in exchange.

C] Income:

The Income is accounted for on accrual basis.

D] Property, Plant and Equipments:

Property, Plant and Equipments are stated at cost. The cost of an asset comprises its purchase price/cost of construction and any directly attributable expenses for bringing the assets to their working condition for its intended use. Expenditure for additions, modifications, improvements and renewals are capitalized and expenditure for maintenance and repairs are charged to the Profit & Loss Account.

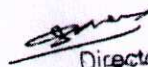
E] Depreciation:

Depreciation on Property, Plant and Equipments has been provided on useful life of the assets as prescribed in the Schedule II to the Companies Act, 2013 on written down value method (WDVM). Assets which are purchased / sold during the year, depreciation has been provided on pro-rata basis.

Computer software being Intangible Assets purchased during the year are being amortized over a period of five years on Straight line Method (SLM) on pro-rata basis.



For Blow Hot Kitchen Appliances Pvt. Ltd.,


Director.

For Blow Hot Kitchen Appliances Pvt. Ltd.,


Director.

F] Borrowing Cost:

Borrowing cost that is attributable to the acquisition or construction of qualifying assets is capitalized as part of the cost of such assets. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing cost is recognized as an expense in the period in which they are incurred.

G] Foreign Currency Transaction:

The transactions in foreign currencies are recorded at the rate prevailing on the date of the transaction. Monetary items denominated in foreign currency are restated at the rate prevailing on the balance sheet date. Exchange gains/ losses on settlement and on conversion of monetary items denominated in foreign currency are dealt with in the profit and loss account.

H] Inventories:

Inventories are stated at the lower of cost or net realizable value. Cost is determined on the basis of FIFO method. The cost of inventories comprises of all costs of purchase and other direct costs incurred in bringing the inventories to their present location and condition.

I] Provisions, Contingent Liabilities & Contingent Assets:

Provisions are recognized when there is a present obligation as a result of past event and it is probable that outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made.

Contingent liabilities as defined in Accounting Standard 29 on "Provisions, contingent liabilities and contingent assets" are disclosed by way of notes to the accounts. Disclosure is not made if the possibility of an outflow of future economic benefits is remote.

- (a) Claims against the company not acknowledged as debts- Nil
- (b) Other contingent liabilities- Nil

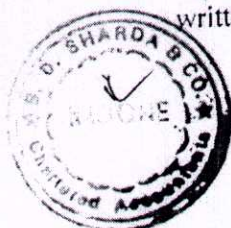
Contingent assets are not recognized in the financial statement since this may result in the recognition of the income that may never be realized.

J] Retirement Benefits:

- i] The Company accounts for group gratuity for the eligible employees on the basis of payments to Life Insurance Corporation of India as actuarially determined with reference to agreement between them.
- ii] Leave encashment liability is accounted on accrual basis as per the rules applicable to the company.
- iii] Company's contribution to Provident Fund and ESIC are charged to Profit and Loss Account.

K] Research & Development:

Capital expenditure on research and development is treated in the same way as expenditure on Fixed Assets. The revenue expenditure on Research & Development is written off in the year in which it is incurred.



For Blow Hot Kitchen Appliances Pvt. Ltd.,

[Signature]
Director.

For Blow Hot Kitchen Appliances Pvt. Ltd.,

[Signature]
Director.

L) Accounting on Taxes:

Tax Expenses comprises current tax and deferred tax.

Provision for Income tax is made on the basis of estimated taxable income as per the Income Tax Act, 1961. Deferred tax is recognized subject to consideration of prudence; on timing difference being the difference between taxable income and accounting income originate in one period and are capable of reversal in one or more subsequent periods.

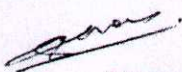
M) Impairment of Property, Plant and Equipments:

The Company on an annual basis makes an assessment of any indicator that may lead to impairment of assets. If any such indication exists, the company estimates the recoverable amount of the assets. If such recoverable amount is less than the carrying amount, then the carrying amount is reduced to its recoverable amount by treating the difference between them, as impairment loss and the same is charged to profit & loss account. Based on the aforesaid review, the Company is of opinion that there is no impairment of any of its Property, Plant and Equipments as at 31st March 2022.

N) Investments:

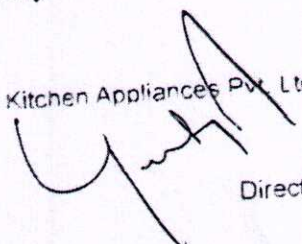
Investments that are readily realisable and intended to be held for not more than a year are classified as current investment. All other investments are classified as long term investments. Current investments are carried at lower of cost or fair value. Long term investments are carried at cost less permanent diminution in value, if any.

For Blow Hot Kitchen Appliances Pvt. Ltd.,



Director.

For Blow Hot Kitchen Appliances Pvt. Ltd.,



Director



Particulars	On 31.03.2022		On 31.03.2021	
	In Lakhs	In Lakhs	In Lakhs	In Lakhs
NOTE '2'				
SHARE CAPITAL				
-Authorized		25.00		25.00
25000 Equity Shares of Rs. 100/- each				
[Previous Year : 25000 Equity Shares of Rs.100 /- each]				
-Issued, Subscribed and Paid up		25.00		25.00
25000 Equity Shares of Rs. 100/- each fully paid-up.				
[Previous Year : 25000 Equity Shares of Rs.100/- each]		25.00		25.00
TOTAL		25.00		25.00
- Reconciliation of Shares:	Nos	Amt	Nos	Amt
		(In Lakhs)		
Opening Share Capital	0.25	25.00	0.25	25.00
Closing Share Capital	0.25	25.00	0.25	25.00
-List of Share holders having 5% or more Shares (In Nos)	In Nos	In %	In Nos	In %
Name Of Shareholders				
Smt. Shanta Devi R. Gorani	0.09	34	0.09	34
Shri Narendra Gorani	0.02	7	0.02	7
Shri Sanjay Gorani	0.05	19	0.05	19
Smt. Hema Gorani	0.05	18	0.05	18
Shri Sanjay Gorani (HUF)	0.02	8	0.02	8
Shri Nakul Gorani	0.02	10	0.02	10

-Details of the Shareholding of the Promoters along with changes, if any, during the Financial Year

Fully paidup Equity Shares held by promoters at the end of the year - 31.03.2022			% Change during the year
Promoter name	No. of shares (in Lakhs)	% of total shares	
Shri Sanjay Gorani	0.05	0.19	-
Shri Sanjay Gorani (HUF)	0.02	0.08	-
Shri Nakul Gorani	0.02	0.10	-

Fully paidup Equity Shares held by promoters at the end of the year - 31.03.2021			% Change during the year
Promoter name	No. of shares (in Lakhs)	% of total shares	
Shri Sanjay Gorani	0.05	0.19	-
Shri Sanjay Gorani (HUF)	0.02	0.08	-
Shri Nakul Gorani	0.02	0.10	-

NOTE '3'
RESERVES AND SURPLUS

General Reserve		28.77	28.77
Opening Balance	A	28.77	28.77
Closing Balance			
Profit and Loss Account		579.62	355.16
Opening Balance		38.35	224.46
Add: Profit During The Year	B	617.97	579.62
Closing Balance			
TOTAL (A+B)		646.74	608.39



For Blow Hot Kitchen Appliances Pvt. Ltd.,

Director.

For Blow Hot Kitchen Appliances Pvt. Ltd.,

Director.

Particulars	On 31.03.2022		On 31.03.2021	
	In Lakhs	In Lakhs	In Lakhs	In Lakhs
NOTE '4'				
LONG TERM BORROWINGS				
- Secured		58.00		-
-Working Capital Term Loan from Axis Bank				
[Hypothecation on entire current assets. Collaterally secured by land and building of company and personal guarantee of Directors and two Shareholders of the Company. Same is payable in 36 installments. First installment will be due on 28.02.2024]				
- Unsecured		182.01		203.17
From - Directors & their Relative				
TOTAL		<u>240.01</u>		<u>203.17</u>

NOTE '5'
OTHER LONG TERM LIABILITIES
 Creditor for Capital Assets

	40.29	-
TOTAL	<u>40.29</u>	<u>-</u>

*For Ageing of Trade payable refer Note NO. 30

1. Above creditors includes Rs. Nil (Previous Year Rs. Nil) due to creditors registered with the Micro, Small and Medium Enterprises.
2. No Interest is Paid during the year to Micro, Small and Medium Enterprises.
3. The Above information has been determined to the extent such parties could be identified on the basis of the information available with the company regarding the status of the supplier under the MSME Act.

NOTE '6'
SHORT TERM BORROWINGS

- Secured	335.42	-
-From Axis Bank (CC Limit)		196.04
-From Axis Bank (OD Limit)		

[Hypothecation on entire current assets. Collaterally secured by land and building of company and personal guarantee of Directors and two Shareholders of the Company of the Company]

TOTAL	<u>335.42</u>	<u>196.04</u>
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NOTE '7'
TRADE PAYABLES*

Total Outstanding dues of Micro and Small Enterprises	450.46	253.04
Total Outstanding dues of Creditors other than Micro and Small Enterprises	196.31	172.58
TOTAL	<u>646.77</u>	<u>425.62</u>

*For Ageing of Trade payable refer Note NO. 30

1. Trade Payables includes Rs. 450.46 Lakhs (Previous Year Rs. 253.04 lakhs) due to creditors registered with the Micro, Small and Medium Enterprises Development Act, 2006
2. No Interest is Paid during the year to Micro, Small and Medium Enterprises.
3. The Above information has been determined to the extent such parties could be identified on the basis of the information available with the company regarding the status of the supplier under the MSME Act.



For Blow Hot Kitchen Appliances Pvt. Ltd.,

Director.

For Blow Hot Kitchen Appliances Pvt. Ltd.,

Director.

Particulars

On 31.03.2022
In Lakhs In Lakhs

On 31.03.2021
In Lakhs In Lakhs

NOTE '8'

OTHER CURRENT LIABILITIES

Advances From Customers
Taxes Duties and Other Payables
Payable to Staff against Imprest
Franchisee Deposits

TOTAL

32.29 4.36
38.94 14.78
14.87 2.86
44.00 48.70
130.10 70.70

NOTE '9'

SHORT TERM PROVISIONS

Provision for Employee Benefits
Provision for Other Expenses
Provision For Income Tax

TOTAL

121.37 26.14
7.88 5.40
0.00 30.07
129.25 61.61

NOTE '11'

DEFERRED TAX ASSETS (NET)

Deferred Tax Assets

TOTAL

34.36 29.50
34.36 29.50

NOTE '12'

LONG TERM LOANS AND ADVANCES

(unsecured Considered good)
Capital Advances

TOTAL

11.27 -
11.27 -

NOTE '13'

OTHER NON CURRENT ASSETS

Security Deposits with Government authorities
Deposits with Others

TOTAL

1.01 0.77
67.32 67.62
68.33 68.39

NOTE '14'

INVENTORIES

[Valued at lower of cost (FIFO Basis) or NRV]
Stock in Trade (Traded Goods)
Stock in Trade (Finished Goods)
Stock in Trade (Raw Material)
Packing Material

TOTAL

570.91 465.99
9.08 12.83
214.80 56.42
23.04 22.91
817.83 558.15

NOTE '15'

TRADE RECEIVABLES

Unsecured. Considered good except otherwise stated

TOTAL

571.10 445.66
571.10 445.66

*For Ageing of Trade Receivable refer Note NO. 31

NOTE '16'

CASH AND BANK BALANCES

-Cash and Cash Equivalents

Cash on Hand

Balance In Current Accounts with Scheduled Bank

-Other Bank Balance

Bank deposit (with Less than 12 months maturity)

TOTAL

3.19 6.24
184.46 235.42
1.57 1.48
189.22 243.14



For Blow Hot Kitchen Appliances Pvt. Ltd.,

Director.

For Blow Hot Kitchen Appliances Pvt. Ltd.,

Director.

NOTE '10'

Property, Plant and Equipments

S. No.	Description of Assets	Gross Block				Depreciation				Net Block	
		BALANCE AS AT 01-04-2021	ADDITION DURING THE YEAR	DELETION DURING THE YEAR	BALANCE AS AT 31-03-2022	BALANCE AS AT 01-04-2021	PROVIDED DURING THE YEAR	DELETION/ ADJ. DURING THE YEAR	BALANCE AS AT 31-03-2022	AS AT 31-03-2022	AS AT 31-03-2021
Own Assets											
1	BUILDINGS										
	Building	1.58	0.00	1.58	0.00	1.50	0.00	1.50	0.00	0.00	0.08
	Gate	0.40	0.00	0.40	0.00	0.01	0.00	0.01	0.00	0.00	0.39
	Tube Well	1.36	0.00	0.00	1.36	1.34	0.00	0.00	1.34	0.02	0.02
2	PLANT AND MACHINERY	22.47	2.33	0.00	24.80	14.30	1.82	0.00	16.12	8.68	8.17
3	FURNITURE AND FITTINGS	144.39	39.45	0.00	183.84	52.25	27.00	0.00	79.25	104.59	92.14
4	MOTOR VEHICLES									0.00	
	Motor Cars	241.34	17.72	0.00	259.06	185.33	19.47	0.00	204.80	54.26	56.01
	Motor Cycles, Scooters	5.40	0.00	0.00	5.40	4.69	0.18	0.00	4.87	0.53	0.71
5	OFFICE EQUIPMENT	17.13	1.11	0.00	18.24	11.33	2.73	0.00	14.06	4.18	5.80
6	COMPUTERS AND DATA PROCESSING UNITS	14.56	11.32	0.00	25.88	11.34	4.81	0.00	16.15	9.73	3.22
7	ELECTRICAL INSTALLATIONS AND EQUIPMENT	40.12	0.00	0.00	40.12	20.09	5.53	0.00	25.62	14.50	20.03
Sub-total		488.75	71.93	1.98	558.70	302.18	61.54	1.51	362.21	196.49	186.57
Leasehold Assets											
1	Land	2.27	0.00		2.27	0.00	0.00	0.00	0.00	2.27	2.27
Sub-total		2.27	0.00	0.00	2.27	0.00	0.00	0.00	0.00	2.27	2.27
Total (A)		491.02	71.93	1.98	560.97	302.18	61.54	1.51	362.21	198.76	188.84
Intangible Assets											
1	Computer Software	0.00	3.38	0.00	3.38	0.00	0.47		0.47	2.91	0.00
Total (B)		0.00	3.38	0.00	3.38	0.00	0.47	0.00	0.47	2.91	0.00
Grand Total (A+B)		491.02	75.31	1.98	564.35	302.18	62.01	1.51	362.68	201.67	188.84
Previous Year		456.05	55.16	20.19	491.02	259.52	61.70	19.04	302.18	188.84	196.53
Capital Work in Progress										144.17	0.00

For Blow Hot Kitchen Appliances Pvt. Ltd.,

Director.

For Blow Hot Kitchen Appliances Pvt. Ltd.,

Director.



NOTE '17'**SHORT TERM LOANS AND ADVANCES**

(unsecured Considered good)

Prepaid Expenses	10.36	2.28
Advance TCS	0.24	-
Income Tax Refundable	33.90	11.76
Advance to Suppliers	38.84	11.17
Advance to Employess	12.17	-
GST Receivable	59.92	31.64
TOTAL	155.43	56.85

NOTE '18'**OTHER CURRENT ASSETS**

Mswipe Card Balance

	0.20	-
TOTAL	0.20	0.00

NOTE '19'**REVENUE FROM OPERATION**

Sales of Products

Traded Goods

Manufacturing Goods

	4005.14	2144.83
	614.07	206.30
TOTAL	4619.21	2351.13

DETAILS OF TRADED GOODS

Electrical and Gas Water Heater

Gas Stove & Parts

Range Hood & Parts

Others

	1141.91	152.10
	1545.17	862.73
	1271.63	814.40
	46.43	315.60
TOTAL	4005.14	2144.83

DETAILS OF MANUFACTURING GOODS

Induction Cooker & Parts

Soap Dispenser

	589.36	197.60
	24.72	8.70
	614.07	206.30

NOTE '20'**OTHER INCOME**

Interest on FDR

Gain on Sale of Vehicle

Foreign Exchange Gain

Rent Recovered

Service Charges

Sundry Balance W/O

Reimbursement

	0.11	0.06
	0.00	0.35
	0.89	2.22
	27.62	16.30
	5.73	0.00
	7.68	0.01
	3.27	12.82
TOTAL	45.30	31.76

NOTE '21'

Cost of Material Consumed

Stock at the beginning of the year

Add: Purchases

Less : Stock at the end of the year

	56.42	47.25
	313.24	127.72
	(214.80)	(56.42)
	154.86	118.55



For Blowhot Kitchen Appliances (P) Ltd.

Director

For Blowhot Kitchen Appliances (P) Ltd.

Director

NOTE '22'

Purchases of Stock in Trade
Purchases of Trading Goods
Purchases of Packing Material

TOTAL

2807.08	1198.11
106.44	63.95
<u>2913.52</u>	<u>1262.06</u>

DETAILS OF TRADED GOODS

Electrical and Gas Water Heater
Gas Stove & Parts
Range Hood & Parts
Others

TOTAL

83.64	176.56
1921.00	38.19
705.77	451.75
96.67	531.60
<u>2807.08</u>	<u>1198.10</u>

NOTE '23'**Change in Inventories****Stock at Commencement**

Trading Goods
Finished Goods
Packing Material
Goods in Transit (H.O.)
Goods in Transit (Other)

465.99	276.94
12.83	3.37
22.91	22.34
-	1.83
-	0.70
<u>501.73</u>	<u>305.18</u>

Less: Stock at Close

Trading Goods
Finished Goods
Packing Material
Goods in Transit (H.O.)
Goods in Transit (Other)

570.91	465.99
9.08	12.83
23.04	22.91
-	-
-	-
<u>603.03</u>	<u>501.73</u>

Decrease / (Increase) in Stock

<u>(101.30)</u>	<u>(196.55)</u>
-----------------	-----------------

DETAILS OF TRADED GOODS**INVENTORIES:**

Electrical Water Heater
Gas Stove & Parts
Range Hood & Parts
Gas Geyser & Parts
Others

TOTAL

64.27	109.96
100.46	67.77
140.39	189.71
133.45	1.94
132.33	96.60
<u>570.90</u>	<u>465.98</u>

DETAILS OF MANUFACTURING GOODS

Induction Cooker
Soap Dispenser

6.71	3.37
2.38	9.46
<u>9.09</u>	<u>12.83</u>

NOTE '24'**EMPLOYEE BENEFITS EXPENSES**

Salaries, Wages, Bonus etc.
Contribution to PF & Other Statutory Funds
Workmen and Staff Welfare Expenses
Gratuity Fund (Premium to LIC)
Director Remuneration

TOTAL

454.70	195.85
27.47	12.12
8.17	9.12
8.36	2.87
72.00	49.00
<u>570.70</u>	<u>268.96</u>



For Blow Hot Kitchen Appliances Pvt. Ltd.,

Director.

For Blow Hot Kitchen Appliances Pvt. Ltd.,

Director.

Particulars

On 31.03.2022 On 31.03.2021
In Lakhs In Lakhs In Lakhs In Lakhs

Page No. 449

NOTE '25'

FINANCE COSTS

Interest Expense	0.28	14.35
Interest to Others	14.48	8.33
Bank Interest	0.53	0.68
Interest on Delay payment of Taxes		
Other Borrowing Cost	3.16	1.58
Loan Processing and Other Charges	18.45	24.94
TOTAL		

NOTE '26'

OTHER EXPENSES

Advertisement Expenses		135.83	37.45
Payments to the auditor as			
a. Auditor	0.45	0.40	0.55
b. For Taxation Matters	0.15	0.15	0.57
Bank Charges		0.48	1.64
Building Repairing a/c		0.04	1.87
Mswipe Card Charges		1.44	1.11
Computer Expenses		4.31	4.07
Convenience Charges		0.94	0.09
Conveyance		9.73	38.63
Discount		128.17	5.87
Electricity Expenses		5.84	1.05
Eicher Canter Expenses		0.15	0.00
Exhibition Expenses		1.50	51.16
Freight & Cartage Outward		101.49	9.70
Freight Inward		3.04	0.27
Fuel Expenses		1.03	3.97
General Repairing		4.82	1.68
GST		0.74	0.19
Statutory Fees or Penalty		0.04	0.99
Installation & Service Charges		17.70	5.34
Insurance		5.48	41.90
Legal & Professional Charges		49.37	-
Laboratory & testing		0.41	62.18
Business Promotion Expenses		85.85	2.84
Office Expenses		3.83	5.68
Postage & Courier		16.00	0.05
Professional Tax		0.05	0.13
Razorpay Fees		-	4.97
Repair & Maintenance		4.25	88.40
Rent, Rates and Taxes		80.95	-
Recruitment & Training Exp		2.65	0.85
Registraron & Fees		1.93	0.17
Sales Tax		-	3.43
Stationary & Printing		3.71	1.97
Security Expenses		5.65	3.06
Telephone Expenses		3.90	133.10
Selling Expenses		232.40	0.55
Software and Website Expenses		-	
Travelling Expenses			
To Directors	2.60	2.60	1.02
To Others	75.52	75.52	11.16
Vehicle Running Expenses		6.47	6.70
Loss on Disposal of Building		0.47	-
TOTAL		999.38	534.36



For Blow Hot Kitchen Appliances Pvt. Ltd.,

Director.

For Blow Hot Kitchen Appliances Pvt. Ltd.,

Director.

27. Related Party Transactions

Related party disclosures: (as identified by Management) as required by Accounting Standard 18, "Related Party Disclosures" for the year ended 31st March, 2022 are given below:

Name of the related parties and relationship**(a) Associates**

M/s Gorani Industries Limited

M/s Gangotri Industries

M/s UDS Architects LLP

(b) Key Management Personnel and their relatives

Mr. Sanjay Gorani	Managing Director
Mr. Geet Gorani	Director
Mr. Balkishan Gorani	Director (up to 06.09.2020)
Mr. Nakul Gorani	Relative of Director
Mrs. Manju Gorani	Relative of Director
Mrs. Simran Gorani	Relative of Director

(c) The transactions entered into with the related parties during the year along with related balances as at 31st March 2022 are as under, previous year's figure are given under bracket:

<u>Nature of Transaction</u>	<u>Related Parties Referred</u>	
	<u>Above</u>	
	(a)	(b)
Loan Taken	-	-
	-	(64.00)
Repayment of Loan	-	21.16
	-	(4.17)
Amount of loan Outstanding as at Balance Sheet Date	-	182.01
	-	(203.17)
Managerial Remuneration	-	72.00
	-	(49.00)
Remuneration to Relatives of Directors	-	27.00
	-	(12.00)
Gross Sale of Goods	12.43	-
	(64.14)	-
Gross Purchase of Goods or Services	3,042.47	-
	(649.39)	-
Gross Purchase of Assets	2.55	-
	-	-



For Blow Hot Kitchen Appliances Pvt. Ltd.,

Director.

For Blow Hot Kitchen Appliances Pvt. Ltd.,

Director.

Particulars	Loan taken	Loan Repaid	Amount Outstanding	Remuneration	Interest Paid
Mr. Sanjay Gorani	-	20.00	84.60	36.00	-
	-	-	(104.60)	(17.00)	(7.69)
Mr. Geet Gorani	-	-	-	36.00	-
	-	-	-	(19.50)	-
Mr. Nakul Gorani	-	-	64.73	-	-
	(64.00)	(4.17)	(64.73)	-	(4.89)
Mr. Balkishan Gorani	-	1.16	-	-	-
	-	-	(1.16)	(5.00)	-
Mrs. Manju Gorani	-	-	32.68	18.00	-
	-	-	(32.68)	(15.00)	(0.96)
Mrs. Simran Gorani	-	-	-	9.00	-
	-	-	-	(4.50)	-
Total	-	21.16	182.01	99.00	-
	(64.00)	(4.17)	(203.17)	(61.00)	(13.54)

Particulars	Gross Purchases of Goods or Services	Gross Sales	Gross Purchase of Assets	Amount Payable at year end	Amount Receivable at year end
M/s Gorani Industries Ltd.	3,015.49	12.43	-	450.46	-
	(648.68)	(15.64)	-	(253.04)	-
M/s Gangotri Industries	19.78	-	2.55	11.61	-
	(0.71)	(48.50)	-	-	(10.72)
M/s UDS Architects LLP	7.20	-	-	-	-
	-	-	-	-	-

Details of Maximum Amount O/s during the year

Particulars	Amount
Mr. Sanjay Gorani	104.60
Mr. Nakul Gorani	64.73
Mr. Balkishan gorani	1.16
Mrs. Manju Gorani	32.68
Total	203.17

28. Payments to Statutory Auditors

	<u>21-22</u>	<u>20-21</u>
Statutory Audit	0.45	0.40
For Taxation Matters	0.15	0.15
	<u>0.60</u>	<u>0.55</u>

29. Earnings per Share

	<u>21-22</u>	<u>2020-21</u>
A) Profit attributable to Equity holders of Company		
Earnings attributable to the owners of the company	38.35	224.46
B) Number of Equity shares	0.25	0.25
C) Face value per share	10.00	10.00
Earnings per share from continuing operations - Basic (In Rs.)	153	898
Earnings per share from continuing operations - Diluted (In Rs.)	153	898



For Blow Hot Kitchen Appliances Pvt. Ltd.,

Director.

For Blow Hot Kitchen Appliances Pvt. Ltd.,

Director.

30. Ageing Schedule for Trade Payables:**FY 21-22**

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 yr.	1-2 yrs.	2-3 yrs.	More than 3 yrs.	
(i) MSME	450.46	-	-	-	450.46
(ii) Others	187.06	0.07	5.00	4.18	196.31
(iii) Disputed dues-MSME	-	-	-	-	-
(iv) Disputed dues-Others	-	-	-	-	-

FY 20-21

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 yr.	1-2 yrs.	2-3 yrs.	More than 3 yrs.	
(i) MSME	253.04	-	-	-	253.04
(ii) Others	149.29	6.31	-	16.98	172.58
(iii) Disputed dues-MSME	-	-	-	-	-
(iv) Disputed dues-Others	-	-	-	-	-

Ageing Schedule for Creditor for capital Assets:**FY 21-22**

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 yr.	1-2 yrs.	2-3 yrs.	More than 3 yrs.	
(i) MSME	-	-	-	-	-
(ii) Others	40.29	-	-	-	40.29
(iii) Disputed dues-MSME	-	-	-	-	-
(iv) Disputed dues-Others	-	-	-	-	-

FY 20-21

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 yr.	1-2 yrs.	2-3 yrs.	More than 3 yrs.	
(i) MSME	-	-	-	-	-
(ii) Others	-	-	-	-	-
(iii) Disputed dues-MSME	-	-	-	-	-
(iv) Disputed dues-Others	-	-	-	-	-



For Blow Hot Kitchen Appliances Pvt. Ltd.,

Director.

For Blow Hot Kitchen Appliances Pvt. Ltd.,

Director.

31. Ageing Schedule for Trade Receivables:

FY 21-22

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months-1 year	1-2 yrs.	2-3 yrs.	More than 3 yrs.	
(i) Undisputed Trade receivables-considered good	451.27	82.33	0.28	4.10	11.49	549.47
(ii) Undisputed Trade Receivables-Considered	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	3.57	-	3.12	14.94	-	21.63
(iv) Disputed Trade Receivables considered	-	-	-	-	-	-

FY 20-21

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months-1 year	1-2 yrs.	2-3 yrs.	More than 3 yrs.	
(i) Undisputed Trade receivables-considered good	394.69	0.97	32.94	17.06	-	445.66
(ii) Undisputed Trade Receivables-Considered Doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-



For Blow Hot Kitchen Appliances Pvt. Ltd.,

[Signature]
Director.

For Blow Hot Kitchen Appliances Pvt. Ltd.,

[Signature]
Director.

For Capital-work-in progress, following ageing**FY 21-22**

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	144.17	-	-	-	144.17
Projects temporarily suspended	-	-	-	-	-

FY 20-21

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

32. Details of borrowings from banks or financial institutions on the basis of security of current assets:**FY 21-22**

Security of Debtors/ closing stock (Raw Material,WIP, Closing stock)/Any other Current Asset					Amount in Lacs (Rs.)			
	30/06/2021		30/09/2021		31/12/2021		31/03/2022	
	As per Stock Statement Submitted to Bank	As per Books	As per Stock Statement Submitted to Bank	As per Books	As per Stock Statement Submitted to Bank	As per Books	As per Stock Statement Submitted to Bank	As per Books
Debtors	546.29	546.36	690.20	691.02	833.44	834.20	570.40	571.10
WIP								
Raw Material	421.75	598.04	483.62	620.79	427.05	508.14	478.12	817.83
Finished Stock								
Any other Current Asset	-	-	-	-	-	-	-	-

Note : The value reported in stock statement is lesser than that of books due to the fact that the stock pertaining to purchases from Gorani Industries Ltd. was not eligible for DP in terms of the sanction hence not reflected. Further Format given by the bank for submission of Stock Statement there is no requirement to submit Bifurcation of Inventory in WIP, Raw material and Finished Stock separately and also the figures mentioned in Stock Statement are in lacs.

FY 20-21

Security of Debtors/ closing stock (Raw Material,WIP, Closing stock)/Any other Current Asset					Amount in Lacs (Rs.)			
	30/06/2020		30/09/2020		31/12/2020		31/03/2021	
	As per Stock Statement Submitted to Bank	As per Books	As per Stock Statement Submitted to Bank	As per Books	As per Stock Statement Submitted to Bank	As per Books	As per Stock Statement Submitted to Bank	As per Books
Debtors								
WIP								
Raw Material	Overdraft limit was taken during this year hence submission of periodic Stock and Book Debt Statement was not applicable							
Finished Stock								
Any other Current Asset								



For Blowhot Kitchen Appliances (P) Ltd.

Director

For Blowhot Kitchen Appliances (P) Ltd.

[Signature]
Director

33. Additional Regulatory Information

1. The title deeds, comprising all the immovable properties are held in the name of company and no immovable property is jointly held with others.
2. The company has not revalued its Property, Plant and Equipment.
3. The company has not granted any Loans or Advances to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person.
4. No proceeding have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
5. The company is not declared wilful defaulter by any bank or financial Institution or other lender.
6. The company has not entered into transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
7. The company does not have any subsidiary.
8. The company has not applied for any Scheme of Arrangements in terms of sections 230 to 237 of the Companies Act, 2013.
9. (a) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) No funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
10. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

For Blow Hot Kitchen Appliances Pvt. Ltd.,

Director.

For Blow Hot Kitchen Appliances Pvt. Ltd.,

Director.



34. Disclosure relating to various ratios :-

S. No.	Ratios		2021-22	2020-21	% Change
(a)	Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$	1.40	1.73	-19.24
(b)	Debt-Equity Ratio	$\frac{\text{Debt}}{\text{Shareholder's Equity}}$	0.86	0.63	35.92
(c)	Debt Service Coverage Ratio	$\frac{\text{Earnings available for debt services}}{\text{Debt Service}}$	7.56	13.25	-42.93
(d)	Return on Equity Ratio	$\frac{\text{Earnings after tax}}{\text{Equity Shareholders fund}}$	0.06	0.35	-83.89
(e)	Inventory Turnover ratio	$\frac{\text{Cost of Goods Sold}}{\text{Average Inventory}}$	4.31	2.60	65.83
(f)	Trade Receivables Turnover ratio	$\frac{\text{Net Credit Sales}}{\text{Average Trade Receivables}}$	9.09	6.73	34.93
(g)	Trade Payables Turnover ratio	$\frac{\text{Net Credit Purchases}}{\text{Average Trade Payables}}$	6.02	3.75	60.33
(h)	Net Capital Turnover ratio	$\frac{\text{Net Sales}}{\text{Working Capital}}$	9.38	4.28	119.45
(i)	Net Profit ratio	$\frac{\text{Earning after Tax}}{\text{Net Sales}}$	0.01	0.10	-91.30
(j)	Return on Capital Employed	$\frac{\text{Earning before Interest and Taxes}}{\text{Capital employed}}$	0.07	0.40	-82.83
(k)	Return on Investment	Since the company has no investments, this ratio is not applicable.	-	-	-

Explanation to items included in denominator and numerator :

Particulars	2021-22	2020-21
a) Current Assets	1733.78	1303.80
b) Current Liabilities	1241.54	753.97
c) Debt = Borrowings (Non Current Liabilities) + Borrowing (Current Liabilities)	575.44	399.21
d) Earning after Tax = Profit after Tax	38.35	224.46
e) Equity Shareholders funds = Equity Share capital + Other Equity	671.74	633.39
f) Cost of Goods sold = Cost of material consumed + Purchase of Trading Goods + Changes in inventory	2967.08	1184.06
g) Earnings available for debt services = Profit after Tax + Interest + Depreciation and Amortisation	115.65	309.52
h) Debt Service = Interest + Principal Repayments	15.30	23.36
i) Average Inventory = (Opening Inventory + Closing Inventory)/2	687.99	455.29
j) Average Trade Receivable = (Opening Trade Receivables + Closing Trade Receivables)/2	508.38	349.13



For Blow Hot Kitchen Appliances Pvt. Ltd.,

Director.

For Blow Hot Kitchen Appliances Pvt. Ltd.,

Director.

k)	Average Trade Payable = (Opening Trade Payables+ Closing Trade Payables)/2	536.20	370.27
l)	Net Purchase	3226.77	1389.78
m)	Net Sales	4619.21	2351.13
n)	Working Capital = Current Assets - Current Liabilities	492.24	549.83
o)	Capital Employed = Equity + Borrowings (Non Current Liabilities)	911.75	836.56
p)	Earning Before Interest and Taxes	62.19	332.23

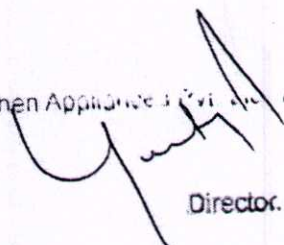
S. No.	Ratio	Reason for change in ratios by more than 25% :
1	Debt-Equity Ratio	The Change is purely due to availment of COVID loan of 58 lacs and enhancement of Working capital (CC) Facility to the tune of Rs. 4 Crores from 2 Crores
2	Debt Service Coverage Ratio	Cost of Goods sold increased due to product mix as the high margine product sale as estimated could not be achieved.
3	Return on Equity Ratio	In addition to above, the Company is expanding its business all over India hence due to heavy increase in selling and promotional cost profitability is decreased this year.
4	Inventory Turnover ratio	Inventory accumulated for the want of achieving good sale in first quarter of next financial year
5	Trade Receivables Turnover ratio	Sincere steps taken by the management for fixation and adherence of the Credit Policy.
6	Trade Payables Turnover ratio	It is followed by the good recovery policy of the company. Recovered Early and accordingly paid early.
7	Net Capital Turnover ratio	Due to expnasion of business by leaps and bounds company could achieve the targeted sale with the same resources
8	Net Profit ratio	The company is expanding its business all over India hence due to increased selling and promotional cost directly affecting the bottom line, profitability is decreased this year.
9	Return on Capital Employed	For the reason mentioned in the point above.



For Blow Hot Kitchen Appliances Pvt. Ltd..


 Director.

For Blow Hot Kitchen Appliances Pvt. Ltd.


 Director.

35. Contingent Liabilities and Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for Rs.Nil. (Previous Year Rs. Nil).

36. In the opinion of the management and to the best of their knowledge and belief the value of realization of current assets, loans and advances in the ordinary course of business will not be less than the amount at which they are stated in the balance sheet.

37. Additional Information pursuant to provisions of paragraph 5 (VIII) of part II of schedule III to the companies as certified by the Directors:

a) Details of Imported and Indigenous Raw Material, Stores & Spares Consumed:

	Current Year		Previous Year	
		%		%
Imported	105.67	68.23%	-	0.00%
Indigenous	49.19	31.77%	118.55	100.00%
Total	154.86	100.00%	118.55	100.00%

	Current Year	Previous Year
b) Value of Imports calculated on CIF basis		
Raw Material	227.91	-
Trading Goods and its spare Parts	131.96	618.36
Total	359.87	618.36

c) Expenditure in foreign currency

Foreign Travelling

d) Earning in foreign exchange

38. The Balances in the accounts of debtors, creditors, loans, advances and others are subject to confirmation and reconciliation. But no confirmation is called in last three year by the company.

39. The previous year figures have been regrouped / reclassified, wherever necessary to confirm to the current year figures.

As per our report of even date
For B. D. Sharda & Company
Chartered Accountants

(B. D. Sharda)

Proprietor
M. No. 70209
Indore, 09-08-2022

UDIN 22070209A0TINN1183



For and on behalf of the Board

Sanjay Gorani
(Managing
Director)
DIN: - 0005553

Geet Gorani
(Director)
DIN: - 08364525

For Gorani Industries Ltd.

Director.

The financial details and capital evolution of the transferee and transferor companies for the previous 3 years as per the audited statement of Accounts:

Name of the Company: Gorani Industries Limited (Transferee Company)

(Rs. in Crores except EPS and book value)

	As per Unaudited limited Reviewed Financials	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	As at 30.06.2022	2021-22	2020-21	2019-20
Equity Paid up Capital	5.363	4.875	4.875	4.875
Reserves and surplus	3.03	2.504	0.895	0.290
Carry forward losses	0	0	0	0.0640
Net Worth	8.103	7.08	5.48	4.81
Miscellaneous Expenditure	0	0	0	0
Secured Loans	7.002	6.662	2.54	2.62
Unsecured Loans	0.841	0.841	0.291	0.789
Fixed Assets	3.613	3.342	2.832	2.849
Income from Operations	9.205	28.76	18.40	21.43
Total Income	9.243	28.87	18.51	21.48
Total Expenditure	8.537	26.61	17.60	20.58
Profit before Tax	0.706	2.26	0.91	0.90
Profit after Tax	0.523	1.663	0.66	0.64
Cash profit	0.632	2.03	1.03	1.35
EPS	0.98	3.41	1.35	1.33
Book value	15.11	14.54	11.24	9.8

Note:

1. Cash Profit = PBT-Current tax+Dep.+{(Int. exp. On lease Liabilities + Unrealised Forex Diff. + Employee Benefit Expenses i.e. Actuary Report)} Ind As Adjustment}
You can also refer cash flow statement for the same.
2. Book Value = Net worth/ No. of shares
3. Net worth is calculated as per Companies Act, 2013
4. Debit Balance of Profit and Loss has been shown under carry forward losses

Gorani Industries Ltd.

[Signature]
Director

The financial details and capital evolution of the transferee and transferor companies for the previous 3 years as per the audited statement of Accounts:

Name of the Company: Blow Hot Kitchen Appliances Private Limited (Transferor Company)

(Rs. in Crores except EPS and Book Value)

	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	2021-22	2020-21	2019-20
Equity Paid up Capital	0.25	0.25	0.25
Reserves and surplus	6.43	6.08	3.84
Carry forward losses	0	0	0
Net Worth	6.68	6.33	4.09
Miscellaneous Expenditure	0	0	0
Secured Loans	3.93	1.96	1.95
Unsecured Loans	1.82	2.03	0.93
Fixed Assets	3.46	1.89	1.97
Income from Operations	46.25	23.51	12.65
Total Income	46.29	23.83	12.65
Total Expenditure	45.83	20.74	12.16
Profit before Tax	0.46	3.09	0.49
Profit after Tax	0.35	2.24	0.34
Cash profit	0.97	2.86	0.87
EPS	140	898	136
Book value	2672	2532	1636

Note:

1. Cash Profit = PAT+DEP
You can also refer cash flow statement for the same.
2. Book Value = Net worth/ No. of shares
3. Net worth is calculated as per Companies Act, 2013

For Gorani Industries Ltd.



Director,