

GORANI INDUSTRIES LIMITED

Regd. Office: 32-33, Sector 'F' Sanwer Road, Industrial Area, Indore 452015 (M.P.)

Website: www.goraniindustries.com CIN: L28121MP1995PLC009170

NOTICE

NOTICE IS HEREBY GIVEN THAT the Extra-Ordinary General Meeting of the members of the Company Gorani Industries Limited will be held at the registered office of the Company situated at Plot No.32-33, Sector 'F' Sanwer Road, Industrial Area, Indore on Saturday, the 30th day of April, 2016 at 1.00 P.M. to transact the following business:

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, request of persons constituting the promoter group along with their shareholding enclosed in Annexure 1, aggregating to 5.56% of the paid up capital of the company to be removed from the list of promoters / promoter group in the shareholding pattern being filed by the Company be and is hereby accepted and the same shall be communicated to the Bombay Stock Exchange Limited for their approval.

RESOLVED FURTHER THAT Mr. Sanjay Gorani (Holding DIN: 00055531), Managing Director be and is hereby severally authorized to file the necessary applications before the BSE Limited and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution and thereby execute all such documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time for the aforesaid matter.”

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

Date: 1st April, 2016

Place: Indore

**Anil Gorani
(Holding DIN 00055540)
(Chairman cum Whole Time Director)**

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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The Proxy, in order to be effective, must be received by the Company in not less than 48 hours before the commencement of the meeting.

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

Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

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.

2. The statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
3. Members/Proxies should bring attendance slips sent herewith duly filled in, for attending the meeting.
4. Relevant documents referred to in the notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays, Sundays and other holidays between 2.00 P.M. to 4.00 up to the date of the Extra Ordinary General Meeting.
5. The Members are requested to dematerialize their shareholdings with their Depository Participants as the Company's shares are traded compulsorily under demat mode in the Stock Exchanges.
6. 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 their PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.

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7. Entrance Pass and Proxy Form is annexed. Members are requested to affix their signature at the space provided in the entrance pass and hand over the same at the entrance to the place of the meeting.
8. **Members who have not registered their email address so far are requested to register their email address for receiving all communication including Notices, Circulars etc. from the Company electronically.**

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 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 EGM) to exercise their right to vote at the Extra Ordinary General Meeting. The business may be transacted through evoting services rendered by Central Depository Services (India) Limited (CDSL), on the resolution set forth in this Notice.

The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the EGM. 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 EGM.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 27th April, 2016 at 9:00 A.M. and ends on 29th April, 2016 at 5:00 P.M. During this period, the shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 23rd April, 2016 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders, who have already voted prior to the meeting date, would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders".
- (v) Now enter your User ID
 - a. For CDSL : 16digit beneficiary ID,
 - b. For NSDL : 8 Character DP ID followed by 8 digits Client ID

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- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next, enter the Image Verification as displayed and Click on “Login”.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user then, follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric * PA N issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <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).

- (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

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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 “RESOLUTION 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 resolution, you will not be allowed to modify your vote.
- (xvii) You can also take the print of the vote caste by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then, Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non – Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

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- After receiving the login details, the 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions:

- I. The e-voting module shall be disabled by CDSL for voting after 5.00 P.M. on 29th April, 2016. Members holding shares in physical or in demat form as on 23rd April, 2016 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 April, 2016.
- III. CS Manish Jain, Practicing Company Secretary (Membership No: FCS 4651 CP No: 3049) (Address: 219, President Tower, 6/2 South Tukoganj, Madhumilan Square, Indore (M.P.)-452001) has been appointed as the scrutinizer to conduct the e-voting process.
- IV. The Scrutinizer, after scrutinizing the votes casted at the meeting and through remote e-voting, will, not later than three days 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 as well as on the website of CDSL. The results shall simultaneously be communicated to BSE Limited where the shares of the Company are listed.
- V. 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 favor of or against, if any, forthwith to the Chairman of the Company.

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- VI. The resolutions shall be deemed to be passed on the date of the Extra Ordinary General Meeting of the Company, subject to receipt of sufficient votes.
- VII. 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.

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-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai - 400078 Tel: 022-25946970, Fax: 022-25946969 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

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Statement to be annexed with the notice under Section 102 of the Companies Act, 2013

In the light of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, persons who are no longer desirous of being classified as Promoters of the Company, must submit a request to the Company stating the same, which has to be accepted by the Board of Directors and their request will then be acceded subject to the approval of the shareholders of the Company. The acceptance of the Board and the approval of the shareholders shall thereafter be sent to the Stock Exchange for their clearance in order to reclassify the shareholding pattern of the Company.

Accordingly, list of persons constituting the promoter group along with their shareholding enclosed in Annexure 1, aggregating to 5.56% of the paid up capital of the company have expressed their intention not to be part of the promoters group.

The Board at their meeting on 1st April, 2016, deliberated on the aforesaid matter and it was therefore noted that these shareholders have merely included in the "Promoter Category" because they subscribed to the promoters' contribution at the time the company has made its IPO in 1996 and hence, they were neither related to the promoters, have not participated in the day to day management of the Company and nor were they connected in any manner to the promoter group of the Company. Further they did not hold any position as a director or a KMP in the company. Therefore, considering the aforementioned grounds, the Board decided to accept the request of the shareholders in order to declassify them from the promoter group subject to the approval of members at the Extra Ordinary General Meeting.

Hence, The Board of Directors of the Company recommends the Resolution to be passed by the members as special resolution.

None of the Directors, KMP of the Company and their relatives is any way concerned or interested financially or otherwise in the resolution.

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

**Date: 1st April, 2016
Place: Indore**

**Anil Gorani
(Holding DIN 00055540)
(Chairman cum Whole Time Director)**

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ANNEXURE I

Name of the Shareholder	Number of shares held
Sadhna Mandovra	25000
Dinesh Ajmera	17500
Kiran Kawar Chordia	10000
Manoj Kumar Jain	10000
Vijay Jethani	10000
Pramod Kumar Agarwal	10000
Safiya Bai Jawadwala	7000
Kanta Maloo	5000
Quality Agencies	5000
Vijay Lalwani	5000
Komalchand Jain	5000
Vishnumal Wadhvani	5000
Leena Dixit	5000
Padma Davi Dhamala	5000
Mohammad Afaq	5000
Koshalya Devi Wadhvani	5000
Omprakash Mittal	5000
Saifuddin Chakera	5000
Narendra Khatri	5000
Lokesh Wadhvani	5000
Asha Narang	4400
Geetesh D Jain	2500
Brijlata Nawal	2500
H C Jain	2500
Laxmikanta Ajmera	2500
Firoza Sultana	2500
Suman Nawal	2500
Gyarsibai Khandelwal	2500
Krishna Vashishtha	2500
Madhukar Rao	2500
Anwar Hussain	2500
Najmuddin Saify	2500
Neeraj Sureshkumar Jain	2500
Nandkishore Gupta	2500
Dheeraj Jain	2500
Vijay Kumar Puranik	2500
Neena Devi Maheshwari	2500
Pradeep Patel	2500
Pushpanjali Maheshwari	2500

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Sukaniyaben Patel	2500
Ramgopal Gupta	2500
Rakesh D Jain	2500
Usha Devi Vashishta	2500
Anis Jafri	2500
Dinesh Gupta	2500
Brimohan Laddha	10000
Sumit Heda	5000
Harimohan Laddha	20000
Rekhadevi Laddha	20000
Sita Devi Heda	5000
Shivshankar Heda	5000
Suresh Kumar Mohta	6000
Anand Bangur	5000
Sanjay Maheshwari	2500
Jagdishbhai Patel	2500
Rajesh Gupta	2500
Total	302400

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Form No. MGT-11 Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Amendment Rules, 2015]

CIN: L28121MP1995PLC009170

Name of the company: Gorani Industries Limited

Registered office: 32-33, Sector-F, Sanwer Road, Indore (M.P.)-452015

Name of the Member(s): Registered Address: E-mail Id: Folio No/Client Id: DP ID:
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I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:
Address:
E-mail Id:
Signature:, or failing him
2. Name:
Address:
E-mail Id:
Signature:, or failing him
3. Name:
Address:
E-mail Id:
Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on the 30th day of April, 2016 at 1.00. P.M. at the Registered Office of the Company situated at Plot No.32-33, Sector 'F' Sanwer Road, Industrial Area, Indore (M.P.) and at any adjournment thereof in respect of such resolution as are indicated below:

RESOLUTION	
1.	Reclassification of some of the existing Promoters of the Company into Public Shareholding.

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Signed this..... day of..... 2016

Signature of shareholder

Affix	a
Re.	1
Revenue	
Stamp	

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Road Map to GIL

