

CIN: L28121MP1995PLC009170

30th April, 2016
Indore

To,
General Manager
The Corporate Relationship Department,
The Stock Exchange Mumbai
Pheeroj Jeejeebhoy Tower,
Dalal Street, Mumbai.

Dear Sir,

Sub: Outcome and Voting results as per Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 of the Extra Ordinary General Meeting of the Company Gorani Industries Limited held on Saturday, 30th April, 2016.

Ref: Scrip Code: BSE – 531608

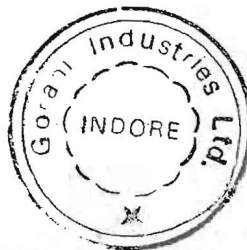
We wish to inform you that the Members of the Company at the Extra Ordinary General Meeting held on Saturday, 30th day of April, 2016 have duly approved the business as specified in the notice convening the meeting viz:

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

Further we are enclosing herewith voting results as per Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, proceedings of the Extra Ordinary General Meeting held on Saturday, 30th day of April, 2016 at Plot No. 32-33, Sector' F', Sanwer Road, Indore-452015 (M.P.) at 01:00 P.M. and the report on e-voting and Poll of Mr. Manish Jain, Practicing Company Secretary, Indore, scrutinizer appointed by the Board.

You are requested to take note of the same and bring it to the notice of all concerned.

Kindly acknowledge the receipt.



For Gorani Industries Ltd.

Anil Gorani
Director.

CIN: L28121MP1995PLC009170

Thanking you.

Yours faithfully
For Gorani Industries Limited

For Gorani Industries Ltd.

Anil Gorani
Director,

Anil Gorani
(Holding DIN-00055540)
Chairman

Enclosed as above:

1. Evoting Results as per Annexure I of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
2. Proceedings of Extra Ordinary General Meeting
3. Scrutinizers Report on e-voting
4. Scrutinizers Report on Poll
5. Combined Report of Scrutinizer

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Annexure I

Format for Voting Results

Date of the EGM	30 th April, 2016
Total number of shareholders on record date	1152
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	10
Public:	7
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	NIL
Public	NIL

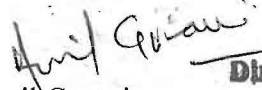
Agenda- 1. Reclassification of some of the existing Promoters of the Company into Public Shareholding

Resolution required: (Ordinary/ Special)				Special Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				None of the Directors, Key Managerial Personnel, and their relatives is in any way concerned or interested in the resolution.				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10000	10000	100%	10000	0	100%	0%
	Poll	2258300	2258300	100%	2258300	0	100%	0%
	Total	2268300	2268300	100%	2268300	0	100%	0%

Anil Gorani

Public- Institutions	E- Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E- Voting	18500	18500	100%	18500	0	100%	0%
	Poll	22500	22500	100%	22500	0	100%	0%
	Total	41000	41000	100%	41000	0	100%	0%
Total		2309300	2309300	100%	2309300	0	100%	0%

For Gorani Industries Limited
For Gorani Industries Ltd.


Director,
Anil Gorani
(Holding DIN-00055540)
Chairman

Proceedings of Extra Ordinary General Meeting

1. CHAIRMAN

Mr. Anil Gorani occupies the Chair.

2. COMMENCEMENT OF THE MEETING

Chairman (The Chairman to call the meeting to order): The time is now 1.00 P.M. as mentioned in Notice of EGM. I am told by the Company Secretary that the required quorum is present and therefore, I call the meeting to order. The Company has mailed the notice of the EGM in soft copy to those Shareholders, whose e-mail address was available with the Company and hard copy to remaining Shareholders. I hope you have the notice of the EGM of the Company with you. If, you do not have it, please collect from our representatives.

Chairman (Proxies received): No proxies were present. The instruments of Statutory Registers are available for inspection.

Chairman (Register of Directors and Key Managerial Personnel and their shareholdings): The Register of Directors and Key Managerial Personnel and their Shareholding under Section 170 of the Companies Act, 2013 is available for inspection by the Members.

Chairman (Representation Received): No representations were received by the Company.

3. CHAIRMAN'S ADDRESS: Chairman to read his Address.

4. CHAIRMAN (E-VOTING) : We will now resume the proceedings.

As required under Section 108 of the Companies Act, 2013, the Company has provided remote e-voting facility to the shareholders to cast their votes electronically in respect of the business mentioned in the notice.

The e-voting facility was kept open for a period of three days from Wednesday, 27th April, 2016 (9.00 A.M.) to Friday, 29th April, 2016 (5.00 P.M.).

Mr. Manish Jain, Practicing Company Secretary ('PCS') Scrutinizer appointed for scrutinizing the remote e-voting process has submitted his report on e-voting.

As per Section 107 read with Section 108 of the Companies Act, 2013, there will be no voting by show of hands at this Extra Ordinary General Meeting.

For Gorani Industries Ltd.

Anil Gorani
Director

Therefore, in order to enable the Members present at the meeting in person or in proxy to cast their vote, a poll will be taken in respect of the resolutions contained in the Notice.

I appoint Mr. Manish Jain, Practicing Company Secretary, as the Scrutinizer for the Poll to be taken.

I request the Scrutinizer to lock and seal the empty polling boxes in the presence of the Members.

5. **CHAIRMAN (COMMENTS OF MEMBER):** Before proceeding for poll, I invite the Members to offer comments and seek clarifications on the resolutions contained in the notice.

In order to afford an opportunity to as many of you as possible, I request you to be brief and avoid repeating the questions/comments made by earlier speakers. Members are requested to mention their name and their Folio ID or Client ID before asking their questions.

(Shareholders to ask questions)

6. **CHAIRMAN TO REPLY TO ALL QUESTIONS OF THE MEMBERS.**

7. **CHAIRMAN (PUTTING RESOLUTION FOR POLL):** There being no other questions, I order that the resolution in the notice be put to poll. Members are requested to cast their votes using the poll papers provided to them.

In case a Member does not have a polling sheet, he or she may get in touch with our representatives.

The results of the remote e-voting and poll will be declared on receipt of Scrutinizers' Report on 30th April, 2016 and will placed on Company's website immediately.

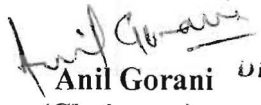
8. **CHAIRMAN:** The item of the Notice has been duly transacted and there is no other business outstanding.

Thanking the members for their participation, suggestion and comments, I announced the formal closure of Extra Ordinary General Meeting and request the members to join for refreshments.

Date: 30th April, 2016

Place: Indore

For Gorani Industries Ltd.


Anil Gorani Director.
(Chairman)

Result of the Remote Electronic Voting and Poll on the Special Businesses at the Extra Ordinary General Meeting of the company held on Saturday, 30th April, 2016.

On the basis of the Scrutinizer's Report for the Remote Electronic voting dated from 27th April, 2016 (9:00 A.M.) to 29th April, 2016 (5:00 P.M.) and the Scrutinizer's Report for the poll at the Extra Ordinary General Meeting dated 30th April, 2016, the summary of which is mentioned hereunder, the Chairman announced the results of voting on 30th April, 2016 that the resolution for the Special businesses as set out in the Item No. 1 in the Notice of the Extra Ordinary General Meeting of the Company have been duly passed by the requisite majority.

Item No. of Notice		Electronic Voting		Poll		Voting Result		Results Declared
		Nos. (A)	%	Nos. (B)	%	Nos. (A)+(B)	%	
Ordinary Business								
Item No. 1 of the Notice (As an Special Resolution)	Votes in favour	28500	100.00	2280800	100.00	2309300	100.00	Approved by requisite majority
	Votes against	0	0.00	0	0.00	0	0.00	
	Invalid votes	NA	NA	NA	NA	NA	NA	

The Resolutions for the Special Business as set out in item no 1 in the Extra Ordinary General Meeting, duly approved by the members with requisite majority, and are recorded hereunder as a part of the proceedings of Extra Ordinary General Meeting of the members held on 30th April, 2016.

Anil G. G. G.
Director.

SPECIAL BUSINESS:

Item No .1: Special Resolution for Reclassification of some of the existing Promoters of the Company into Public Shareholding.

“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.”

The above resolution which were put to vote passed with requisite majority.

For Gorani Industries Ltd.

Date: 30th April, 2016

Place: Indore

 **Director.**

**Anil Gorani
(Chairman)**

Manish Jain & Co.
Company Secretaries

219, President Tower,
6/2, South Tuko Ganj, Madhumilan
Square, Indore (M.P.)-452001

Phone: (O) 2528775, 3048775
Mobile: 98260-38775
E mail: manishjainandco@yahoo.com
manishjainandco@gmail.com

Report of Scrutinizer(s)

*[Pursuant to section 108 of the Companies Act, 2013 and rule 20 of the Companies
(Management and Administration) Amendment Rules, 2015 made there under]*

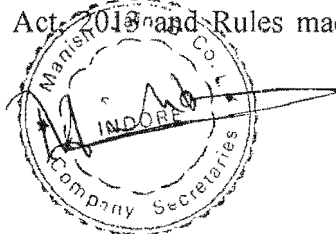
To,
The Chairman
The Extra Ordinary General Meeting of the Equity Shareholders of the Company Gorani
Industries Limited held on 30th day of April, 2016 at 1.00 P.M.

Dear Sir,

**Subject: Scrutinizer's Report on Remote E-voting conducted pursuant to the provisions of
Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of Companies
(Management and Administration) Amendment Rules, 2015 as amended from time to time
for the Extra Ordinary General Meeting of the company Gorani Industries Limited held
on Saturday 30th April, 2016.**

I, Manish Jain, of M/s Manish Jain & Co, a Practicing Company Secretary, having registered office at 219, President Tower, 6/2 South Tukoganj, Madhumilan Square, Indore (M.P.)-452001 have been appointed as a Scrutinizer of Gorani Industries Limited ("the Company") for the purpose of scrutinizing the remote e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 as amended from time to time on the below mentioned resolution(s), at the Extra Ordinary General Meeting of the Equity Shareholders of Gorani Industries Limited, to be held on 30th day of April, 2016 at 1.00 P.M. at Plot No.32-33, Sector 'F' Sanwer Road, Industrial Area, Indore (M.P.) .

The Management of the Company is responsible to ensure the compliance with the requirement of Companies Act, 2013 and Rules made there under, in relation to Remote E-voting on the



resolutions contained in the Notice to the Extra Ordinary General Meeting (EGM) of the members of the Company. My responsibilities as scrutinizer for Remote E-voting process at the EGM is restricted to Scrutinizer's Report of the votes cast "in favour" or "Against" the resolutions stated above, based on the reports generated from the E-voting system provided by Central Depository Services (India) Limited .

Further to the above, I submit my report as under:

1. The Company has availed E-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting Remote E-voting for the shareholders of the Company.
2. The remote e-voting period remained open from 27th April, 2016 (9.00 A.M.) up to 29th April, 2016 (5.00 P.M.) and the CDSL E-voting platform was blocked thereafter.
3. The shareholders holding shares as on the "cut off" date i.e 23rd April, 2016 were entitled to vote on the proposed resolution (item no. 01 as set out in the notice of the Extra Ordinary General Meeting of Gorani Industries Limited).
4. The votes were unblocked 29th April, 2016 around 5.00 P.M. in the presence of two witnesses Ms. Manpreet Kaur Hora and Ms. Divija Dave, who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.



Signature

(Manpreet Kaur Hora)



Signature

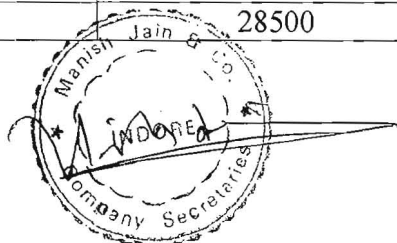
(CS Divija Dave)

5. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website Central Depository Services (India) Ltd (CDSL) (<https://www.evotingindia.co.in>).
6. The Result of the e-voting is as under:

(a). Resolution No. 1 – Reclassification of the existing Promoters as the Public Shareholding

- i. Vote in **favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
5	28500	100%



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ii. Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** votes:

Total numbers of members and whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

7. The registers and all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Extra Ordinary General Meeting and same are handed over to the Chairman/ Director authorized by the Board for safe keeping.

Thanking You,

Yours faithfully,


 Scrutinizer
 Manish Jain

Practicing Company Secretary
 Membership No.: 4651

Place: Indore

Date: 30th April, 2016
 For ~~Manish Jain~~ **Manish Jain** Ltd.


 Director,

Acknowledgment
 Anil Gorani
 Chairman, EGM

Place: Indore

Date: 30th April, 2016

FORM MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Amendment Rules 2015]

To,
The Chairman
The Extra Ordinary General Meeting of the Equity Shareholders of the Company Gorani Industries Limited held on 30th day of April, 2016 at 1.00 P.M.

Dear Sir,

Subject: - Report on passing of resolutions through poll pursuant to the provisions of Section 109 of the Companies Act, 2013, read with Companies (Management and Administration) Amendment Rules 2015.

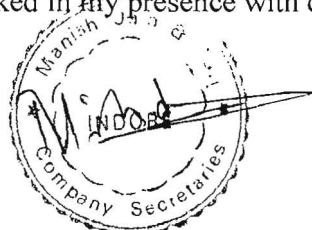
I, Manish Jain, of M/s Manish Jain & Co, a Practicing Company Secretary, having registered office at 219, President Tower, 6/2 South Tukoganj, Madhumilan Square, Indore (M.P.)-452001, appointed as Scrutinizer (s) for the purpose of the poll taken on the below mentioned resolution(s), at the Extra Ordinary General Meeting of the Equity Shareholders of Gorani Industries Limited, held on 30th day of April, 2016 at 1.00 P.M. at Plot No.32-33, Sector 'F' Sanwer Road, Industrial Area, Indore (M.P.).

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules made there under in relation to exercising of voting rights through poll in relation to resolutions passed at the Extra Ordinary General Meeting of the Company.

My responsibility as Scrutinizer for the polling process at the Extra Ordinary General Meeting is restricted to make a Scrutinizer's Report of the votes casted "in favour" or "against" the resolution(s) set out in the notice conveying the Extra Ordinary General Meeting, based on the ballot papers and records of the company.

In respect of the poll taken at the Extra Ordinary General Meeting, I submit the report as follows:

1. After the time fixed for closing of the poll by the chairman, one ballot box kept for polling were locked in my presence with due identification marks placed by me.



2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agent of the Company and the Authorization/ proxies lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e., on e-voting as well as on poll.

3. I did not find any poll papers invalid.

4. The Result of the poll papers is as under:

(a). Resolution No. 1 – Reclassification of the existing Promoters as the Public Shareholding

iv. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	2280800	100%

v. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

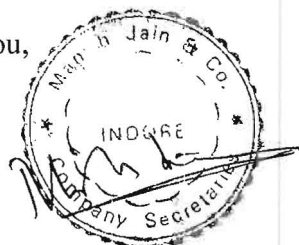
vi. Invalid votes:

Total numbers of members and (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

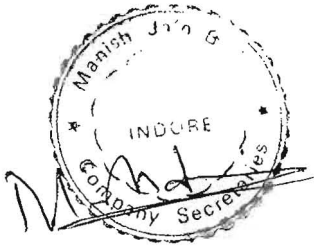
5. A Compact Disc (CS) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You,



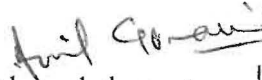
Yours faithfully,



Scrutinizer
Manish Jain
Practicing Company Secretary
Membership No.: 4651

Place: Indore
Date: 30th April, 2016

For Gorani Industries Ltd.


Acknowledgment **Director,**
Anil Gorani
Chairman, EGM

Place: Indore
Date: 30th April, 2016

Manish Jain & Co.

Company Secretaries

219, President Tower,
6/2, South Tuko Ganj, Madhumilan
Square, Indore (M.P.)-452001

Phone: (O) 2528775, 3048775

Mobile: 98260-38775

E mail: manishjainandco@yahoo.com
manishjainandco@gmail.com

Combined Report of Scrutinizer

To,

The Chairman

The Extra Ordinary General Meeting of the Equity Shareholders of the Company Gorani Industries Limited held on 30th day of April, 2016 at 1.00 P.M.

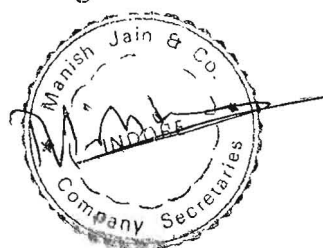
SUBJECT: Passing of Resolution through Remote E-Voting and poll conducted at the Extra - Ordinary General Meeting of Gorani Industries Limited held on Saturday 30th day of April, 2016 at 1.00 P.M.

Dear Sir,

1. I, Manish Jain, Practicing Company Secretary, has been appointed as a Scrutinizer by –

- (i) The Board of Directors of Gorani Industries Limited (the Company) for the purpose of scrutinizing the E-voting process under the provisions of Section 108 of the Companies Act, 2013 and Rule 20 Companies (Management and Administration) Amendment Rules, 2015 as amended from time to time and
- (ii) The Chairman of the Extra Ordinary General Meeting (EGM) on poll under the provisions of Section 109 of the Companies Act, 2013 and Rule 21 of Companies (Management and Administration) Amendment Rules, 2015, on the resolutions contained in the Notice to the Extra Ordinary General Meeting of the members of the Company held on Saturday, 30th April, 2016 at 1.00 P.M. at the Registered office of the Company at Plot No.32-33, Sector 'F' Sanwer Road, Industrial Area, Indore (M.P.).

2. The Management of the Company is responsible to ensure the compliance with the requirements of Companies Act, 2013 and Companies (Management and Administration) Amendment Rules, 2015 as amended from time to time relating to the remote e-voting and Poll on the resolutions contained in the Notice to the Extra Ordinary General Meeting (EGM) of the members of the Company. My responsibilities as scrutinizer for remote e-voting process and for Poll at the EGM is restricted to Scrutinizer's Report of the votes cast "in favour" or "Against" the resolutions stated above, based on the reports generated

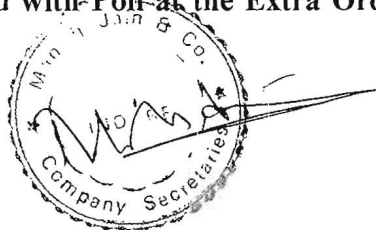


from the e-voting system provided by Central Depository Services (India) Limited and also at the time of Poll at EGM.

3. The voting rights were reckoned on 23rd April, 2016 being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the meeting.
4. The Company had taken the services of Central Depositories Services (India) Limited (CDSL) for providing the remote E-Voting Platform.
5. Remote E-Voting platform remained open from 27th April, 2016 (9.00 A.M.) up to 29th April, 2016 (5.00 P.M.) and members were given an option to cast their votes electronically conveying their assent or dissent in respect of the Special Resolution, on the e-voting platform provided by CDSL.
6. I have issued separate Scrutinizer's Report dated 30th April, 2016 on the remote E-voting and 30th April, 2016 on the Poll on the resolutions contained in the Notice to the EGM. As requested by Management, I submit herewith my combined report on the results of e-voting together with that of Poll as under-

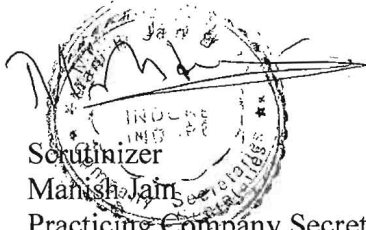
Item No. of Notice	Votes in favour of resolution		Votes against the resolution		Invalid votes	
	Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast	Nos.	% of total number of invalid votes cast
Item No. 1 of the Notice (As an Special Resolution)	2309300	100.00%	0	0.00%	0	0.00%

Conclusion: All the resolutions stands passed with requisite majority under Remote E-voting combined with Poll at the Extra Ordinary General Meeting held on Saturday 30th April, 2016.



Thanking You,

Yours Faithfully,

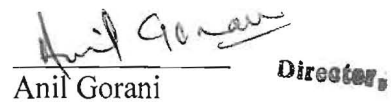
A circular stamp with the text "INDORE" and "INDIA" is visible. The signature "Manish Jain" is written over the stamp.

Scrutinizer
Manish Jain
Practicing Company Secretary
Membership No.: 4651, CP No: 3049

Place: Indore
Date: 30th April, 2016

To be Countersigned by the Chairman

For Gorani Industries Ltd.

A handwritten signature of Anil Gorani is written over a horizontal line.

Anil Gorani **Director,**

Place: Indore
Date: 30th April, 2016