

Manish Jain & Co.

Company Secretaries

219, 214, President Tower,
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Report of Scrutinizer(s)

*[Pursuant to section 108 of the Companies Act, 2013 and rule 20 (xi) of the Companies
(Management and Administration) Rules, 2014 made there under]*

To,

The Chairman

19th Annual General Meeting of the Equity Shareholders of the Company Gorani Industries
Limited held on 29th day of September, 2014 at 4.00 P.M.

Dear Sir,

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 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) Rules, 2014 on the below mentioned resolution(s), at the nineteenth Annual General Meeting of the Equity Shareholders of Gorani Industries Limited, to be held on 29th day of September, 2014 at 4.00 P.M. at Plot No.32-33, Sector 'F' Sanwer Road, Industrial Area, Indore (M.P.) . We submit our report as under:

1. The e-voting period remained open from 22nd September, 2014 (9.00 a.m.) to 23rd September, 2014 (6.00 p.m.).
2. The shareholders holding shares as on the "cut off" date i.e. 22nd August, 2014 were entitled to vote on the proposed resolutions (item no. 01 to 08 as set out in the notice of the 19th Annual General Meeting of Gorani Industries Limited).



3. The votes were unblocked on 23rd, September, 2014 around 6.20 p.m. in the presence of two witnesses Ms. Manpreet Kaur Hora and Ms. Shatabdi Khare, 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

(Shatabdi Khare)

4. 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>).- **Annexure A.**
5. The Result of the e-voting is as under:

(a). Resolution No. 1 – Adoption of Financial Statement for the year ended on 31st March, 2014.

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
8	44800	100%

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

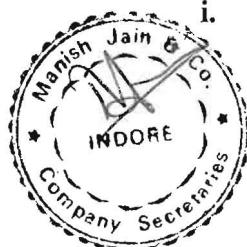
iii. Invalid votes:

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

(b). Resolution No. 2- Reappointment of Mr. Anil Gorani (Holding DIN 00055540) who retires by rotation.

i. Vote in favour of the resolution:

Number of members	Number of votes cast by	% of total number of valid
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voted through electronic voting system	them	votes cast
8	44800	100%

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.

(c). Resolution No. 3- Appointment of M/s. B.D. Sharda & Co. Chartered Accountants bearing Firm Registration No. 00161C and to fix their remuneration.

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
8	44800	100%

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

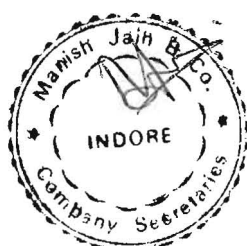
iii. Invalid votes:

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

d). Resolution No. 4- Appointment of Mr. Shayam Sunder Jhawar (Holding DIN 02424283) as an Independent Director.

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
8	44800	100%



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.

(e). Resolution No. 5- Appointment of Mr. Sandeep Kumar Jain (Holding DIN 03534578) as an Independent Director.

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
8	44800	100%

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

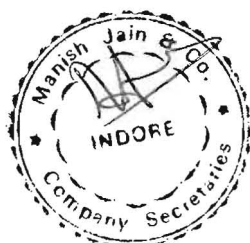
iii. Invalid votes:

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

(f). Resolution No. 6- Appointment of Ms. Rashi Joshi (Holding DIN- 06920858) as an Independent Woman Director.

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
8	44800	100%



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.

(g). **Resolution No. 7- Approval to mortgage or charge all or any part of immovable or movable properties of the Company under Section 180(1) (a) of the Companies Act, 2013.**

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
8	44800	100%

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

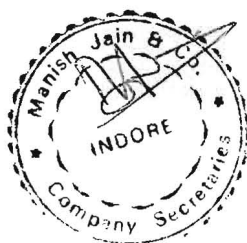
iii. **Invalid** votes:

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

(h). **Resolution No. 8- Approval for borrowing money under section 180(1)(c) of the Companies Act, 2013.**

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
8	44800	100%



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

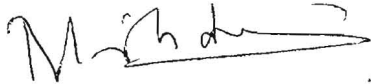
iii. **Invalid** votes:

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

6. 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 Annual General Meeting and same are handed over to the Chairman/ Director authorized by the Board for safe keeping.

Thanking You,

Yours faithfully,



Manish Jain
Practicing Company Secretary
Membership No.: 4651

Place: Indore

Date: 25th September, 2014

