

FORM No. 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) Rules, 2014]*

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, appointed as Scrutinizer (s) for the purpose of the poll taken on the below mentioned resolution(s), at the nineteenth Annual General Meeting of the Equity Shareholders of Gorani Industries Limited, 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.) , submit our report as under:

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.
3. I did not find any poll papers invalid.



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

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

i. 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	2950100	100%

ii. 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

iii. 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

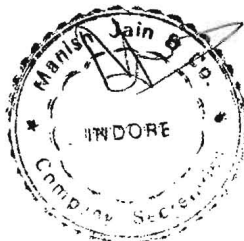
(b). Resolution No. 2 - Reappointment of Mr. Anil Gorani (Holding DIN 00055540) who retires by rotation.

i. 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	2950100	100%

ii. 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



iii. **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

(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. **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	2950100	100%

ii. **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

iii. **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

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

i. **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	2950100	100%

ii. **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



iii. **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

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

i. **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	2950100	100%

ii. **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

iii. **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

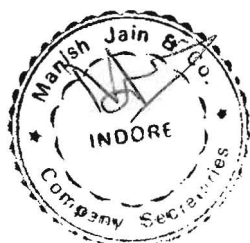
(f). Resolution No. 6- Appointment of Ms. Rashi Joshi (Holding DIN- 06920858) as an Independent Woman Director.

i. **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	2950100	100%

ii. **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



iii. **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

(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
17	2950100	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

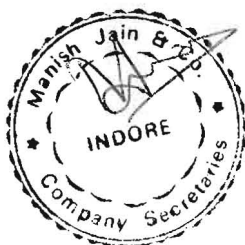
iii. **Invalid votes:**

Total numbers of members and whose votes were declared invalid	Total number of votes cast by them
0	0

(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
17	2950100	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
0	0

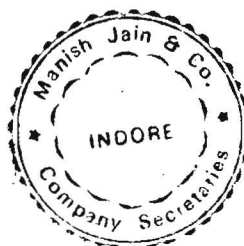
5. A Compact Disc (CS) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the ~~Company Secretary~~ / Director authorized by the Board for safe keeping.

Thanking You,

Yours faithfully,



Manish Jain
Practicing Company Secretary
Membership No.: 4651



Place: Indore

Date: 29th September, 2014