

Manish Jain & Co.

Company Secretaries

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Report of Scrutinizer(s)

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

To,

The Chairman

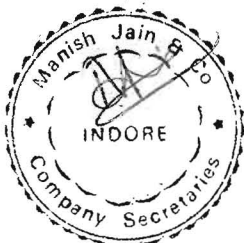
20th Annual General Meeting of the Equity Shareholders of the Company Gorani Industries
Limited held on 25th day of September, 2015 at 4.00 P.M.

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) Rules, 2014 as amended from time to time for 20th
Annual General Meeting of the company Gorani Industries Limited held on Friday 25th
September, 2015.**

I, Manish Jain, of M/s Manish Jain & Co, a Practicing Company Secretary, having registered office at 219, 214 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) Rules, 2014 as amended from time to time on the below mentioned resolution(s), at the Twentieth Annual General Meeting of the Equity Shareholders of Gorani Industries Limited, to be held on 25th day of September, 2015 at 4.00 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 20th Annual General Meeting (AGM) of the members of the Company. My responsibilities as scrutinizer for Remote E-voting process at the AGM 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 22nd September, 2015 (9.00 A.M.) to 24th September, 2015 (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. 18th September, 2015 were entitled to vote on the proposed resolutions (item no. 01 to 04 as set out in the notice of the 20th Annual General Meeting of Gorani Industries Limited).
4. The votes were unblocked on 25th, September, 2015 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)

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 – Adoption of Financial Statement for the year ended on 31st March, 2015.

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
9	691600	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.

(b). **Resolution No. 2- Reappointment of Mr. Sanjay Gorani (Holding DIN 00055531) who retires by rotation.**

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
9	691600	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- Ratification of 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	Number of votes cast by them	% of total number of valid votes cast
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voting system		
9	691600	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- Increase in remuneration of Mr. Sanjay Gorani (Holding DIN 00055531), Managing Director of the Company.

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
9	691600	100%

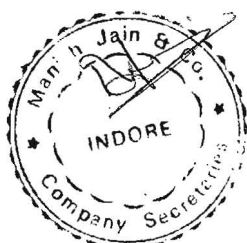
ii. Voted **against** the resolution:

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:

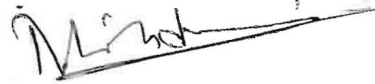
Total numbers of members and whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

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

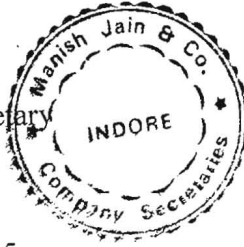


Thanking You,

Yours faithfully,



Scrutinizer
Manish Jain
Practicing Company Secretary
Membership No.: 4651



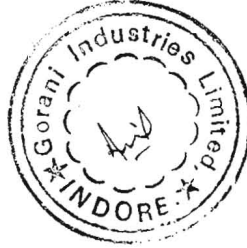
Place: Indore
Date: 28th September, 2015

For Gorani Industries Ltd.



Director,

Acknowledgment
Anil Gorani
Chairman 20th AGM



Place: Indore
Date: 28th September, 2015