

30<sup>th</sup> September, 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 Annual General Meeting of the Company Gorani Industries Limited held on Friday, 30<sup>th</sup> September, 2016.**

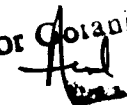
**Ref: Scrip Code: BSE – 531608**

We wish to inform you that the Members of the Company at the Annual General Meeting held on Friday, 30<sup>th</sup> day of September, 2016 have duly approved the business as specified in the notice convening the meeting viz:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Anil Gorani (Holding DIN 00055540) who retires by rotation and being eligible, offers himself for reappointment.
3. Ratification of Appointment of Auditors

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

**"RESOLVED THAT** pursuant to the provisions of sections 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, the Company hereby ratifies the appointment of M/s. B. D. Sharda & Co., Chartered Accountants, bearing Firm Registration No. 00161C, as statutory auditors for the financial year 2016-2017 at such remuneration as may be decided by the Managing Director in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

For Gorani Industries Ltd  
  
Director,

**SPECIAL BUSINESS:**

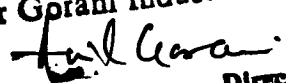
4. To consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Komal Motwani (Holding DIN- 07302550), who was appointed as an Additional Director of the company and holds office upto the date of this Annual General Meeting and in respect of whom the company has received a notice in writing from a member proposing her as a candidate for the office of director in terms of provisions of Section 160 of the Companies Act, 2013, and who is eligible for appointment as an Independent Woman Director, be and is hereby appointed as an Independent Woman Director of the Company to hold office w.e.f. 1st October 2015 for a period of five years, and that she will not liable to retire by rotation.”

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

**“RESOLVED THAT** subject to the provisions of 196, 197 and other applicable provisions of the Companies Act, 2013, if any, read with schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to appoint Mr. Nakul Gorani (Holding DIN- 06543317) as the Whole time Director of the Company for a period of 3 years w.e.f 1st June, 2016 to 31st May, 2019 on the monthly remuneration of Rs. 50,000.00 (Rupees Fifty Thousand only) and will be liable to retire by rotation, and such retirement by rotation and reappointment shall not be deemed to constitute a break in his appointment as Whole Time Director of the company.”

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of the appointment including that as to remuneration, perquisites and other benefits / amenities so that the altered terms and conditions shall be in conformity with Schedule V to the Companies Act, 2013 and /or other applicable provisions, if any, as may be amended from time to time and agreeable to Mr. Nakul Gorani.”

For Gorani Industries Ltd.  
  
Director.

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

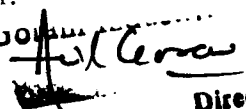
**“RESOLVED THAT** subject to the provisions of 196, 197 and other applicable provisions of the Companies Act, 2013, if any, read with schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to re-appoint Mr. Sanjay Gorani (Holding DIN- 00055531) as the Managing Director of the Company for a period of 3 years w.e.f 1st June, 2016 to 31st May, 2019 on the monthly remuneration of Rs. 1,00,000.00 (Rupees One Lac Only) and will be liable to retire by rotation, and such retirement by rotation and reappointment shall not be deemed to constitute a break in his appointment as Managing Director of the company.

**RESOLVED FURTHER THAT** the Managing Director shall be responsible for overall Management and supervision of the company's operations, Projects and day to day administration, appointment and termination of the company's employees, operating of the company's bank accounts and for regular reporting of the company's activities, Growth and Performance to the Board of Directors and for performing the duties that may be delegated to the Managing Director from time to time, subject to the overall supervision and control of the Board of Directors.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of the appointment including that as to remuneration, perquisites and other benefits / amenities so that the altered terms and conditions shall be in conformity with Schedule V to the Companies Act, 2013 and /or other applicable provisions, if any, as may be amended from time to time and agreeable to Mr. Sanjay Gorani.”

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

**“RESOLVED THAT** pursuant to provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any member by the company by sending it to him by post or by registered post or by speed post or by courier or by delivering to his office or address, or by such electronic or other mode as may be prescribed, the consent of the company be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the company at least one week in advance of the dispatch of document by the company and that no such request shall be entertained by the company post the dispatch of such document by the company to the shareholder.”

For Gorani  
  
Director.

# Gorani Industries Ltd.

Plot No.32-33, Sector-F,  
Sanwer Road, Industrial Area,  
Indore - 452 015 (M.P.) India  
Phone : 0731-2723201-3, 2422314-6  
Fax No. : 0731-2420681, 2723200  
email : sanjay.gorani@gmail.com  
anilgorani@yahoo.com  
CIN-L28121MP1995PLC009170



Further we are enclosing herewith voting results as per Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, proceedings of the Annual General Meeting held on Friday, 30th day of September, 2016 at Plot No. 32-33, Sector' F', Sanwer Road, Indore-452015 (M.P.) at 04:00 P.M. and the report on e-voting and Poll of Gorani Industries Limited by Mr. Manish Jain, Practicing Company Secretary, as a 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 receipt.

Thanking you.  
Yours faithfully

**For Gorani Industries Limited**

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 Annual General Meeting
3. Scrutinizers Report on e-voting
4. Scrutinizers Report on Poll
5. Combined Report of Scrutinizer

**Annexure I**

**Format for Voting Results**

Date of the AGM	30 <sup>th</sup> September, 2016
Total number of shareholders on record date	1153
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	7
Public:	16
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	NIL
Public	NIL

**Agenda- 1.** Consider and adopt Audited Financial Statement, reports of the Board of Directors and Auditors thereon for the Financial Year ended 31<sup>st</sup> March, 2016.

Resolution required: (Ordinary/ Special)				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				None of the promoter/ promoter group 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	2233900	0	0	0	0	0	0%
	Poll	2233900	2233900	100%	2233900	0	100%	0%
	Total	2233900	2233900	100%	2233900	0	100%	0%
Public-	E-	-	-	-	-	-	-	-

*For Gorani Industries Ltd.*  
*Sanjay Gorani*  
**Director,**

# Gorani Industries Ltd.

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Sanwer Road, Industrial Area,  
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email : sanjay.gorani@gmail.com  
anilgorani@yahoo.com  
CIN-L28121MP1995PLC009170



Institutions	Voting							
	Poll	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	3204100	10000	0.31%	10000	0	100%	0%
	Poll	3204100	896700	27.99%	896700	0	100%	0%
	Total	<b>3204100</b>	<b>906700</b>	<b>28.30%</b>	<b>906700</b>	<b>0</b>	<b>100%</b>	<b>0%</b>
<b>Total</b>		<b>5438000</b>	<b>3140600</b>	<b>57.75%</b>	<b>3140600</b>	<b>0</b>	<b>100%</b>	<b>0%</b>

**Agenda- 2.** Appointment of Mr. Anil Gorani (Holding DIN 00055540) who retires by rotation and being eligible, offers himself for reappointment.

Resolution required: (Ordinary/ Special)				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes, the Promoter and Promoter Group may deem to be interested in the agenda/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	2233900	0	0	0	0	0	0%
	Poll	2233900	0	0	0	0	0	0%
	Total	<b>2233900</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0%</b>
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	3204100	10000	0.31%	10000	0	100%	0%
	Poll	3204100	896700	27.99%	896700	0	100%	0%
	Total	<b>3204100</b>	<b>906700</b>	<b>28.30%</b>	<b>906700</b>	<b>0</b>	<b>100%</b>	<b>0%</b>
<b>Total</b>		<b>5438000</b>	<b>3140600</b>	<b>57.75%</b>	<b>906700</b>	<b>0</b>	<b>100%</b>	<b>0%</b>

For Gorani Industries Ltd.

*Anil Gorani*

Director

**Agenda- 3.** Ratification of Appointment of Auditor and Fixing their remuneration thereon.

Resolution required: (Ordinary/ Special)				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				None of the promoter/ promoter group 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	2233900	0	0	0	0	0	0%
	Poll	2233900	2233900	100%	2233900	0	100%	0%
	Total	2233900	2233900	100%	2233900	0	100%	0%
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	3204100	10000	0.31%	10000	0	100%	0%
	Poll	3204100	896700	27.99%	896700	0	100%	0%
	Total	3204100	906700	28.30%	906700	0	100%	0%
Total		5438000	3140600	57.75%	3140600	0	100%	0%

**Agenda- 4.** Appointment of Ms. Komal Motwani (Holding DIN- 07302550), as an Independent Woman Director of the Company.

Resolution required: (Ordinary/ Special)				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				None of the promoter/ promoter group is in any way concerned or interested in the resolution.				
Category	Mode	No. of	No. of	% of	No. of	No. of	% of Votes	% of

*Sanjay Gorani*  
*Anil Gorani*  
Director

# Gorani Industries Ltd.

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anilgorani@yahoo.com  
CIN-L28121MP1995PLC009170



	of Voting	shares held (1)	votes polled (2)	Votes Polled on outstanding shares (3)=[(2)/(1)]*100	Votes – in favour (4)	Votes – against (5)	in favour on votes polled (6)=[(4)/(2)]*100	Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2233900	0	0	0	0	0	0%
	Poll	2233900	2233900	100%	2233900	0	100%	0%
	Total	2233900	2233900	100%	2233900	0	100%	0%
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	3204100	10000	0.31%	10000	0	100%	0%
	Poll	3204100	896700	27.99%	896700	0	100%	0%
	Total	3204100	906700	28.30%	906700	0	100%	0%
Total		5438000	3140600	57.75%	3140600	0	100%	0%

**Agenda- 5.** Appointment of Mr. Nakul Gorani (Holding DIN- 06543317) As Whole Time Director of the Company.

Resolution required: (Ordinary/ Special)				Special Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes, the Promoter and Promoter Group may deem to be interested in the agenda/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	E-	2233900	0	0	0	0	0	0%

For Gorani Industries Ltd.

*Nakul Gorani*  
Director,



# Gorani Industries Ltd.

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email : sanjay.gorani@gmail.com  
anilgorani@yahoo.com  
CIN-L28121MP1995PLC009170



<b>and Promoter Group</b>	<b>Voting</b>							
	Poll	2233900	0	0	0	0	0	0%
	Total	2233900	0	0	0	0	0	0%
<b>Public-Institutions</b>	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
<b>Public-Non Institutions</b>	E-Voting	3204100	10000	0.31%	10000	0	100%	0%
	Poll	3204100	896700	27.99%	896700	0	100%	0%
	Total	3204100	906700	28.30%	906700	0	100%	0%
<b>Total</b>		<b>5438000</b>	<b>3140600</b>	<b>57.75%</b>	<b>906700</b>	<b>0</b>	<b>100%</b>	<b>0%</b>

**Agenda- 6.** Re-Appointment of Mr. Sanjay Gorani (Holding Din- 00055531) As Managing Director of the Company.

Resolution required: (Ordinary/ Special)				Special Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes, the Promoter and Promoter Group may deem to be interested in the agenda/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
<b>Promoter and Promoter Group</b>	E-Voting	2233900	0	0	0	0	0	0%
	Poll	2233900	0	0	0	0	0	0%
	Total	2233900	0	0	0	0	0	0%
<b>Public-Institutions</b>	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
<b>Public-Non Institutions</b>	E-Voting	3204100	10000	0.31%	10000	0	100%	0%
	Poll	3204100	896700	27.99%	896700	0	100%	0%

FOR **Gorani Industries Ltd.**  
*[Signature]*  
Director,

# Gorani Industries Ltd.

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	Total	3204100	906700	28.30%	906700	0	100%	0%
<b>Total</b>		<b>5438000</b>	<b>3140600</b>	<b>57.75%</b>	<b>906700</b>	<b>0</b>	<b>100%</b>	<b>0%</b>

**Agenda- 7.** Serving of Documents under section 20 of Companies Act, 2013.

Resolution required: (Ordinary/ Special)				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				None of the promoter/ promoter group , 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
<b>Promoter and Promoter Group</b>	E-Voting	2233900	0	0	0	0	0	0%
	Poll	2233900	2233900	100%	2233900	0	100%	0%
	<b>Total</b>	<b>2233900</b>	<b>2233900</b>	<b>100%</b>	<b>2233900</b>	<b>0</b>	<b>100%</b>	<b>0%</b>
<b>Public-Institutions</b>	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Public-Non Institutions</b>	E-Voting	3204100	10000	0.31%	10000	0	100%	0%
	Poll	3204100	896700	27.99%	896700	0	100%	0%
	<b>Total</b>	<b>3204100</b>	<b>906700</b>	<b>28.30%</b>	<b>906700</b>	<b>0</b>	<b>100%</b>	<b>0%</b>
<b>Total</b>		<b>5438000</b>	<b>3140600</b>	<b>57.75%</b>	<b>3140600</b>	<b>0</b>	<b>100%</b>	<b>0%</b>

**For Gorani Industries Limited**

*Anil Gorani*

Anil Gorani  
(Holding DIN-00055540)  
Chairman

## **Proceedings of Annual 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 4.00 P.M. as mentioned in Notice of AGM. 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 AGM 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 AGM 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 the 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.

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

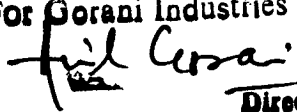
### **4. CHAIRMAN (E-VOTING) :** We will now resume the proceedings.

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

The e-voting facility was kept open for a period of three days from Tuesday, 27<sup>th</sup> September, 2016 (9.00 A.M.) to Thursday, 29<sup>th</sup> September, 2016 (5.00 P.M.).

Mr. Manish Jain, Practicing Company Secretary ('PCS'), Scrutinizer appointed for scrutinizing the 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 Annual General Meeting.

For Gorani Industries Ltd.  
  
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 all the resolutions 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.

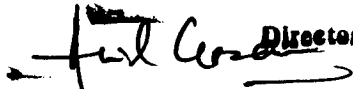
The results of the remote e-voting and poll will be declared on receipt of Scrutinizers' Report on 30<sup>th</sup> September, 2016 and will be placed on Company's website immediately.

8. **CHAIRMAN:** All items of the Notice have 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 Twenty First Annual General Meeting and request the members to join for refreshments.

For Goan . . .

Date: 30<sup>th</sup> September, 2016  
Place: Indore

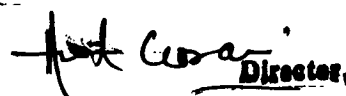
  
Anil Gorani  
(Chairman)

**Result of the Electronic Voting and Poll on the Ordinary and Special Businesses at the Annual General Meeting of the company held on Friday , 30<sup>th</sup> September, 2016.**

On the basis of the Scrutinizer's Report for the Remote Electronic voting dated from 27<sup>th</sup> September, 2016 (9:00 A.M.) to 29th September, 2016 (5:00 P.M.) and the Scrutinizer's Report for the poll at the Annual General Meeting dated 30<sup>th</sup> September, 2016, the summary of which is mentioned hereunder, the Chairman announced the results of voting on 30<sup>th</sup> September, 2016 that the resolutions for the Ordinary and Special businesses as set out in the Item No. 1-7 in the Notice of the annual 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 Ordinary Resolution)	Votes in favour	10000	100.00	3130600	100.00	3140600	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	
Item No. 2 of the Notice (As an Ordinary Resolution)	Votes in favour	10000	100.00	896700	100.00	906700	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	
Item No. 3 of the Notice (As an Ordinary Resolution)	Votes in favour	10000	100.00	3130600	100.00	3140600	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	
Special Business								
Item No. 4 of the Notice (As an	Votes in favour	10000	100.00	3130600	100.00	3140600	100.00	Approved by requisite majority
	Votes	0	0.00	0	0.00	0	0.00	

**For Gorani Inquiries etc.**

  
**Director,**

Ordinary Resolution)	against Invalid votes	NA	NA	NA	NA	NA	NA	
Item No. 5 of the Notice (As an Special Resolution)	Votes in favour	10000	100.00	896700	100.00	906700	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	
Item No. 6 of the Notice (As an Special Resolution)	Votes in favour	10000	100.00	896700	100.00	906700	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	
Item No. 7 of the Notice (As an Ordinary Resolution)	Votes in favour	10000	100.00	3130600	100.00	3140600	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	

For Chairman

*Paul Cowan*  
Director

Page 10

The Resolutions for the Special Business as set out in item no from 4 to 7 in the Annual General Meeting, duly approved by the members with requisite majority, and are recorded hereunder as a part of the proceedings of Annual General Meeting of the members held on 30<sup>th</sup> September, 2016.

#### **ORDINARY AND SPECIAL BUSINESSES:**

##### **Item No .1: Ordinary Resolution for adoption of financial statement for the year ended on 31<sup>st</sup> March, 2016.**

**"RESOLVED THAT** audited financial statement as at 31<sup>st</sup> March, 2016 including Balance Sheet and Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors' and Auditors' thereon be and are hereby adopted."

##### **Item No .2: Ordinary Resolution for Reappointment of Mr. Anil Gorani (Holding DIN 00055540) who retires by rotation.**

**"RESOLVED THAT** Mr. Anil Gorani (Holding DIN 00055540) who retires by rotation and being eligible offer himself for re-appointment be and is hereby re-elected as a director of the company."

##### **Item No .3: Ordinary Resolution for Ratification of Appointment of M/s. B.D. Sharda & Co. Chartered Accountants bearing Firm Registration No. 00161C and to fix their remuneration**

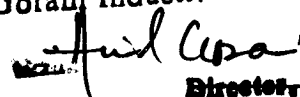
**"RESOLVED THAT** pursuant to the provisions of sections 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, the Company hereby ratifies the appointment of M/s. B. D. Sharda & Co., Chartered Accountants, bearing Firm Registration No. 00161C, as statutory auditors for the financial year 2016-2017 at such remuneration as may be decided by the Managing Director in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

#### **SPECIAL BUSINESS:**

##### **Item No .4: Ordinary Resolution for Appointment of Ms. Komal Motwani (Holding DIN- 07302550), as an Independent Woman Director of the Company.**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Komal Motwani (Holding DIN- 07302550), who was appointed as an Additional Director of the company and holds office upto the date of this Annual General Meeting and in respect of whom the company has received a notice in writing from a member proposing her as a candidate for the office of director in terms of provisions of Section 160 of the Companies Act, 2013, and who is

For Gorani Industries Ltd.

  
**Director,**

eligible for appointment as an Independent Woman Director, be and is hereby appointed as an Independent Woman Director of the Company to hold office w.e.f. 1st October 2015 for a period of five years, and that she will not be liable to retire by rotation."

**Item No .5: Special Resolution for Appointment of Mr. Nakul Gorani (Holding DIN-06543317) As Whole Time Director of the Company.**

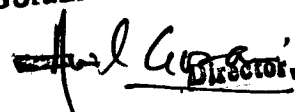
"**RESOLVED THAT** subject to the provisions of 196, 197 and other applicable provisions of the Companies Act, 2013, if any, read with schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to appoint Mr. Nakul Gorani (Holding DIN-06543317) as the Whole time Director of the Company for a period of 3 years w.e.f 1st June, 2016 to 31st May, 2019 on the monthly remuneration of Rs. 50,000.00 (Rupees Fifty Thousand only) and will be liable to retire by rotation, and such retirement by rotation and reappointment shall not be deemed to constitute a break in his appointment as Whole Time Director of the company."

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of the appointment including that as to remuneration, perquisites and other benefits / amenities so that the altered terms and conditions shall be in conformity with Schedule V to the Companies Act, 2013 and /or other applicable provisions, if any, as may be amended from time to time and agreeable to Mr. Nakul Gorani."

**Item No .6: Special Resolution for Re-Appointment of Mr. Sanjay Gorani (Holding Din-00055531) As Managing Director of the Company**

"**RESOLVED THAT** subject to the provisions of 196, 197 and other applicable provisions of the Companies Act, 2013, if any, read with schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to re-appoint Mr. Sanjay Gorani (Holding DIN- 00055531) as the Managing Director of the Company for a period of 3 years w.e.f 1st June, 2016 to 31st May, 2019 on the monthly remuneration of Rs. 1,00,000.00 (Rupees One Lac Only) and will be liable to retire by rotation, and such retirement by rotation and reappointment shall not be deemed to constitute a break in his appointment as Managing Director of the company."

**RESOLVED FURTHER THAT** the Managing Director shall be responsible for overall Management and supervision of the company's operations, Projects and day to day administration, appointment and termination of the company's employees, operating of the company's bank accounts and for regular reporting of the company's activities, Growth and Performance to the Board of Directors and for performing the duties that may be delegated to the Managing Director from time to time, subject to the overall supervision and control of the Board of Directors.

For Gorani  
  
Director



**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of the appointment including that as to remuneration, perquisites and other benefits / amenities so that the altered terms and conditions shall be in conformity with Schedule V to the Companies Act, 2013 and /or other applicable provisions, if any, as may be amended from time to time and agreeable to Mr. Sanjay Gorani.”

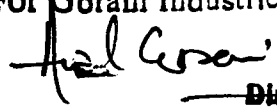
**Item No .7: Ordinary Resolution for Serving of Documents under section 20 of Companies Act, 2013.**

“**RESOLVED THAT** pursuant to provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any member by the company by sending it to him by post or by registered post or by speed post or by courier or by delivering to his office or address, or by such electronic or other mode as may be prescribed, the consent of the company be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the company at least one week in advance of the dispatch of document by the company and that no such request shall be entertained by the company post the dispatch of such document by the company to the shareholder.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, directors or key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

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

**Date: 30<sup>th</sup> September, 2016**  
**Place: Indore**

**For Gorani Industries Ltd.**  
  
**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](mailto:manishjainandco@yahoo.com)

[manishjainandco@gmail.com](mailto:manishjainandco@gmail.com)

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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

The Annual General Meeting of the Equity Shareholders of the Company Gorani Industries Limited held on Friday, 30<sup>th</sup> day of September, 2016 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 the Annual General Meeting of the company Gorani Industries Limited held on Friday, 30<sup>th</sup> September, 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) Rules, 2014 as amended from time to time on the below mentioned resolution(s), at the Annual General Meeting of the Equity Shareholders of Gorani Industries Limited, to be held on 30<sup>th</sup> day of September, 2016 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 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 27th September, 2016 (9.00 A.M.) up to 29<sup>th</sup> September, 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 September, 2016 were entitled to vote on the proposed resolutions (item no. 1-7 as set out in the notice of the Annual General Meeting of Gorani Industries Limited).
4. The votes were unblocked 29<sup>th</sup> September, 2016 around 5.00 P.M. in the presence of two witnesses Ms. Manpreet Kaur Hora and Ms. Vaishali Deora, 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)



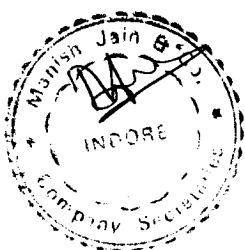
Signature

(Vaishali Deora)

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 – Consider and adopt Audited Financial Statement, reports of the Board of Directors and Auditors thereon for the Financial Year ended 31st March, 2016.**

i. Voted in favour of the resolution:

Number of members present and voting (in	Number of votes cast by them	% of total number of valid votes cast
--	------------------------------	---------------------------------------



person or by proxy)		
2	10000	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 – Appointment of Mr. Anil Gorani (Holding DIN 00055540) who retires by rotation and being eligible, offers himself for reappointment.**

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

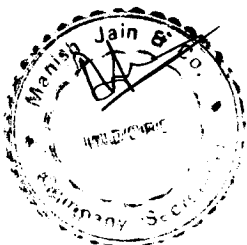
Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
2	10000	100%

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



**c) Resolution No. 3 – Ratification of Appointment of Auditor and Fixing their remuneration thereon.**

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
2	10000	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

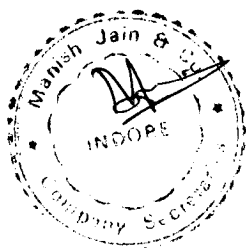
**d) Resolution No. 4 – Appointment of Ms. Komal Motwani (Holding DIN- 07302550), as an Independent Woman Director of the Company.**

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
2	10000	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

e) **Resolution No. 5 – Appointment of Mr. Nakul Gorani (Holding DIN- 06543317) As Whole Time 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
2	10000	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:**

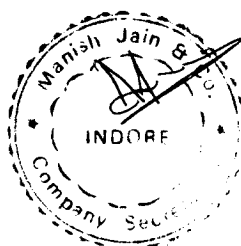
Total numbers of members and whose votes were declared invalid	Total number of votes cast by them
0	0

f) **Resolution No. 6 – Re-Appointment of Mr. Sanjay Gorani (Holding Din- 00055531) As 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
2	10000	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

**g) Resolution No. 7 – Serving of Documents under section 20 of 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
2	10000	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

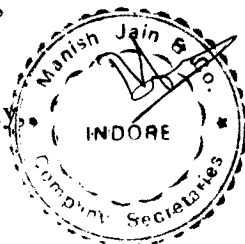
iii. **Invalid votes:**

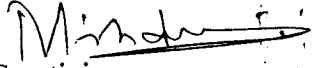
Total numbers of members and whose votes were declared invalid	Total number of votes cast by them
0	0

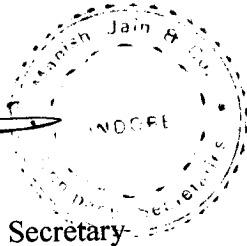
7. The registers and all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and same are handed over to the Chairman/ Director authorized by the Board for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

Thanking You,

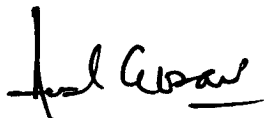
Yours faithfully,



  
Scrutinizer  
Manish Jain  
Practicing Company Secretary  
Membership No.: 4651



Place: Indore  
Date: 30<sup>th</sup> September, 2016

  
Acknowledgment  
Anil Gorani  
Chairman, AGM

Place: Indore  
Date: 30<sup>th</sup> September, 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 Annual General Meeting of the Equity Shareholders of the Company Gorani Industries Limited held on 30<sup>th</sup> day of September, 2016 at 4.00 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) Rules 2014 as amended from time to time.**

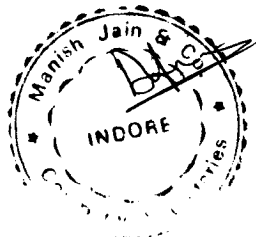
I, Manish Jain, of M/s Manish Jain & Co, a Practicing Company Secretary, having registered office at 219, President Tower, 6/2 South Tukoganj, Madhumilan Square, Indore (M.P.)-452001, appointed as Scrutinizer (s) for the purpose of the poll taken on the below mentioned resolution(s), at the Annual General Meeting of the Equity Shareholders of Gorani Industries Limited, held on 30<sup>th</sup> day of September, 2016 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 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 Annual General Meeting of the Company.

My responsibility as Scrutinizer for the polling process at the Annual 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 Annual General Meeting, based on the ballot papers and records of the company.

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

8. 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.
9. 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.

10. I did not find any poll papers invalid.

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

**(a). Resolution No. 1 – Consider and adopt Audited Financial Statement, reports of the Board of Directors and Auditors thereon for the Financial Year ended 31st March, 2016.**

**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
23	3130600	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

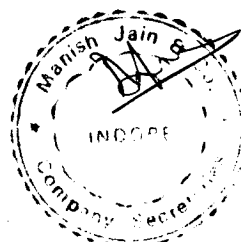
**vi. Invalid votes:**

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

**(b). Resolution No. 2 – Appointment of Mr. Anil Gorani (Holding DIN 00055540) who retires by rotation and being eligible, offers himself for reappointment**

**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
16	896700	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 – Ratification of Appointment of Auditor and Fixing their remuneration thereon.

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
23	3130600	100%

ii. Voted **against** the resolution:

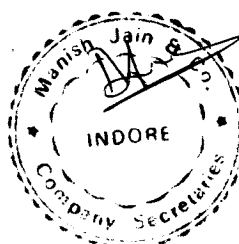
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

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 Ms. Komal Motwani (Holding DIN-07302550), as an Independent Woman Director of the Company.

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
23	3130600	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. Nakul Gorani (Holding DIN- 06543317) As Whole Time Director of the Company.

i. Voted in **favour** of the resolution:

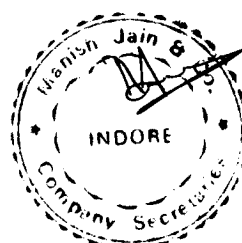
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
16	896700	100%

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 – Re-Appointment of Mr. Sanjay Gorani (Holding Din- 00055531)  
As Managing Director of the Company.**

**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
16	896700	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

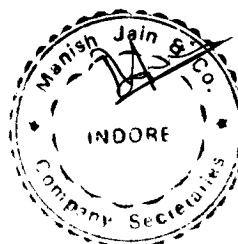
**(g) Resolution No. 7 – Serving of Documents under section 20 of Companies Act, 2013.**

**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
23	3130600	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



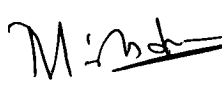
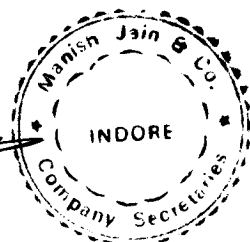
iii. **Invalid votes:**

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

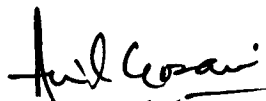
Thanking You,

Yours faithfully,

Scrutinizer  
Manish Jain  
Practicing Company Secretary  
Membership No.: 4651

Place: Indore  
Date: 30<sup>th</sup> September, 2016

  
Acknowledgment  
Anil Gorani  
Chairman, AGM

Place: Indore  
Date: 30th September, 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](mailto:manishjainandco@yahoo.com)  
[manishjainandco@gmail.com](mailto:manishjainandco@gmail.com)

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### Combined Report of Scrutinizer

To,

The Chairman

The Annual General Meeting of the Equity Shareholders of the Company Gorani Industries Limited held on 30<sup>th</sup> day of September, 2016 at 4.00 P.M.

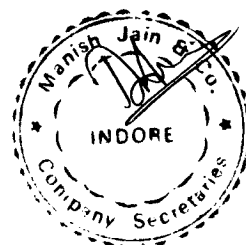
**SUBJECT:** Passing of Resolutions through Remote E-Voting and poll conducted at the Annual General Meeting of Gorani Industries Limited held on Friday, 30<sup>th</sup> day of September, 2016 at 4.00 P.M.

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) Rules, 2014 as amended from time to time and
- (ii) The Chairman of the Annual General Meeting (AGM) on poll under the provisions of Section 109 of the Companies Act, 2013 and Rule 21 of Companies (Management and Administration) Rules, 2014, on the resolutions contained in the Notice to the Annual General Meeting of the members of the Company held on Friday, 30<sup>th</sup> September, 2016 at 4.00 P.M. at the Registered office of the Company at Plot No.32-33, Sector 'F' Sanwer Road, Industrial Area, Indore (M.P.).

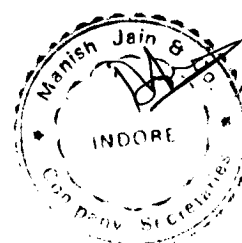
2. The Management of the Company is responsible to ensure the compliance with the requirements of Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended from time to time relating to the remote e-voting and Poll on the resolutions contained in the Notice to the Annual General Meeting (AGM) of the members of the Company. My responsibilities as scrutinizer for remote e-voting process and for Poll 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 and also at the time of Poll at AGM.

3. The voting rights were reckoned on 23<sup>rd</sup> September, 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 27<sup>th</sup> September, 2016 (9.00 A.M.) up to 29<sup>th</sup> September, 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 Ordinary and /or Special Resolutions, on the e-voting platform provided by CDSL.
6. I have issued separate Scrutinizer's Report dated 30<sup>th</sup> September, 2016 on the remote E-voting and 30<sup>th</sup> September, 2016 on the Poll on the resolutions contained in the Notice to the AGM. 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 Ordinary Resolution)	3140600	100.00%	0	0.00%	0	0.00%
Item No. 2 of the Notice (As an Ordinary Resolution)	906700	100.00%	0	0.00%	0	0.00%
Item No. 3 of the Notice (As an Ordinary Resolution)	3140600	100.00%	0	0.00%	0	0.00%
Item No. 4 of the Notice (As an Ordinary Resolution)	3140600	100.00%	0	0.00%	0	0.00%



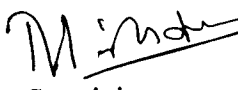


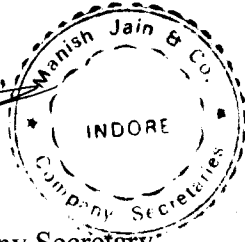
Item No. 5 of the Notice (As an Special Resolution)	906700	100.00%	0	0.00%	0	0.00%
Item No. 6 of the Notice (As an Special Resolution)	906700	100.00%	0	0.00%	0	0.00%
Item No. 7 of the Notice (As an Ordinary Resolution)	3140600	100.00%	0	0.00%	0	0.00%

**Conclusion: All the resolutions stands passed with requisite majority under Remote E-voting combined with Poll at the Annual General Meeting held on Friday 30<sup>th</sup> september, 2016.**

Thanking You,

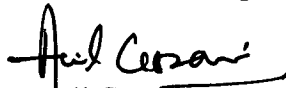
Yours Faithfully,

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



Place: Indore  
 Date: 30<sup>th</sup> September, 2016

**To be Countersigned by the Chairman**

  
 Anil Gorani

Place: Indore  
 Date: 30<sup>th</sup> September, 2016