

**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



Website: www.goraniindustries.com

29th September, 2017
Indore

To,
General Manager
The Corporate Relationship Department,
The Stock Exchange Mumbai
Pheeroj Jeejeebhoy Tower, 2
Dalal Street, Mumbai.

Dear Sir,

Sub: Scrutinizer's Report on Remote E-voting and Poll conducted for the Annual General Meeting of the Company Gorani Industries Limited held on Friday, 29th September, 2017 alongwith combined Scrutinizer Report on the same

Ref: Scrip Code: BSE – 531608

In connection with the captioned subject please find the Scrutinizer's Report on Remote E-voting and Poll conducted pursuant to the provisions of Section 108 and 109 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014 as amended from time to time, respectively, and also the combined report on the same for the Annual General Meeting of the Company Gorani Industries Limited held on Friday, 29th September, 2017.

You are requested to kindly take the same on record.

Thanking you.
Yours faithfully

For Gorani Industries Limited

Anil Gorani
(Holding DIN-00055540)
Chairman Cum Whole-time Director

Manish Jain & Co.

Company Secretaries

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

Phone: (O) 2528775, 4098775

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) Rules, 2014 made there under]*

To,

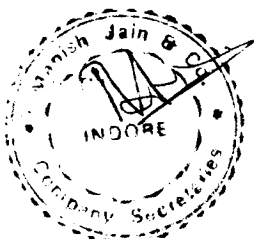
The Chairman

The Annual General Meeting of the Equity Shareholders of the Company Gorani Industries Limited held on Friday, 29th day of September, 2017 at 12.00 Noon at its registered office situated at Plot No 32-33, Sector F, Sanwer Road, Industrial Area, Indore (M.P.)- 452015

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, 29th September, 2017

Dear Sir,

I, Manish Jain, of M/s Manish Jain & Co, Practicing Company Secretary, office at 219, President Tower, 6/2 South Tukoganj, Madhumilan Square, Indore (M.P.)-452001 has 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, held on Friday, 29th day of September, 2017 at 12.00 Noon at its registered office situated 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 convening 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 members of the Company.
2. The members holding shares as on the "cut off" date i.e. 22nd September, 2017 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).
3. The remote e-voting period remained open from 26th September, 2017 (9.00 A.M.) up to 28th September, 2017 (5.00 P.M.) and the CDSL E-voting platform was blocked thereafter.
4. The votes were unblocked on 28th September, 2017 at 5.00 P.M. in the presence of two witnesses Ms. Manpreet Kaur Hora and Ms. Neerja Mandiya, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Signature

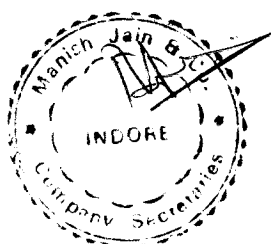
(Manpreet Kaur Hora)



Signature

(Neerja Mandiya)

5. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against" were downloaded from the e-voting website of 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 – To consider and adopt the audited financial statements of the Company for the financial year ended March 31st, 2017, the reports of the Board of Directors and Auditors thereon.**



i. Voted 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	46902	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

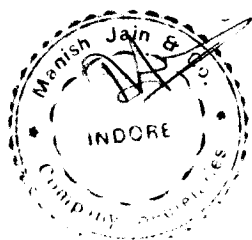
b) Resolution No. 2 – Appointment of Mr. Nakul Gorani (Holding DIN: 06543317), Whole Time Director, who retires by rotation and being eligible, offers himself for reappointment.

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
5	46902	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 – 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
5	46902	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

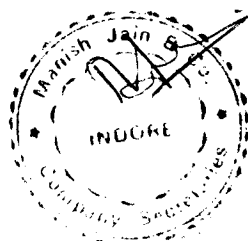
iii. **Invalid votes:**

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

d) Resolution No. 4 – Re-appointment of Mr. Anil Gorani (Holding DIN- 00055540), 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
5	46902	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 – Approval of Related Party Transaction with Gangotri Industries.

- 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	46902	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

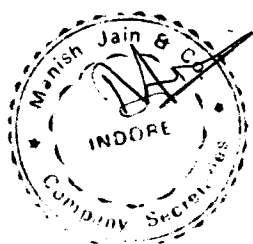
- iii. Invalid votes:

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

f) Resolution No. 6 – Approval of Related Party Transaction with Blow Hot Kitchen Appliances Private Limited.

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

Number of members voted	Number of votes cast by	% of total number of
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through electronic voting system	them	valid votes cast
5	46902	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) Item No. 7 – Adoption of new set of Articles of Association of the Company.

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

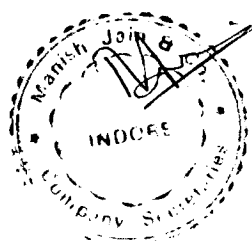
Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
5	46902	100%

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:

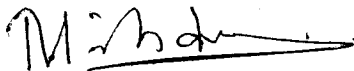
Total numbers of members and whose votes were declared invalid	Total number of votes cast by them
0	0



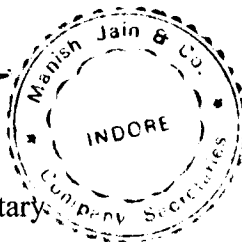
7. The registers and all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and same are handed over to the Chairman/ Director authorized by the Board for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

Thanking You,

Yours faithfully,

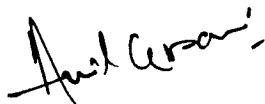


Scrutinizer
Manish Jain
Practicing Company Secretary
Membership No.: 4651
CP No.: 3049



Place: Indore

Date: 29th September, 2017



Acknowledgment
Anil Gorani
Chairman
Gorani Industries Limited

Place: Indore

Date: 29th September, 2017

Manish Jain & Co.

Company Secretaries

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

Phone: (O) 2528775, 4098775

Mobile: 98260-38775

E mail: manishjainandco@yahoo.com

manishjainandco@gmail.com

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

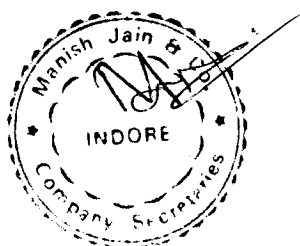
The 22nd Annual General Meeting of the Equity Share-holders of the Company Gorani Industries Limited held on Friday, 29th day of September, 2017 at 12.00 Noon at its registered office situated at Plot No 32-33, Sector F, Sanwer Road, Industrial Area, Indore (M.P.)- 452015 .

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, office at 219, President Tower, 6/2 South Tukoganj, Madhumilan Square, Indore (M.P.)-452001, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 22nd Annual General Meeting of the Equity Shareholders of Gorani Industries Limited, held on Friday, 29th day of September, 2017 at 12.00 Noon at its registered office situated 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 polling papers and records of the Company.

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

1. After the time fixed for closing of the poll by the chairman, ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was 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 is as under:

(a). Resolution No. 1 – Consider and adopt Audited Financial Statement, report of the Board of Directors and Auditors thereon for the Financial Year ended 31st March, 2017

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
26	2281400	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. Nakul Gorani (Holding DIN: 06543317), Whole Time Director, 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
26	2281400	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

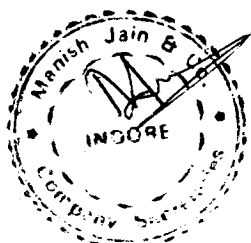
(c) Resolution No. 3 – Appointment of Auditor and fixing their remuneration thereon

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
26	2281400	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 – Re-appointment of Mr. Anil Gorani (Holding DIN-00055540), 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
25	1976500	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

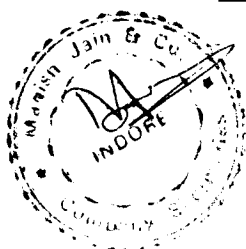
(e). Resolution No. 5 – Approval of related party transaction with Gangotri Industries

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
25	1479600	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



person or by proxy)		
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 – Approval of related party transaction with Blow Hot Kitchen Appliances Private Limited

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
19	47500	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

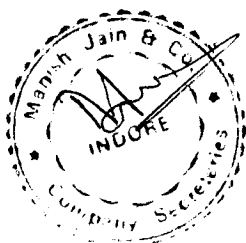
iii. **Invalid votes:**

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 – Adoption of new set of Articles of Association 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
26	2281400	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


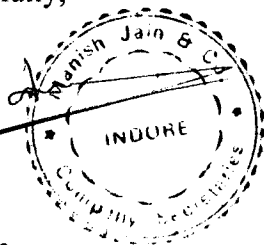
iii. **Invalid** votes:

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

5. 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,

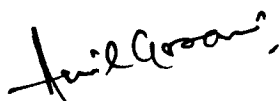
Yours faithfully,

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

Place: Indore

Date: 29th September, 2017



Acknowledgment
Anil Gorani
Chairman
Gorani Industries Limited

Manish Jain & Co.

Company Secretaries

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

Phone: (O) 2528775, 4098775

Mobile: 98260-38775

E mail: manishjainandco@yahoo.com

manishjainandco@gmail.com

Combined Report of Scrutinizer

To,

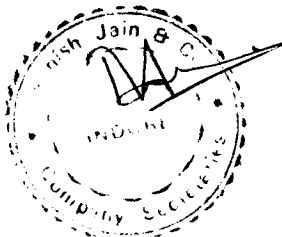
The Chairman

The 22nd Annual General Meeting of the Equity Shareholders of the Company Gorani Industries Limited held on 29th day of September, 2017 at 12.00 Noon.

SUBJECT: Passing of Resolutions through remote e-voting and poll conducted at the Annual General Meeting of the Company Gorani Industries Limited (the Company) held on Friday, 29th day of September, 2017 at 12.00 Noon.

Dear Sir,

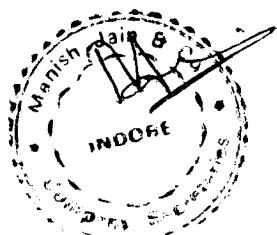
1. I, Manish Jain, Practicing Company Secretary, has been appointed as a Scrutinizer by the Board of Directors of Gorani Industries Limited (the Company) for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 and Rule 20 Companies (Management and Administration) Rules, 2014 as amended from time to time and for scrutinizing the voting process 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 convening Annual General Meeting of the members of the Company held on Friday, 29th day of September, 2017 at 12.00 Noon 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 convening 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 22nd September, 2017 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 26th September, 2017 (9.00 A.M.) to 28th September, 2017 (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 29th September, 2017 on the remote E-voting and 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)	2328302	100.00%	0	0.00%	0	0.00%
Item No. 2 of the Notice (As an Ordinary Resolution)	2328302	100.00%	0	0.00%	0	0.00%
Item No. 3 of the Notice (As an Ordinary Resolution)	2328302	100.00%	0	0.00%	0	0.00%
Item No. 4 of the Notice (As an Ordinary Resolution)	2023402	100.00%	0	0.00%	0	0.00%
Item No. 5 of the	1526502	100.00%	0	0.00%	0	0.00%



Notice (As an Ordinary Resolution)						
Item No. 6 of the Notice (As an Ordinary Resolution)	94402	100.00%	0	0.00%	0	0.00%
Item No. 7 of the Notice (As Special Resolution)	2328302	100.00%	0	0.00%	0	0.00%

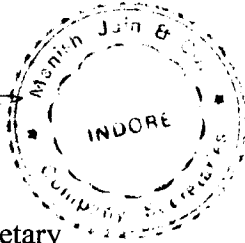
Conclusion: All the resolutions stands passed with requisite majority under Remote E-voting combined with Poll at the Annual General Meeting held on Friday, 29th September, 2017.

Thanking You,

Yours Faithfully,

Manish Jain

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



Place: Indore
Date: 29th September, 2017

To be Countersigned by the Chairman

Anil Gorani

Anil Gorani

Place: Indore
Date: 29th September, 2017