

NOTICE

NOTICE IS HEREBY GIVEN THAT the Twenty Fifth Annual General Meeting of the members of the Company Gorani Industries Limited will be held on Wednesday, the 30th day of September, 2020 at 12:30 P.M. through video conferencing/other audio visual means to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31st, 2020, the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Nakul Gorani (Holding DIN: 06543317), Whole-time Director, who retires by rotation and being eligible, offers himself for reappointment.
3. 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, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for the appointment of Statutory Auditor M/s. Sandeep Surendra Jain and Company, Chartered Accountants, bearing Firm Registration No. 010172C, to fill the casual vacancy caused due to resignation of M/s. Sneha Sarda & Company, to hold the office from 25th August, 2020 until the conclusion of this Annual General Meeting, on a remuneration of Rs. 65,000/- (Rupees Sixty Five Thousand only) per annum or as may be approved by the Audit Committee in consultation with the Auditors plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for the appointment of Statutory Auditor M/s. Sandeep Surendra Jain and Company, Chartered Accountants, bearing Firm Registration No. 010172C to hold the office from the conclusion of this Annual General Meeting till the conclusion of the Thirtieth Annual General Meeting, on a remuneration of Rs. 65,000/- (Rupees Sixty Five Thousand only) per annum or as may be approved by the Audit Committee in consultation with the Auditors plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

SPECIAL BUSINESS:

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

“RESOLVED THAT subject to the provisions of Section 196, 197, 198 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), and on the recommendation of Nomination and Remuneration committee and on subsequent approval of the Board, consent of the members of the company be and is hereby accorded to re-appoint Mr. Anil Gorani (Holding DIN- 00055540) as the Whole time Director of the Company for a period of 3 years w.e.f 1st April, 2020 to 31st March, 2023 on the monthly remuneration of Rs. 1,00,000.00 (Rupees One Lakh 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. Anil Gorani;

RESOLVED FURTHER THAT all the Directors of the Company be and are hereby authorized to sign and submit all required documents, deeds and all other necessary things and to do all such acts, deeds, matters and things as he may in their sole and absolute discretion, deem necessary, expedient, usual or proper and to settle any question, doubt or difficulty that may arise with regard to the above resolution or any other matter incidental or consequential thereto.”

6. 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 196, 197, 198 of the Companies Act, 2013, read with Schedule V as amended from time to time to the said Act and the Companies (Appointments and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any (including any statutory modification or re-enactment thereof for the time being in force), and pursuant to recommendation of the Nomination and Remuneration Committee and on subsequent approval of the Board, consent of the members of the Company be and is hereby accorded to increase the remuneration payable to Mr. Anil Gorani, (Holding DIN-00055540) Whole Time Director of the Company upto 1,25,000.00 (Rupees One Lakh Twenty Five Thousand only) per month with effect from 1st September, 2020 on the same terms and conditions passed at the time of reappointment.

RESOLVED FURTHER THAT any of the 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. Anil Gorani.”

RESOLVED FURTHER THAT all the Directors of the Company be and are hereby authorized to sign and submit all required documents, deeds and all other necessary things and to do all such acts, deeds, matters and things as he may in their sole and absolute discretion, deem necessary, expedient, usual or proper and to settle any question, doubt or difficulty that may arise with regard to the above resolution or any other matter incidental or consequential thereto.”

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

“RESOLVED THAT on the recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act, consent of the members of the Company be and is hereby accorded to re-appoint Ms. Komal Motwani (Holding DIN: 07302550) as an Independent Director of the Company, who meets the criteria for independence as provided in Section 149(6) of the Act, for the second term of five consecutive years with effect from 01st October, 2020 to 30th September, 2025 and she will not be liable to retire by rotation;

RESOLVED FURTHER THAT all the director of the company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their sole and absolute discretion, deem necessary, expedient, usual or proper and to settle any question, doubt or difficulty that may arise with regard to the above resolution or any other matter incidental or consequential thereto.”

8. 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 Section 188 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such other approvals, permissions as may be required, consent of the members of the company be and is hereby accorded to enter into any contract and arrangements amounting to Rs. 5,00,00,000/- (Rupees Five Crore only) per annum for sale, purchase or supply of any goods or materials, availing or rendering of any services to/from M/s Gangotri Industries, a firm in which directors and relative of directors of the company are interested, for a period of three years i.e. 1st October, 2020 to 30th September, 2023 on such other terms and conditions as may be decided by the Directors of the company and agreeable to M/s. Gangotri Industries.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their sole and absolute discretion, deem necessary, expedient, usual or proper and to settle any question, doubt or difficulty that may arise with regard to the above resolution or any other matter incidental or consequential thereto.”

9. 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 Section 188 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such other approvals, permissions as may be required, consent of the members of the company be and is hereby accorded to enter into any contract and arrangements amounting to Rs. 5,00,00,000/- (Rupees Five Crore only) per annum for sale, purchase or supply of any goods or materials, availing or rendering of any services to/from Blow Hot Kitchen Appliances Private Limited, a Private Limited company in which directors and their relatives of the company are interested, for a period of three years i.e. 1st October, 2020 to 30th September, 2023 on such other terms and conditions as may be decided by the Directors of the company and agreeable to the company Blow Hot Kitchen Appliances Private Limited.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their sole and absolute discretion, deem necessary, expedient, usual or proper and to settle any question, doubt or difficulty that may arise with regard to the above resolution or any other matter incidental or consequential thereto.”

**By Order of the Board
for Gorani Industries Limited**

Sd/-
Anil Gorani
(Holding DIN: 00055540)
(Chairman cum Whole Time Director)

Date: 04/09/2020

Place: Indore

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a pre-requisite, and pursuant to the Circular Nos. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively issued by the Ministry of Corporate Affairs, Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, issued by the Securities and Exchange Board of India, physical attendance of the Members at this Annual General Meeting (AGM) is not required and the AGM can be held through Video Conferencing (VC)/ Other Audio Visual Means (OAVM). Accordingly, in compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and the said MCA circulars, the Twenty Fifth Annual General Meeting of the Company is being held through VC/ OAVM.
2. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (the Act), in respect of the Special Business to be transacted at the Meeting is annexed hereto and forms part of this Notice.
3. Electronic copy of the Notice for the AGM and the Annual Report for the financial year 2019-20 is being sent to all the Members whose e-mail ids are or to be registered upto the date of dispatch of this notice with the Company/Depository Participant(s). Dispatching of physical copies of the Financial Statements (including Board's Report, Auditors' Report, other documents required to be attached therewith), has been dispensed with in line with the aforementioned circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.
4. The Notice and the Annual Report is also available on the Company's website www.goraniindustries.com for download and at the websites of the BSE Ltd., where the Company's shares are listed. The AGM Notice is also disseminated on the website of Central Depository Services (India) Limited ("CDSL") (the agency appointed by the Company for providing the Remote e-voting facility, e-voting system during the AGM & the VC facility) i.e. www.evotingindia.com.
5. Members holding shares in electronic/demat mode and who have not got their e-mail addresses updated with the Depository Participants are requested to update their e-mail address and any changes therein through their Depository Participants. Members holding shares in physical mode are requested to update their e-mail address and mobile number, by sending e-mail quoting their Folio Number along with scanned copy of PAN (self attested scanned copy) or AADHAR (self attested scanned copy) to our Registrar and Share Transfer Agent, viz., Link Intime India Private Limited at rnt.helpdesk@linkintime.co.in, and mark cc to Company: gorani.industires@yahoo.com. Also for any queries you may contact on 022-49186270.
6. To support the Green initiative announced by Government of India, Members are requested to get their email addresses registered in the manner specified above.
7. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been

dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of State or Body Corporate can attend the AGM through e-voting

8. Institutional/ Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution shall be send to the Scrutinizer by e-mail at csmanishjainoffice@gmail.com with a copy marked to gorani.industries@yahoo.com.
9. Members holding shares under multiple folios are requested to submit their applications to registrar and transfer Agent for consolidation of folios into a single folio.
10. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or M/s Link Intime India Private Limited (Registrar and Transfer Agent) for assistance in this regard.

SEBI vide Press Release dated 27th March, 2019 has clarified that the share transfer deed(s) once lodged prior to the deadline of 31st March, 2019 and returned due to deficiency in documents submitted, may be re-lodged for transfer.
11. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, M/s Link Intime India Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Registrar and Share Transfer Agents of the Company i.e. M/s Link Intime India Private Limited.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are having demat accounts. Members holding shares in physical form are requested to submit PAN details to the Company / Registrar.

13. Members are requested to submit their queries/requests for clarification, if any, on the Annual Report, Financial results or any other matters via email at gorani.industries@yahoo.com, mentioning their name, folio number/ demat account number, email id and mobile number, so as to reach the Company on or before 25th September, 2020, which will enable the Company to furnish replies at the AGM.
14. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which the Directors are interested as maintained under Section 170 and Section 189 of the Act, respectively will be available for inspection by the Members at the AGM in pdf mode.
15. Relevant documents referred to in the notice are available for inspection at the Registered Office of the Company on all working days, except Saturdays, Sundays and other holidays at any time during Business hours up to the date of the Annual General Meeting.
16. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 24th September, 2020 to Wednesday, 30th September, 2020 (both days inclusive).
17. Members are requested to quote their Folio Number / Demat Account Number and contact details such as email address, contact number and complete address in all correspondence with the Company/Company's Registrar.
18. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.goraniindustries.com (under 'Investors' section). Members holding shares in physical form may submit the same to Link Intime India Private Limited. Members holding shares in electronic form may submit the same to their respective depository participant.
19. Since the AGM will be held through VC/OAVM, the Route map is not annexed in this notice.
20. The attendance of the members attending the AGM through VC/OAVM, will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
21. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
22. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 25th Annual General Meeting (AGM). The business

may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

The facility for voting through electronic voting system shall be made available at the 25th AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Board of Directors of the Company has appointed Manish Jain & Co., Practicing Company Secretaries as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. In terms of requirements of the Companies Act, 2013 and the relevant Rules, the Company has fixed September 23rd, 2020 (Wednesday) as the 'Cut-off Date'. The remote e-voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. September 23rd, 2020 only.

The instructions for shareholders for remote e-voting are as under:

- i. The voting period begins on Sunday on 27th September, 2020 at 09:00 A.M. and ends on Tuesday on 29th September, 2020 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 23rd September, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iv. Click on Shareholders module.
- v. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from [Login - MyEasi](#) using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

viii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- ix. After entering these details appropriately, click on “SUBMIT” tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant <GORANI INDUSTRIES LIMITED > on which you choose to vote.
- xiii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xviii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xx. Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xxi. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

Other Instructions:

- I. The e-voting module shall be disabled by CDSL for voting after 5.00 P.M. on 29th September, 2020. Members holding shares in physical or in demat form as on September 23rd, 2020 shall only be eligible for e-voting.
- II. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 23rd September, 2020.
- III. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/ her existing User ID and password for casting the vote.
- IV. CS Manish Jain, Practicing Company Secretary (Membership No: FCS 4651 CP No: 3049) (Address: 1st Floor, 236, Anoop Nagar, Indore (M.P.) 452008) has been appointed as the scrutinizer to conduct the e-voting process.
- V. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company **www.goraniindustries.com** and on the website of CDSL. The results shall simultaneously be communicated to BSE Limited where the shares of the Company are listed.
- VI. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of atleast two witnesses not in the employment of the Company and make out a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
- VII. The resolutions shall be deemed to be passed on the date of Annual General Meeting of the Company, subject to receipt of sufficient votes.
- VIII. You can also update your mobile number and Email Id in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting in future. The same may be used in case the Member forgets the password and the same need to be reset.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This

will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

2. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
3. Shareholders are encouraged to join the Meeting through Laptops / I-Pads for better experience.
4. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least seven (7) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at gorani.industries@yahoo.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance (7) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered

invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
5. Shareholders may contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542), for resolving their queries or any other issues before or during the AGM.

OTHER:

1. As required by Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a brief profile of Director seeking appointment/re-appointment at ensuing Annual General Meeting is given:

Particulars	Nakul Gorani	Anil Gorani
Date of Appointment	20/03/2013	14/03/1995
Qualifications	Masters in Management	Graduate in B.E. electronics
Expertise in specific functional areas	Practical experience of Six years in Marketing, Management and is being associated with the Company from past Six years	More than 33 years of experience in the field of steel engineering industry, production and promotion of products
Relationship with Directors	None	None
Directorships held in other listed companies (excluding foreign companies and Section 8 companies)	NIL	NIL
Memberships / Chairmanships of committees of other listed companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	NIL	NIL
Number of shares held in the Company (in case of non executive director)	NA	NA

Particulars	Komal Motwani
Date of Appointment	1 st October, 2020
Qualifications	Graduate in Commerce and Company Secretary
Expertise in specific functional areas	She has rich experience in the Secretarial and legal field.
Relationship with Directors	None

Directorships held in other listed companies (excluding foreign companies and Section 8 companies)	NIL
Memberships / Chairmanships of committees of other listed companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	NIL
Number of shares held in the Company (in case of non executive director)	0

2. Statement pursuant to Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Brief Details of Statutory Auditor seeking re-appointment

Name of Statutory Auditors	M/s. Sandeep Surendra Jain and Company
Firm Registration Number	010172C
Proposed fees payable	Rs. 65,000/- (Rupees Sixty Five Thousand only) per annum or as may be approved by the Audit Committee in consultation with the Auditors plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit
Terms of Appointment	<ol style="list-style-type: none"> 1. From 25th August, 2020 until the conclusion of this Annual General Meeting. 2. From the conclusion of this Annual General Meeting till the conclusion of the Thirtieth Annual General Meeting.
Any material change in the fees payable to the auditor from that paid to the outgoing auditor along with the rationale for such change.	There is no change to the Fees paid to the new auditor from that paid to the outgoing auditor.
Basis of recommendation for appointment including the details in relation to and credentials of the Statutory Auditors	The firm has a rich experience of approx 20 years and is engaged in providing comprehensive professional services which includes Audit & Assurance.

**EXPLANATORY STATEMENT U/S 102(1) OF THE COMPANIES ACT, 2013
FORMING PART OF THE NOTICE**

Item No. 5 and 6

Mr. Anil Gorani (Holding DIN: 00055540) has been associated with the Company since its inception. He has more than 33 years of experience in the field of steel engineering industry, production and promotion of products. Under his directorship the Company has achieved extra-ordinary growth in performance in competitive environment

The Board of Directors of the Company at its meeting held on 07th February, 2020, on the recommendation of Nomination and Remuneration Committee and subject to approval of Shareholders in General Meeting has re-appointed Mr. Anil Gorani (Holding DIN-00055540) as Whole-time Director of the Company for a period of 3 years commencing from 1st April, 2020 to 31st March, 2023 on a monthly remuneration of Rs. 1,00,000.00 (Rupees One Lakh only) on the terms and conditions set out in the resolution.

Further, looking into the responsibilities shouldered upon Mr. Anil Gorani (Holding DIN: 00055540) the board in its meeting held on 25th August, 2020, on the recommendation of Nomination and Remuneration Committee, has increased his monthly remuneration from Rs. 1,00,000.00 (Rupees One Lakh only) to Rs. 1,25,000.00 (Rupees One Lakh Twenty Five Thousand only) w.e.f 01st September, 2020, subject to the approval of members in the Annual General meeting.

The broad information pursuant to Section - II of Part- II of Schedule V of the Companies Act, 2013, in respect of the resolution specified in item no. 5 and 6 is as under:

I. General Information

1. The company is in the business of production and sales of Kitchen and Home appliances and Kitchenware manufacturing and retailing is one such sector within the overall household segment. Its main products are LPG stoves, induction cooker, gas geyser etc. carrying the brand name of Blowhot and Online.
2. Date of commencement of commercial production: The commercial production of the company has already been started.
3. The Company is not a new company hence this clause is not applicable.
4. Financial Performance:

(In Rupees)

Particulars	Year ended on 31/03/2020	Previous Year ended on 31/03/2019
Sales (Net of Excise Duty)	21,43,11,719.00	20,41,52,957.00
Other Income	5,19,699.00	9,34,209.00
Gross profit	1,45,33,738.00	1,25,82,632.00
Finance Cost	26,58,558.00	19,46,040.00

Depreciation	28,67,421.00	24,21,196.00
Exceptional Items (charged to P & L account)	0.00	0.00
Net profit before Tax	90,07,759.00	82,15,396.00
Provision for Tax-		
Current Tax	23,78,956.00	15,17,950.00
MAT Credit	0.00	(6,09,593.00)
Deferred Tax	1,38,129.00	16,61,502.00
Net Profit after Tax	64,90,674.00	56,45,537.00

5. The company does not have any foreign direct investment or collaboration.—However, meager shares are held by NRI.

II. Information about the appointee:

1. Background

Mr. Anil Gorani (Holding DIN: 00055540), age 67 years, is a graduate in B.E. electronics and has more than 33 years of experience in the field of steel engineering industry, production and promotion of products.

Mr. Anil Gorani (Holding DIN: 00055540), appointee, will attain the age of 70 years during his tenure. Mr. Gorani presently is in good health and his exemplary management skills and profound knowledge of Kitchen appliances have taken the Company to great heights. He has rich and varied experience in the industry and has been involved in the operations of the Company. The business of the company has grown many folds in his tenure. Therefore, it will be in the interest of the Company to have him as the Whole-time Director on the terms and condition as set out in the resolution.

2. A comparison of past remuneration and the proposed remuneration is given below:

Particulars	Existing remuneration	Remuneration w.e.f. 01/04/2020	Remuneration w.e.f. 01/09/2020
Basic Salary	Rs. 1,00,000/- Per Month	Rs. 1,00,000/- Per Month	Rs. 1,25,000/- per month
Allowances and perquisites	As decided by Board from time to time	As decided by Board from time to time	As decided by Board from time to time

3. Recognition and Awards: NIL

4. Job profile and his suitability – Mr. Anil Gorani, was looking after the entire management of the company and successfully got the company at this stage of operations. Taking into consideration his past experience he has been considered to be eminently suitable for re-appointment as Whole-time Director.

5. Remuneration proposed - As set out in the resolution in item no. 5 and 6. The remuneration of Whole-time Director has the approval of the Nomination and Remuneration Committee.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person - Taking into consideration the size of the Company and the profile of Mr. Anil Gorani, the responsibilities shouldered on him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial position in other Companies.
7. Pecuniary relationship directly or indirectly with the company, or relationship with managerial personnel, if any – Mr. Anil Gorani is Whole-time Director of the company. He also holds 5,53,300 (Five Lakh Fifty Three Thousand Three Hundred) equity shares of Rs.10/- each. He does not have any other pecuniary relationship with the Company. Further, Mr. Anil Gorani is not related with any other managerial personnel and Directors of the company.
8. During the year, Mr. Anil Gorani has attended all 6 (Six) Board Meetings of the Company.
9. Directorship in other Companies

S. No.	Name of the Company
1.	Blow Hot Kitchen Appliances Private Limited
2.	Indore Paper Krafters Private Limited

III. Other Information:

1. Reason of loss or inadequate profits: To increase the turnover of the company the management kept the profit margin on a lower side.
2. Steps taken for improvement: The Company is making all possible efforts to increase its profitability in future by increasing profit margin and cost cutting.
3. Expected increase in productivity and profits in measurable terms: The Company is hopeful that within coming year's profit margin will increase.

IV. Disclosures:

1. The Shareholders of the Company shall be informed of the remuneration package of the managerial person: Yes
2. The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any attached to the annual report: Not Applicable.

Mr. Anil Gorani is not disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given his consent for the said appointment.

Requisite Letter under Section 160 of the Companies Act, 2013 proposing the re-appointment of Mr. Anil Gorani has been received by the Company.

The Board of Directors recommends the resolutions for your approval as set out under item no. 5 as Special Resolution and item no. 6 as an Ordinary Resolution.

Except Mr. Anil Gorani and their relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item no. 5 and 6.

Item No. 7

Ms. Komal Motwani (Holding DIN: 07302550), age 27 years, is an Independent Director of the Company since 01st October, 2015, appointed in the Board meeting held on 01st October, 2015 and approved by the shareholders in the Annual General Meeting held on 30th September, 2016.

Ms. Komal Motwani (Holding DIN: 07302550) is a qualified company secretary (Member of the Institute of Company Secretaries of India) and have rich experience of approx 4.5 years in legal and Secretarial matters.

Declaration has been received from Ms. Komal Motwani that she meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Board is of the opinion that she fulfils the conditions specified in the Act, Schedule IV and the Rules made there under for re-appointment as an Independent Director and that she is independent of the management of the Company.

Requisite Notices under Section 160 of the Companies Act, 2013 proposing the re-appointment of Ms. Komal Motwani has been received by the Company.

Copy of the draft letter for appointment of Ms. Komal Motwani as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Out of 6(Six) meetings of the Board of Directors held during the year 2019-20, 5(Five) Board meetings of the Company were attended by her. Neither has she held any equity share in the Company nor Directorships in any other Companies.

As per the Evaluation report, she had rendered independent, unbiased opinion to the Board. During her tenure as an Independent Director she had actively monitored the performance of the Management on both tactical and strategic plans. He had provided new ideas and planning for the growth of the Company.

On the recommendation of Nomination and Remuneration committee and the performance evaluation report, the Board is of the view that the continued association of Ms. Komal Motwani would be in the beneficial interest of the Company.

In view of her enriched experience and appreciable contribution, the approval of members by way of special resolution is being sought to re-appoint Ms. Komal Motwani as a Non Executive Independent Director of the Company for a second term of five consecutive years with effect from 01st October, 2020 to 30th September, 2025, not liable to retire by rotation.

Ms. Komal Motwani is not disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given her consent for the said appointment.

Except Ms. Komal Motwani, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item no. 7.

The Board of Directors recommends the resolutions for your approval as set out under item no. 7 as Special Resolution.

Item No. 8

As per Section 188 (1) of the Companies Act, 2013 and the Companies (Meetings of Board and its powers) Rules, 2014 as amended from time to time, the Board of Directors of the Company at their meeting held on 25th August, 2020 has given their consent to enter into contract or arrangement with the related party for sale, purchase or supply of any goods or materials, availing or rendering of any services for which prior approval has been granted by the Audit Committee under Section 177 of the Companies Act, 2013 and rules made thereunder. Further, first proviso to sub section (1) of Section 188 read with rules made thereunder provides that, if the company exceeds the prescribed criteria, prior approval of members by way of ordinary resolution is required to enter into contract or arrangement with the related party for sale, purchase or supply of any goods or materials, availing or rendering of any services.

Our Company may exceed the prescribed criteria provided in first proviso to sub section (1) of section 188 read with rules made thereunder, it is therefore necessary to pass an ordinary resolution under Section 188 of the Companies Act, 2013, for entering into any contract or arrangements for sale, purchase or supply of any goods or materials, availing or rendering of any services to/from M/s. Gangotri Industries, a firm in which the directors of the company and their relatives are interested, for a period i.e. 1st October, 2020 to 30th September, 2023, amounting to Rs. 5,00,00,000/- (Rupees Five Crore only) per annum.

The following particulars of the above mentioned Related Party Transactions are:

- a) Name of Related Party- M/s. Gangotri Industries.
- b) Name of the Director or KMP who is related, if any- Mr. Sanjay Gorani (Holding DIN: 00055531), Managing Director and Mr. Nakul Gorani (Holding DIN- 06543317), Whole-Time Director of the Company.
- c) Nature of relationship- Proprietor of M/s. Gangotri Industries i.e Mr. Narendra Gorani is relative of Directors of the Company.
- d) Nature, Material, terms, monetary value and particulars of Contract or arrangement- sale, purchase or supply of any goods or materials, availing or rendering of any services for a period commencing from 1st October, 2020 to 30th September, 2023, amounting to Rs. 5,00,00,000/- (Rupees Five Crore only) per annum.
- e) Any other information relevant or important for the members to take decision on the proposed resolution- Nil

The Board of Directors of the Company recommends the Resolution set out at Item No. 8 for passing by members as ordinary resolution.

Mr. Sanjay Gorani (Holding DIN: 00055531), Managing Director and Mr. Nakul Gorani (Holding DIN- 06543317), Whole-Time Director and their relatives, are concerned or interested in the resolution. No any other directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested financially or otherwise in the resolution.

Item No. 9

As per Section 188 (1) of the Companies Act, 2013 and the Companies (Meetings of Board and its powers) Rules, 2014 as amended from time to time, the Board of Directors of the Company at their meeting held on 25th August, 2020 has given their consent to enter into contract or arrangement with the related party for sale, purchase or supply of any goods or materials, availing or rendering of any services for which prior approval has been granted by the Audit Committee under Section 177 of the Companies Act, 2013 and rules made thereunder. Further, first proviso to sub section (1) of Section 188 read with rules made thereunder provides that, if the company exceeds the prescribed criteria, prior approval of members by way of ordinary resolution is required to enter into contract or arrangement with the related party for sale, purchase or supply of any goods or materials, availing or rendering of any services.

Our Company may exceed the prescribed criteria provided in first proviso to sub section (1) of section 188 read with rules made thereunder, it is therefore necessary to pass an ordinary resolution under Section 188 of the Companies Act, 2013, for entering into any contract or arrangements for sale, purchase or supply of any goods or materials, availing or rendering of any services to/from Blow Hot Kitchen Appliances Private Limited, a Private limited company in which the directors of the company and their relatives are interested, for a period i.e. 1st October, 2020 to 30th September, 2023, amounting to Rs. 5,00,00,000/- (Rupees Five Crore only) per annum.

The following particulars of the above mentioned Related Party Transactions are:

- a) Name of Related Party- Blow Hot Kitchen Appliances Private Limited
- b) Name of the Director or KMP who is related, if any- Mr. Sanjay Gorani (Holding DIN: 00055531), Managing Director, Mr. Anil Gorani (Holding DIN: 00055540), Whole time Director and Mr. Nakul Gorani (Holding DIN- 06543317), Whole-Time Director of the Company
- c) Nature of relationship- A Private Limited Company in which Directors and their relatives are member or director.
- d) Nature, Material, terms, monetary value and particulars of Contract or arrangement- sale, purchase or supply of any goods or materials, availing or rendering of any services for a period commencing from 1st October, 2020 to 30th September, 2023, amounting to Rs. 5,00,00,000/- (Rupees Five Crore only) per annum.
- e) Any other information relevant or important for the members to take decision on the proposed resolution- Nil

The Board of Directors of the Company recommends the Resolution set out at Item No. 9 for passing by members as ordinary resolution.

Mr. Sanjay Gorani (Holding DIN: 00055531), Managing Director, Mr. Anil Gorani (Holding DIN: 00055540) Whole-time Director and Mr. Nakul Gorani (Holding DIN- 06543317), Whole-Time Director and their relatives, are concerned or interested in the resolution. No any other directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested financially or otherwise in the resolution.

Further, the extent of shareholding of interested directors and promoters of the Company in Blow Hot Kitchen Appliances Private Limited is as follows:

S.No.	Name of Director/Promoter/KMP	Shareholding	Shareholding (in percentage)
1.	Mrs. Shanta Devi Gorani	2300	9.2%
2.	Mr. Sanjay Gorani	4810	19.24%
3.	Mr. Narendra Kumar Gorani	1710	6.84%
4.	Mr. Anil Gorani	4350	17.4%
5.	Mrs. Hema Gorani	4500	18%

**By Order of the Board
for Gorani Industries Limited**

Date: 04/09/2020

Place: Indore

Sd/-
Anil Gorani
(Holding DIN: 00055540)
(Chairman cum Whole Time Director)

Contact Details:

Company	Gorani Industries Limited Registered Office: Plot No.32-33, Sector 'F' Sanwer Road, Industrial Area, Indore-452015 (M.P.) Tel No: 0731-2723201-3 Email id: gorani.industries@yahoo.com CIN: L28121MP1995PLC009170
Registrar and Share Transfer Agent	M/s Link Intime India P. Ltd. C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai 400083 Tel: 022- 49186000, Fax: 022- 49186060 Email Id: rnt.helpdesk@linkintime.co.in
E-voting Agency	Central Depository Services (India) Ltd Email id: helpdesk.evoting@cdslindia.com
Scrutinizer	CS Manish Jain Practicing Company Secretary Email Id: manishjainandco@yahoo.com