

Manish Jain & Co.
Company Secretaries

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To,
The Chief General Manager
Listing Operation,
BSE Limited,
20th Floor, P. J. Towers,
Dalal Street,
Mumbai – 400001

Dear Sir/Ma'am,

Sub: Application for “In-principle approval” prior to issue and allotment of 6,50,000 warrants on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 by Company Gorani Industries Limited (hereinafter referred as “Company”/“issuer”).

I, Manish Jain, Proprietor of M/s Manish Jain & Co., have verified the relevant records and documents of Gorani Industries Limited with respect to the proposed preferential issue of 6,50,000 (Six Lakh Fifty Thousand) warrants convertible into Equity Shares by the Company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- a) None of the proposed allottee(s) has/ have sold and/or transferred any equity shares of the company during the 90 Trading days preceding the relevant date. Further, where the proposed allottee(s) is/ are promoter/ ~~promoter group entity~~, then none of entities in the promoter and ~~promoter group entities~~ has/ have sold any equity share of the company during the 90 Trading days preceding the relevant date.
- b) As represented by the management, the pre-preferential shareholding of each of proposed allottee(s) has been locked in accordance with Regulation 167 (6) of SEBI (ICDR) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential holding from 04th February, 2022 (Relevant Date) till 04th February, 2022 (date of lock-in). The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:



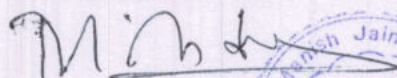
Name of the Proposed Allottee	DP ID *	Qty(Number of shares held)	Lock-in details	
			From	To
Mr. Sanjay Kumar Gorani	1201700000070030	8,79,300	04/02/2022	30/09/2022
Mr. Nakul Gorani	1201700000381991	60,362	04/02/2022	30/09/2022
Mr. Geet Gorani	1201700000381987	25,000	04/02/2022	30/09/2022
Mr. Anil Gorani	1201700000089073	6,06,700	04/02/2022	30/09/2022

(*) client id/ folio no in case allottee hold the securities in physical form

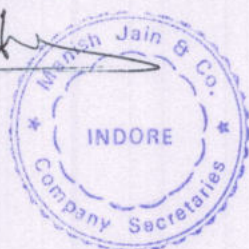
**As represented by the management of the Company there is no sale/pledge of pre-preferential holding from Relevant Date i.e. 04th February, 2022 till the date of this certificate.

- c) None of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.
- d) As represented by the management, the proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.
- e) As represented by the management, the proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MOA) and Article of Association (AOA) of the Company. It is further confirmed that for the proposed preferential issue, the price of the equity shares of the Company has been determined in compliance with the Regulations of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018. There is no pricing guideline and/or valuation requirement mentioned in Article of Association of the Company.

for **Manish Jain & Co.**
Company Secretaries



Signature:
CS Manish Jain
(Proprietor)
FCS No.4651
C P No.:3049



Date: 08/02/2022
Place: Indore