



Gorani Industries Ltd.

CIN : L28121MP1995PLC009170
GSTIN : 23AAACG6274B1Z2

Regd. Office :

Plot No. 32-33, Sector-F, Sanwer Road, Industrial Area,
Indore-452 015 (M.P.) India

Admin. Office :

1st Floor, B-15 Pologround, Indore - 452 015 (M.P.)
Phone : 0731-2723201-3 Fax No.: 0731-2723200
Email : goraniindustriesltd@gmail.com
Website : www.goraniindustries.com

Date: 23/09/2022

Indore

To,
The BSE Limited
The Corporate Relationship Department,
Pheeroj Jeejeebhoy Tower,
Dalal Street, Mumbai (Maharashtra)

Dear Sir,

Sub: Scrutinizer's Report on Remote E-voting and E-voting conducted for the Annual General Meeting of the Company Gorani Industries Limited held on Friday, 23rd September, 2022 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 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 and pursuant to the Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021 and 03/2022 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021 and May 5, 2022 respectively issued by the Ministry of Corporate Affairs and also the combined report on the same for the Annual General Meeting of the Company Gorani Industries Limited held on 23rd September, 2022.

You are requested to kindly take the same on record.

Thanking you.
Yours faithfully

For Gorani Industries Limited

Nakul Gorani
(Holding DIN-06543317)
Chairman Cum Whole-time Director

Manish Jain & Co.

Company Secretaries

01st Floor, 236, Anoop Nagar,

Indore (M.P.) 452008

Phone: (O) 4098775

Mobile: 98260-38775

E mail: manishjainandco@yahoo.com

manishjainandco@gmail.com

Website: <http://manishjainandco.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, 23rd day of September, 2022 at 12.30 P.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM)

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, 23rd September, 2022.

Dear Sir,

I, Manish Jain, of M/s Manish Jain & Co, Practicing Company Secretary, office at 01st Floor, 236, Anoop Nagar, Indore (M.P.)-452008 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 remote 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, 23rd September, 2022 at 12.30 P.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).



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 Remote 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. 16th September, 2022 were entitled to vote on the proposed resolutions (Item no. 1 to 8 as set out in the notice of the Annual General Meeting and addendum to notice of the Annual General Meeting of Gorani Industries Limited).
3. The remote e-voting period remained open from 20th September, 2022 (9.00 A.M.) up to 22nd September, 2022 (5.00 P.M.) and the CDSL E-voting platform was blocked thereafter.
4. The votes were unblocked on 23rd September, 2022 in the presence of two witnesses Ms. Shivani Sharma and Ms. Atika Jain, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

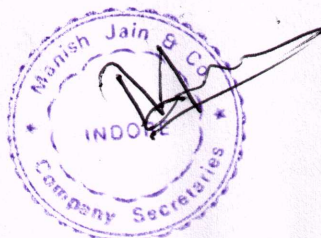


Signature
(Shivani Sharma)



Signature
(Atika Jain)

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 – Consider and adopt the audited financial statements of the Company for the financial year ended March 31st, 2022, 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
17	918349	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:

Number of members voted through electronic voting system and whose votes were declared invalid	Total number of votes cast by them
0	0

b) **Resolution No. 2 – Appointment of Ms. Raina Goyal, Non-Executive Director, who retires by rotation and being eligible, offers herself for reappointment.**

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
17	918349	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:

Number of members voted through electronic voting system and whose votes were declared invalid	Total number of votes cast by them
0	0



c) Resolution No. 3 – To Re-Appoint Mr. Sanjay Gorani, Managing Director, for a period of 3 years w.e.f. 01.06.2022 to 31.05.2025.

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
17	918349	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:

Number of members voted through electronic voting system and whose votes were declared invalid	Total number of votes cast by them
0	0

d) Resolution No. 4 – To Re-Appoint Mr. Nakul Gorani, Whole Time Director, for a period of 3 years w.e.f. 01.06.2022 to 31.05.2025

i. Voted in favour of the resolution:

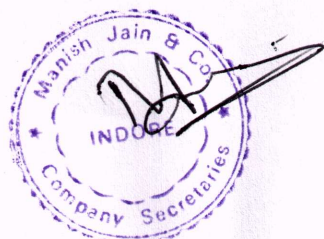
Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
17	918349	100%

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:

Number of members voted through electronic voting system and whose votes were declared invalid	Total number of votes cast by them
0	0



e) Resolution No. 5 – To Increase the Authorized Share Capital of the Company

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
17	918349	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:

Number of members voted through electronic voting system and whose votes were declared invalid	Total number of votes cast by them
0	0

f) Resolution No. 6 – To Alter the existing clause V of Memorandum of Association to the extent of Authorized Share Capital of the Company

i. Voted in favour of the resolution:

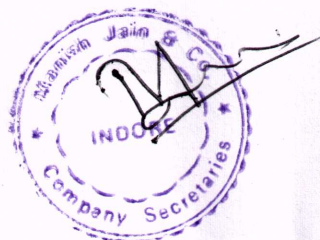
Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
17	918349	100%

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:

Number of members voted through electronic voting system and whose votes were declared invalid	Total number of votes cast by them
0	0



g) Resolution No. 7 – To enhance the limit of contract or arrangement for sale, purchase or supply of any goods or materials, availing or rendering of any services to/from Blow Hot Kitchen Appliances Private Limited

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
16	918348	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
1	1	100%

iii. Invalid votes:

Number of members voted through electronic voting system and whose votes were declared invalid	Total number of votes cast by them
0	0

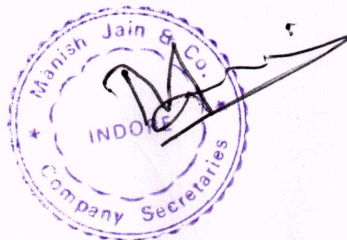
h) Resolution No. 8 – To alter the Memorandum of Association (“MOA”) of Company by inserting new sub-clause as sub-clause 21 in Clause III (B) i.e. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS OF THE COMPANY in the MOA

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
17	918349	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:

Number of members voted through electronic voting system 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's Director authorized by the Board for safe keeping.

Thanking You,
Yours faithfully,

Manish Jain



Scrutinizer
Manish Jain
Practicing Company Secretary
Membership No.: 4651
CP No.: 3049
UDIN: F004651D001029521

Place: Indore
Date: 23rd September, 2022

Nakul Gorani

Acknowledgment
Nakul Gorani
Chairman
Gorani Industries Limited



Place: Indore
Date: 23rd September, 2022

Manish Jain & Co.

Company Secretaries

01st Floor, 236, Anoop Nagar,

Indore (M.P.) 452008

Phone: (O) 4098775

Mobile: 98260-38775

E mail: manishjainandco@yahoo.com

manishjainandco@gmail.com

Website: <http://manishjainandco.com>

FORM NO. MGT-13

Report of Scrutinizer(s)

[Pursuant to section 109 of Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules 2014]

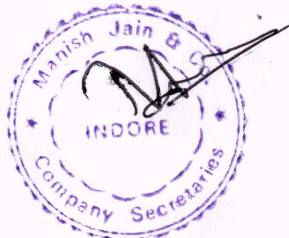
To,
The Chairman

The 27th Annual General Meeting (AGM) of the Equity Share-holders of the Company Gorani Industries Limited held on Friday, 23rd day of September, 2022 at 12:30 P.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

Dear Sir,

Subject: - Report on passing of resolutions through e-voting at the AGM, 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 01st Floor, 236, Anoop Nagar, Indore (M.P.)-452008, appointed as Scrutinizer for the purpose of the e-voting at the AGM taken on the below mentioned resolution(s), at the 27th Annual General Meeting of the Equity Shareholders of Gorani Industries Limited, held on Friday, 23rd day of September, 2022 at 12:30 P.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).



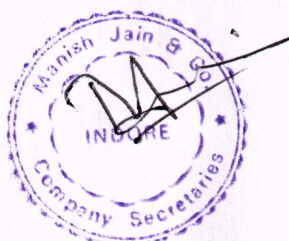
The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules made there under in relation to exercising of voting rights in relation to resolutions passed at the Annual General Meeting of the Company.

My responsibility as Scrutinizer for the e-voting 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 records of the Company.

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

1. The equity shareholders as on 16th September, 2022 (cut-off date) were entitled to vote on the resolutions stated in the Notice of the Annual General Meeting and addendum to the notice of the Annual General Meeting of the Company.
2. After the closing of remote e-voting and e-voting at the AGM, a final report of the e-voting was generated by me by accessing the data available to me from the website: <https://www.evotingindia.co.in> of Central Depository Services India Limited (CDSIL), the authorized agency to provide e-voting facility. Data regarding the e-votes was diligently scrutinized.
3. Since the Annual General Meeting held through Video conferencing/Other Audio Visual Means, the voting through poll was not conducted. However, company has provided e-voting facility during AGM and the e-voting were diligently scrutinized. The e-voting records were reconciled with records maintained by the Company and LinkIntime India Private Limited, the Registrar and Share Transfer Agent of the Company and the authorizations lodged with the Company.
4. The Result of the e-voting is as under:
 - a) **Resolution No. 1 – Consider and adopt the audited financial statements of the Company for the financial year ended March 31st, 2022, the reports of the Board of Directors and Auditors thereon.**
 - i. Voted **in favour** of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
18	36662	100%



ii. Voted **against** the resolution:

Number of members present and voting	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

b) **Resolution No. 2 – Appointment of Ms. Raina Goyal, Non-Executive Director, who retires by rotation and being eligible, offers herself for reappointment.**

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

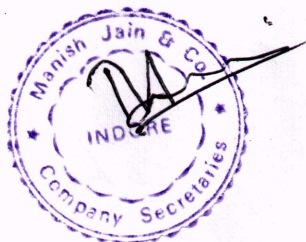
Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
18	36662	100%

ii. Voted **against** the resolution:

Number of members present and voting	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 – To Re-Appoint Mr. Sanjay Gorani, Managing Director, for a period of 3 years w.e.f. 01.06.2022 to 31.05.2025.**

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

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
18	36662	100%

ii. Voted **against** the resolution:

Number of members present and voting	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 – To Re-Appoint Mr. Nakul Gorani, Whole Time Director, for a period of 3 years w.e.f. 01.06.2022 to 31.05.2025.**

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

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
18	36662	100%

ii. Voted **against** the resolution:

Number of members present and voting	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 – To Increase the Authorized Share Capital of the Company.**

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

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
18	36662	100%

ii. Voted **against** the resolution:

Number of members present and voting	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 – To Alter the existing clause V of Memorandum of Association to the extent of Authorized Share Capital of the Company.**

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

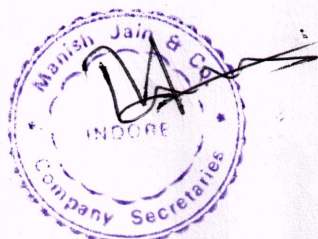
Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
18	36662	100%

ii. Voted **against** the resolution:

Number of members present and voting	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 – To enhance the limit of contract or arrangement for sale, purchase or supply of any goods or materials, availing or rendering of any services to/from Blow Hot Kitchen Appliances Private Limited.**

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

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
18	36662	100%

ii. Voted **against** the resolution:

Number of members present and voting	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

h) **Resolution No. 8 – To alter the Memorandum of Association (“MOA”) of Company by inserting new sub-clause as sub-clause 21 in Clause III (B) i.e. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS OF THE COMPANY in the MOA**

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

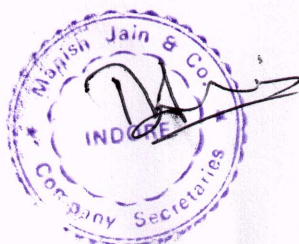
Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
18	36662	100%

ii. Voted **against** the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0

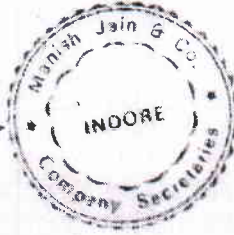
iii. **Invalid** votes:

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



5. The e-voting results 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: 23rd September, 2022



Acknowledgment
Nakul Gorani
Chairman
Gorani Industries Limited



Place: Indore
Date: 23rd September, 2022

Manish Jain & Co.

Company Secretaries

1st Floor, 236, Anoop Nagar

Indore (M.P.)-452008

Phone: (O) 4098775

Mobile: 98260-38775

E mail: manishjainandco@yahoo.com

manishjainandco@gmail.com

Website: <http://manishjainandco.com>

Combined Report of Scrutinizer

To,
The Chairman

The 27th Annual General Meeting (AGM) of the Equity Shareholders of the Company Gorani Industries Limited held on Friday, 23rd day of September, 2022 at 12.30 P.M.

SUBJECT: Passing of Resolutions through remote e-voting and e-voting conducted at the Annual General Meeting of the Company Gorani Industries Limited (the Company) held on Friday, 23rd day of September, 2022 at 12.30 P.M.

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 remote 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, on the resolutions contained in the Notice convening Annual General Meeting and addendum to the notice of Annual General Meeting of the members of the Company held on Friday, 23rd day of September, 2022 at 12.30 P.M.
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 e-voting at the AGM on the resolutions contained in the Notice convening Annual General Meeting (AGM) and addendum to the notice of Annual General Meeting of the members of the Company. My responsibilities as scrutinizer for remote e-voting process and for e-voting 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.
3. The voting rights were reckoned on 16th September, 2022 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 and e-voting at the AGM.
5. Remote E-Voting platform remained open from 20th September, 2022 (9.00 A.M.) up to 22nd September, 2022 (5.00 P.M.) and members were given an option to cast their votes electronically conveying their assent or dissent in respect of the resolutions specified in the notice of AGM, on the e-voting platform provided by CDSL.
6. I have issued separate Scrutinizer's Report dated 23rd September, 2022 on the remote E-voting and on the e-voting at the AGM 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 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)	955011	100%	0	0.00%	0	0.00%
Item No. 2 of the Notice (As an Ordinary Resolution)	955011	100%	0	0.00%	0	0.00%
Item No. 3 of the Notice (As an Ordinary Resolution)	955011	100%	0	0.00%	0	0.00%
Item No. 4 of the Notice (As an Ordinary Resolution)	955011	100%	0	0.00%	0	0.00%
Item No. 5 of the Notice (As an Ordinary Resolution)	955011	100%	0	0.00%	0	0.00%



Item No. 6 of the Notice (As an Ordinary Resolution)	955011	100%	0	0.00%	0	0.00%
Item No. 7 of the Notice (As an Ordinary Resolution)	955010	100%	1	100%	0	0.00%
Item No. 8 of the Notice (As an Special Resolution)	955011	100%	0	0.00%	0	0.00%

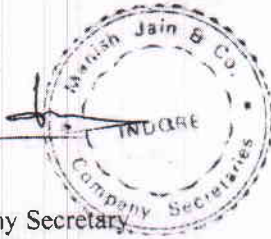
Conclusion: All the resolutions stands passed with requisite majority under Remote E-voting combined with e-voting at the Annual General Meeting held on Friday, 23rd September, 2022.

Thanking You,

Yours Faithfully,



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



Place: Indore
Date: 23rd September, 2022

To be Countersigned by the Chairman



Nakul Gorani



Place: Indore
Date: 23rd September, 2022