



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
Email : goraniindustriesltd@gmail.com
Website : www.goraniindustries.com

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

Date: 04.03.2023
Place: Indore

Reference: Application for obtaining No Objection letter for the Scheme of Amalgamation between Blow Hot Kitchen Appliances Private Limited (Transferor Company) and Gorani Industries Limited (Transferee Company) pursuant to Regulation-37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

Subject: Reply of query dated 03.03.2023

Dear Ma'am/Sir,

This is with reference to above mentioned subject, we would like to submit that following changes have been done in the New Scheme:

S. NO.	CLAUSE NUMBER	OLD SCHEME	NEW SCHEME																				
1.	Clause 5.17	“OCRPS” shall mean Optionally Convertible Preference Shares and shall have the same terms as defined in Clause 16 of Part III and Schedule I of the Scheme;	“NCRPS” shall mean Non- Convertible Redeemable Preference Shares and shall have the same terms as defined in Clause 16 of Part III and Schedule I of the Scheme;																				
2.	Clause 7.1	<p>SHARE CAPITAL OF THE TRANSFEREE COMPANY</p> <p>The share capital of the Transferee Company as on 31.03.2022 is as follows:</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount (INR)</th> </tr> </thead> <tbody> <tr> <td>Authorized Capital:</td> <td></td> </tr> <tr> <td>60,00,000 Equity Shares of face value of Rs. 10/- each</td> <td>6,00,00,000/-</td> </tr> <tr> <td>Issued, Subscribed and Paid-Up Share Capital:</td> <td></td> </tr> <tr> <td>53,62,600</td> <td>5,36,26,000/-</td> </tr> </tbody> </table>	Particulars	Amount (INR)	Authorized Capital:		60,00,000 Equity Shares of face value of Rs. 10/- each	6,00,00,000/-	Issued, Subscribed and Paid-Up Share Capital:		53,62,600	5,36,26,000/-	<p>SHARE CAPITAL OF THE TRANSFEREE COMPANY</p> <p>The share capital of the Transferee Company as on 31.12.2022 is as follows:</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount (INR)</th> </tr> </thead> <tbody> <tr> <td>Authorized Capital:</td> <td></td> </tr> <tr> <td>1,50,00,000 Equity Shares of face value of Rs. 10/- each</td> <td>18,00,00,000/-</td> </tr> <tr> <td>30,00,000 Preference Shares of face value of Rs. 10/- each</td> <td></td> </tr> <tr> <td>Issued, Subscribed and</td> <td></td> </tr> </tbody> </table>	Particulars	Amount (INR)	Authorized Capital:		1,50,00,000 Equity Shares of face value of Rs. 10/- each	18,00,00,000/-	30,00,000 Preference Shares of face value of Rs. 10/- each		Issued, Subscribed and	
Particulars	Amount (INR)																						
Authorized Capital:																							
60,00,000 Equity Shares of face value of Rs. 10/- each	6,00,00,000/-																						
Issued, Subscribed and Paid-Up Share Capital:																							
53,62,600	5,36,26,000/-																						
Particulars	Amount (INR)																						
Authorized Capital:																							
1,50,00,000 Equity Shares of face value of Rs. 10/- each	18,00,00,000/-																						
30,00,000 Preference Shares of face value of Rs. 10/- each																							
Issued, Subscribed and																							

For Gorani Industries Ltd.

Director



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 : 0731-27232023

Email : goraniindustriesltd@gmail.com

Website : www.goraniindustries.com

Equity Shares of Face Value of Rs. 10/- each		Paid-Up Share Capital:																					
		53,62,600 Equity Shares of Face Value of Rs. 10/- each	5,36,26,000/-																				
<p>Subsequent to the above date and till the date of filing of this Scheme with NCLT/BSE as approved by the Board of Directors of Transferee Company, the Transferee Company proposes to increase its Authorized Capital to Rs. 18,00,00,000.00 (Rupees Eighteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lacs) equity shares of Rs. 10.00 (Rupees Ten Only) each and 30,00,000 (Thirty Lacs) preference shares of Rs. 10.00 (Rupees Ten Only) each in the ensuing Annual General Meeting to be held on 23rd September, 2022. Further there is no change in issued, subscribed and paid-up equity capital of Transferee Company.</p> <p>The equity shares of the Transferee Company are listed on the BSE.</p>		<p>Subsequent to the above date and till the date of filing of this Scheme as approved by the Board of Directors of Transferee Company, there is no change in authorized, issued, subscribed and paid-up equity capital of Transferee Company.</p> <p>The equity shares of the Transferee Company are listed on the BSE.</p>																					
3.	Clause 7.2	SHARE CAPITAL OF THE TRANSFEROR COMPANY The Share Capital of the Transferor Company as on 31.03.2022 is as follows: <table border="1"><thead><tr><th>Particulars</th><th>Amount (INR)</th></tr></thead><tbody><tr><td>Authorized Capital:</td><td></td></tr><tr><td>25,000 Equity Shares of face value of Rs. 100/- each</td><td>25,00,000/-</td></tr><tr><td>Issued, Subscribed and Paid Up Share Capital:</td><td></td></tr><tr><td>25,000 Equity Shares of Face Value of Rs. 100/- each</td><td>25,00,000/-</td></tr></tbody></table>	Particulars	Amount (INR)	Authorized Capital:		25,000 Equity Shares of face value of Rs. 100/- each	25,00,000/-	Issued, Subscribed and Paid Up Share Capital:		25,000 Equity Shares of Face Value of Rs. 100/- each	25,00,000/-	SHARE CAPITAL OF THE TRANSFEROR COMPANY The Share Capital of the Transferor Company as on 31.12.2022 is as follows: <table border="1"><thead><tr><th>Particulars</th><th>Amount (INR)</th></tr></thead><tbody><tr><td>Authorized Capital:</td><td></td></tr><tr><td>25,000 Equity Shares of face value of Rs. 100/- each</td><td>25,00,000/-</td></tr><tr><td>Issued, Subscribed and Paid Up Share Capital:</td><td></td></tr><tr><td>25,000 Equity Shares of Face Value of Rs. 100/- each</td><td>25,00,000/-</td></tr></tbody></table>	Particulars	Amount (INR)	Authorized Capital:		25,000 Equity Shares of face value of Rs. 100/- each	25,00,000/-	Issued, Subscribed and Paid Up Share Capital:		25,000 Equity Shares of Face Value of Rs. 100/- each	25,00,000/-
Particulars	Amount (INR)																						
Authorized Capital:																							
25,000 Equity Shares of face value of Rs. 100/- each	25,00,000/-																						
Issued, Subscribed and Paid Up Share Capital:																							
25,000 Equity Shares of Face Value of Rs. 100/- each	25,00,000/-																						
Particulars	Amount (INR)																						
Authorized Capital:																							
25,000 Equity Shares of face value of Rs. 100/- each	25,00,000/-																						
Issued, Subscribed and Paid Up Share Capital:																							
25,000 Equity Shares of Face Value of Rs. 100/- each	25,00,000/-																						

For Gorani Industries Ltd.


Director.



Gorani Industries Ltd.

CIN : L28121MP1995PLC009170
GSTIN : 23AAAACG6274B1Z2

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 : 0731-2723202-3

Email : goraniindustriesltd@gmail.com

Website : www.goraniindustries.com

		Subsequent to the above date and till the date of filing of this Scheme as approved by the Board of Directors of Transferor Company, there is no change in authorized, issued, subscribed and paid-up equity capital of Transferor Company.	Subsequent to the above date and till the date of filing of this Scheme as approved by the Board of Directors of Transferor Company, there is no change in authorized, issued, subscribed and paid-up equity capital of Transferor Company.
4.	Clause 16.1	<p>1093 (One Thousand and Ninety Three) fully paid equity share of face value of INR 10/- (Rupees ten only) each of the Transferee Company, for every 10 (ten) fully paid-up equity share of face value of INR 100/- (Rupees One Hundred Only) each of the Transferor Company and 1133 (One Thousand One Hundred and Thirty Three) fully paid Optionally Convertible Redeemable Preference Shares of face value of INR 10/- (Rupees ten only) at a premium of INR 163/- (Rupees One Hundred and Sixty Three Only) of the Transferee Company, for every 10 (ten) fully paid-up equity share of face value of INR 100/- (Rupees one hundred only) each of the Transferor Company ("Share Exchange Ratio")</p> <p>Equity Shares to be issued by the Transferee Company to the shareholders of the Transferor Company in accordance with this Clause of Part III shall be hereinafter referred to as "New Equity Shares".</p>	<p>1093 (One Thousand and Ninety Three) fully paid equity share of face value of INR 10/- (Rupees Ten Only) each of the Transferee Company, for every 10 (Ten) fully paid-up equity share of face value of INR 100/- (Rupees One Hundred only) each of the Transferor Company and 880 (Eight Hundred and Eighty) fully paid non-convertible redeemable preference shares of face value of INR 10/- (Rupees Ten only) at a premium of INR 201/- (Rupees Two Hundred and One Only) of the Transferee Company, for every 10 (Ten) fully paid-up equity share of face value of INR 100/- (Rupees One Hundred Only) each of the Transferor Company ("Share Exchange Ratio").</p> <p>Equity Shares to be issued by the Transferee Company to the shareholders of the Transferor Company in accordance with this Clause of Part III shall be hereinafter referred to as "New Equity Shares".</p>
5.	Clause 3.8, 16 and 23	OCRPS has been mentioned	NCRPS has been mentioned
6.	Clause 16.9	Any fractional entitlement arising out of issue and allotment of the New Equity Shares of the Transferee Company to the shareholders of the Transferor Company pursuant to Clause 16.1 hereinabove shall be ignored;	Any fractional entitlement arising out of issue and allotment of the New Equity Shares and NCRPS of the Transferee Company to the shareholders of the Transferor Company pursuant to Clause 16.1 hereinabove shall be ignored;
7.	Schedule-I	Terms and Conditions of OCRPS has been mentioned	Terms and Conditions of NCRPS has been mentioned

For Gorani Industries Ltd.


Director,



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 : 0731-27232023

Email : goraniindustriesltd@gmail.com

Website : www.goraniindustries.com

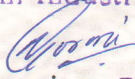
I hereby confirm that the information provided in the above clarifications is true and correct.

Thanking You

Yours faithfully

For **Gorani Industries Limited**

For Gorani Industries Ltd.


Nakul Gorani **Director,**
(Holding DIN- 06543317)
(Whole-time Director)