



ADDENDUM TO THE NOTICE OF 27TH ANNUAL GENERAL MEETING OF THE COMPANY

Addendum to the Notice dated 19th August, 2022 convening 27th Annual General Meeting (AGM) of the Company scheduled to be held on Friday, 23rd September, 2022 at 12:30 P.M. (IST) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”):

Notice is hereby given in respect of the business proposed at the 27th Annual General Meeting of Gorani Industries Limited (the Company) scheduled to be held on 23rd September, 2022 through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) at 12:30 P.M., notice of which was sent on 19th August, 2022 along with the Annual Report 2021-22 through permitted mode. Directors wish to propose the one additional Special Resolution set out below as Item No. 8 to the existing Resolutions for your consideration and approval. Accordingly, the following item of business is added in the aforesaid Notice as Item No. 8 as a Special Business and this addendum shall be deemed to be an integral part of the original Notice dated 19th August, 2022 and the notes provided therein.

SPECIAL BUSINESS

(RESOLUTION NO. 8 (SPECIAL RESOLUTION)

8. To consider and if thought fit, to pass the following Resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) thereto or re-enactment thereof for time being in force), consent of the members of the company be and is hereby accorded to alter the Memorandum of Association (“MOA”) of Company by inserting following 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 as under;

21. To amalgamate, acquire or merge, or absorb or takeover or otherwise purchase any company or companies or any body corporate, whether or not having similar objects with the Company, or to sell, exchange, lease, under-lease, surrender, abandon, amalgamate, merge, demerge, slump-sale, sub-divide, mortgage or to enter into partnership or into any arrangements for sharing profits, union of interest, co-operation, joint-venture, reciprocal concession or otherwise deal with, either absolutely, conditionally or for any limited interest, all or any part of the



Gorani
Industries Ltd.

CIN : L28121MP1995PLC009170
GSTIN : 23AACG6274B1Z2

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Indore-452 015 (M.P) India
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undertaking(s), property rights or privileges of the Company, as a going concern or otherwise, to / with any public body, corporation, company, society or association, or to any person or persons, whether or not having similar objects as of this Company, for such consideration as the Company may think fit, and in particular for any stock, shares (whether wholly or partly paid), debentures, debenture-stock, securities or property of any other company and to do all such incidental acts, deeds and things as may be necessary to give effect to the amalgamation, merger, absorption, acquisition, takeover, demerger, slump-sale or any other arrangement, as the case may be.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby 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/-
Nakul Gorani
(Holding DIN: 06543317)
(Whole Time Director)

Date: 08/09/2022

Place: Indore



NOTES

1. The Statement pursuant to Section 102(1) of the Act, in respect of the special business proposed above to be transacted at the ensuing 27th AGM, is annexed hereto and forms integral part of the Notice.
2. Relevant documents referred to in this Addendum to Notice of AGM are available electronically for inspection by the members on all working days during normal business hours upto the date of AGM.
3. This addendum to the Notice of AGM is available on the website of the Company at www.goraniindustries.com, website of the Stock Exchanges at www.bseindia.com.
4. All the processes, notes and instructions relating to attending AGM through VC/OAVM and e-voting set out for the ensuing 27th AGM shall mutatis-mutandis apply to the resolution proposed in this Addendum to the Notice of 27th AGM to be held on Friday 23rd September, 2022. Furthermore, the Scrutinizers appointed for the ensuing 27th AGM will act as Scrutinizers for the Resolution proposed in this Addendum to the Notice of 27th AGM.



STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item No. 8

The Company was incorporated on 14/03/1995 under the provisions of Companies Act, 1956.

The Board of Director in their meeting held on 8th September, 2022 proposes to make alteration in Memorandum of Association ("MOA") of Company by inserting a new sub clause 21 in Clause III (B) of MOA as mentioned in item no. 8 of the Addendum to notice of AGM. The amendment in MOA requires special resolution to be passed at the general meeting of the company. Hence, this resolution requires to be passed at the ensuing AGM.

Your directors recommend the proposed resolutions giving effect to the above amendments for the approval of members by way of Special Resolution.

None of the directors of the Company, Key Managerial Personnel and their relatives is in any way concerned or interested financially or otherwise in the resolution.

Copy of the altered Memorandum of Association is available for inspection at the registered office of the Company between 11.00 A.M. and 1.00 P.M. on all working days except Sunday and holidays up to the date of the Meeting

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

Sd/-
NakulGorani
(Holding DIN: 06543317)
(Whole Time Director)

Date: 08/09/2022

Place: Indore