

NOTICE

NOTICE IS HEREBY GIVEN THAT the Twenty Seventh Annual General Meeting of the members of the Company Gorani Industries Limited will be held on Friday, 23rd September, 2022 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, 2022, the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Ms. Raina Goyal (Holding DIN- 08295368), Non-Executive Director, who retires by rotation and being eligible, offers herself for reappointment.

SPECIAL BUSINESS:

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 recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the Company and in accordance with the provisions of Section 196, 197, 198, 203 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), consent of the members of the company be and is hereby accorded to re-appoint Mr. Sanjay Gorani (Holding DIN- 00055531) as Managing Director of the Company for a period of 3 years w.e.f 1st June, 2022 to 31st May, 2025 on the monthly remuneration of Rs. 2,00,000.00 (Rupees Two 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 Managing Director of the company;

RESOLVED FURTHER THAT the Managing Director shall be responsible for overall supervision of the company’s operations, day to day administration, appointment and termination of the company’s employees and for regular reporting of the company’s activities to the Board of Directors and for performing the duties that may be delegated to the Managing Director from time to time, subject to the overall supervision and control of the Board of Directors;

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. Sanjay Gorani;

RESOLVED FURTHER THAT all the Directors of the Company be and are 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.

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 recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the Company and in accordance with 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), consent of the members of the company be and is hereby accorded to re-appoint Mr. Nakul Gorani (Holding DIN- 06543317) as the Whole time Director of the Company for a period of 3 years w.e.f 1st June, 2022 to 31st May, 2025 on the monthly remuneration of Rs. 3,00,000.00 (Rupees Three 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. Nakul Gorani;

RESOLVED FURTHER THAT all the Directors of the Company be and are 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.”

5. 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 13, 15, 61 and 64 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) and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company by addition thereto of Rs. 12,00,00,000.00 (Rupees Twelve Crore Only) divided into 90,00,000 (Ninety 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 beyond the present Authorized Share Capital of the Company of Rs. 6,00,00,000.00 (Rupees Six Crore Only) divided into 60,00,000 (Sixty Lacs) equity shares of Rs. 10.00 (Rupees Ten Only) each, thus making the total Authorized Share Capital of the Company 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.”

6. 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 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) thereto or re-enactment thereof for the time being in force) consent of members of the Company be and is hereby accorded to alter the existing clause V of the Memorandum of Association of the Company to the extent of Authorized Share Capital and division thereof as under:

V. The Authorized Share Capital of the Company is 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.

RESOLVED FURTHER THAT all the Directors of the Company be and are 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.”

7. 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 Rule 15 of Companies (Meetings of Board and its powers) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 (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 enhance the limit of contract or arrangement upto an amount of Rs. 1,00,00,00,000/- (Rupees One Hundred 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 the remaining period (i.e. upto 30th September 2023) of the contract or arrangement and on such other terms and conditions as per the Supplemental Agreement to be entered into between the aforesaid companies.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of the contract or arrangement including that as to limit of the transaction so that the altered terms and conditions shall be in conformity with the provisions of the Companies Act, 2013 and to authorize any director of the Company to execute, prepare and sign the Contract or Agreement along with all other instruments and documents as may be required on behalf of the Company for the above transaction;

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: 19/08/2022

Place: Indore

NOTES:

1. In view of COVID-19 pandemic, social distancing norms and restrictions on movement of persons at several places in the country and pursuant to General Circulars No.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 ("MCA") (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), without the physical presence of the Members. Further Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 12, 2020, January 15, 2021 and May 13, 2022 respectively issued by the Securities and Exchange Board of India ("SEBI") (collectively referred to as "SEBI Circulars") has provided relaxation from compliance with certain provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") regarding sending of hard copy of annual report and proxy form in line with aforesaid MCA Circulars.
2. In compliance with the provisions of the Companies Act, 2013 (the "Act"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulation"), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM which does not require physical presence of members at a common venue. The proceedings of the 27thAGM of the Company will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
3. 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 under item no.3 to 7 is annexed hereto and forms part of this Notice. Further the relevant details with respect to item no. 3 and 4 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are also annexed.
4. Electronic copy of the Notice for the AGM and the Annual Report for the financial year 2021-22 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 and 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.

5. 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.
6. 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.industries@yahoo.com. Also for any queries you may contact on 022-49186270.
7. To support the 'Green initiative' Members who have not yet registered their email addresses are requested to register the same in the manner specified above.
8. 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 VC/OAVM.
9. 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.
10. 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.
11. 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. 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.

12. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company's Registrar and Transfer Agents, Link Intime India Private Limited at <https://linkintime.co.in/>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

13. 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 in prescribed forms. The Company has sent communication to shareholders in this regard.

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14. 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.

15. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 stated that all the listed companies shall intimate its securities holders holding in physical mode to comply with the requirements of registration/updation of valid PAN, KYC details and Nomination with them/their RTAs for the folios wherein the details are missing and are not registered. As per the Circular any request/complaint from the holder/claimant shall be entertained only after the folio is fully KYC compliant as per the Circular. Further the folios wherein any one of the document/details are not available on or after April 1, 2023, shall be frozen by the RTA. Accordingly, the Company had sent an intimation letter to all the shareholders holding shares in physical form at their registered address requesting them to comply with the provisions of the aforesaid SEBI Circular. The forms for updating the aforesaid details are available on the website of the RTA.

16. Members are requested to ensure that the abovementioned KYC details are updated as and when there is a change in order to receive all important shareholder communications and corporate benefits. Members holding shares in electronic mode may update the KYC details with their respective Depository Participants.
17. 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 16th September, 2022 which will enable the Company to furnish replies at the AGM.
18. 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.
19. 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.
20. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday 17th September, 2022 to Friday 23rd September, 2022 (both days inclusive).
21. 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.
22. As per the provisions of Section 72 of the Act and SEBI Circular, 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. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the website of the Company's Registrar and Transfer Agents, Link Intime India Private Limited at <https://linkintime.co.in/>. Members are requested to submit the said details to their depository participant in case the shares are held by them in dematerialized form and to Link Intime India Private Limited in case the shares are held in physical form.
23. Since the AGM will be held through VC/OAVM, the Route map is not annexed in this notice.
24. 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.

25. 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 at the AGM.
26. Investor should register with their depository participant for the SMS alert facility. Both Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) alert investors through SMS of the debits and credits in their demat account.
27. 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 27th 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 27th 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 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 atleast 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.

The Board of Directors of the Company has appointed M/s. 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 16th September, 2022 (Friday) 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. 16th September, 2022 only.

INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING AND THE VOTING PROCESS AT THE AGM ARE AS UNDER:

- i. The voting period begins on Tuesday 20th September, 2022 at 09:00 a.m. and ends on Thursday 22nd September, 2022 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 16th September, 2022 (Friday) 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. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for remote e-Voting and voting process at the AGM and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cDSLindia.com/myeasi/home/login or visit www.cDSLindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cDSLindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cDSLindia.com home page or click on https://evoting.cDSLindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

v. Login method for remote e-Voting and voting process at the AGM and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

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For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	<p>Enter your 10digit 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"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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.

- vi. After entering these details appropriately, click on “SUBMIT” tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- x. 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.

- xi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii. 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.
- xiii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xv. 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.
- xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvii. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

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 - 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.

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 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

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 - It is Mandatory that, 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.

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- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; gorani.industries@yahoo.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Other Instructions:

- I. The e-voting module shall be disabled by CDSL for voting after 5.00 P.M. at 22nd September, 2022 (Thursday). Members holding shares in physical or in demat form as on 16th September, 2022 (Friday) 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 16th September, 2022 (Friday).
- 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 shall, within a period not exceeding two 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.
- VI. 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.
- 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. The result declared along with the Scrutiniser's Report shall be placed on the Company's website **www.goraniindustries.com** and the Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.

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5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 atleast **seven (07) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **seven (07) 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.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM 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 EGM/AGM.

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10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

- 1. For Physical shareholders**- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
- 2. For Demat shareholders** - Please update your email id & mobile no. with your respective **Depository Participant (DP)**
- 3. For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

OTHER:

Information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India regarding the Directors proposed to be appointed/re-appointed:

Particulars	Sanjay Kumar Gorani	Nakul Gorani
Date of Appointment	14/03/1995	20/03/2013
Age	57 Years	32 Years
Qualifications	Post Graduate in M.A.(Economics)	Masters in Management
Expertise in specific functional areas/Brief Resume	He has rich experience of 27 years in the marketing, operation and working of the Company.	Practical experience of Nine years in Marketing, Management and is being associated with the Company from past Nine years.
Relationship with Directors	None	None
Directorships held in other listed companies (excluding ईसीई "ईसीई" Section 8 companies)	NIL	NIL
Membership of Committees of the board along with listed entities from which the Director has resigned in the past three years.	NIL	NIL
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	NA	NA

Appointment/Re-appointment	Re-appointment on expiry of term.	Re-appointment on expiry of term.
Terms and Conditions of Appointment/Reappointment	<p>In terms of Section 196, 197, 198, 203 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), Mr. Sanjay Gorani (Holding DIN-00055531) re-appointed as Managing Director of the Company for a period of 3 years w.e.f 1st June, 2022 to 31st May, 2025 on the monthly remuneration of Rs. 2,00,000.00 (Rupees Two 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 Managing Director of the company</p>	<p>In terms 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), Mr. Nakul Gorani (Holding DIN-06543317) re-appointed as Whole Time Director of the Company for a period of 3 years w.e.f 1st June, 2022 to 31st May, 2025 on the monthly remuneration of Rs. 3,00,000.00 (Rupees Three 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</p>
Details of remuneration sought to be paid and the remuneration last drawn.	<p>Remuneration sought to be paid: Rs. 2,00,000.00 (Rupees Two Lakh Only) per month.</p> <p>Last drawn remuneration: Rs. 2,00,000.00 (Rupees Two Lakh only) per month as approved by the members in</p>	<p>Remuneration sought to be paid: Rs. 3,00,000.00 (Rupees Three Lakh only) per month.</p> <p>Last drawn remuneration: Rs. 3,00,000.00 (Rupees One Lakh Fifty Thousand</p>

	the AGM held on 27.09.2019.	only)per month as approved by the members in the AGM held on 30.09.2021.
Shareholding in the Company as on date	10,41,800 Equity shares of Rs. 10.00 each.	2,22,862 Equity shares of Rs. 10.00 each.
Number of meetings of the Board attended during the year 2021-22	9/9	9/9
Directorships held in other companies	1.Blow Hot Kitchen Appliances Private Limited-Managing Director	Nil

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Particulars	Raina Goyal
Date of Appointment	01/01/2019
Age	27 Years
Qualifications	Company Secretary
Expertise in specific functional areas/ Brief Resume	She has rich experience of legal matters relating to Company Law.
Relationship with Directors	None
Directorships held in other listed companies (excluding foreign companies and Section 8 companies)	NIL
Membership of Committees of the board along with listed entities from which the Director has resigned in the past three years.	Member of Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee of the Company.
Shareholding of non-executive directors in the listed entity, including	NIL

shareholding as a beneficial owner	
Appointment/Re-appointment	Re-appointment on retire by rotation.
Terms and Conditions of Appointment/ Reappointment	In terms of Section 152(6) of the Companies Act, 2013, Ms. Raina Goyal, Non-Executive Director of the Company is liable to retire by rotation.
Details of remuneration sought to be paid and the remuneration last drawn.	NIL
Shareholding in the Company as on 31 st March, 2022.	NIL
Number of meetings of the Board attended during the year 2021-22	9/9
Directorships held in other companies	NIL

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

Item No. 3

Mr. Sanjay Gorani (Holding DIN: 00055531) has been associated with the Company since its inception. He has rich experience in the marketing, operation and working of the company.

In view of the overall growth of company under leadership of Mr. Sanjay Gorani, the Company has achieved extra-ordinary growth in performance in competitive environment. Significant improvements were noted in sales turnover, cost reduction, operational efficiencies, and bottom line figures.

The Board of Directors of the Company at its meeting held on 16th May, 2022, on the recommendation of Nomination and Remuneration Committee and subject to approval of Shareholders in General Meeting has re-appointed Mr. Sanjay Gorani (Holding DIN-00055531) as Managing Director of the Company for a period of 3 years commencing from 1st June, 2022 to 31st May, 2025 on a monthly remuneration of Rs. 2,00,000.00 (Rupees Two Lacs Only) on the terms and conditions set out in the resolution.

As per the provisions of Sections 196, 197, 198, 203 and Schedule V and other applicable provisions of the Companies Act, 2013, the appointment and remuneration of Managing Director requires the approval of the shareholders in General Meeting by way of Ordinary resolution.

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.3 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 Rs.)

Particulars	Year ended on 31/03/2022	Previous Year ended on 31/03/2021
Sales (Net of Excise Duty)	28,75,51,461.00	18,39,79,722.00
Other Income	11,30,096.00	11,68,588.00
Gross profit	3,04,02,127.00	1,37,14,735.00
Finance Cost	39,24,422.00	13,44,547.00
Depreciation	38,16,521.00	32,41,316.00
Exceptional Items (charged to P & L account)	0.00	0.00
Net profit before Tax	2,26,61,184.00	91,28,872.00
Provision for Tax-		
Current Tax	60,27,627	25,09,953.00
MAT Credit	0.00	0.00
Deferred Tax	1,695	19,847.00
Net Profit after Tax	1,66,31,861.00	65,99,072.00

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. Sanjay Gorani (Holding DIN: 00055531), age 57 years, is a Post Graduate in M.A. (Economics), and also has rich experience in the marketing, operation and working of the company. His knowledge in marketing and experience in management has helped the company in scaling new heights. Therefore, it will be in the interest of the Company to have him as the Managing 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:

(In Rs.)		
Particulars	Existing remuneration	Proposed remuneration w.e.f. 01/06/2022
Basic Salary	2,00,000/- Per Month	2,00,000/- Per Month
Allowances and perquisites	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 –Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Sanjay Gorani should be available to the Company.
5. Remuneration proposed - As set out in the ordinary resolution in item no. 3. The remuneration to Managing 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 (in case of expatriates the relevant details would be w.r.t. the country of his origin) - Taking into consideration the size of the Company, the profile of Mr. Sanjay 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. Sanjay Gorani is Managing Director of the company. He also holds 10,41,800 (Ten Lacs Forty One Thousand and Eight Hundred) equity shares of Rs.10/- each. He does not have any other pecuniary relationship with the Company.
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8. During the year, Mr. Sanjay Gorani has attended 9 (Nine) Board Meetings of the Company.

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9. Directorship in other Companies

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S. No.	Name of the Company
1.	Blow Hot Kitchen Appliances 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.

The Board of Directors recommends the resolutions for your approval as set out under item no. 3 as an Ordinary Resolution.

Except Mr. Sanjay 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. 3.

Item No. 4

Mr. Nakul Gorani (Holding DIN- 06543317) is director of the Company since last 9 years. He leads the core team that drives the growth and performance of the Company and he has contributed significantly in increasing sales turnover of the Company. He has single handedly mentored the Company. He takes care for brand building of the Company. He has excellent grasp and thorough knowledge and experience of general management.

Keeping in view his untiring effort the Board of Directors of the Company at its meeting held on 16th May, 2022, on the recommendation of Nomination and Remuneration Committee and subject to approval of Shareholders in General Meeting has re-appointed Mr. Nakul Gorani (Holding DIN- 06543317) as the Whole time Director of the Company for a period of 3 years w.e.f 1st June, 2022 to 31st May, 2025 on the monthly remuneration of Rs. 3,00,000.00 (Rupees Three Lakh only) on the terms and conditions set out in this resolution.

As per the provisions of Sections 196, 197, 198 and Schedule V and other applicable provisions of the Companies Act, 2013, the appointment of and remuneration to Whole-time Director requires the approval of the shareholders in General Meeting by way of Ordinary resolution.

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. 4 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:

Particulars	Year ended on 31/03/2022	Previous Year ended on 31/03/2021
Sales (Net of Excise Duty)	28,75,51,461.00	18,39,79,722.00
Other Income	11,30,096.00	11,68,588.00
Gross profit	3,04,02,127.00	1,37,14,735.00
Finance Cost	39,24,422.00	13,44,547.00
Depreciation	38,16,521.00	32,41,316.00
Exceptional Items (charged to P & L account)	0.00	0.00
Net profit before Tax	2,26,61,184.00	91,28,872.00
Provision for Tax-		
Current Tax	60,27,627	25,09,953.00
MAT Credit	0.00	0.00
Deferred Tax	1,695	19,847.00
Net Profit after Tax	1,66,31,861.00	65,99,072.00

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. Nakul Gorani (Holding DIN:06543317), age 32 years, is a Masters in Management having Practical experience of Nine years in Marketing, Management and is being associated with the Company from past Six years. He has rich and varied experience in the industry and has been involved in the operations of the Company.

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

(In Rs.)		
Particulars	Existing remuneration	Proposed remuneration w.e.f. 01/06/2022
Basic Salary	Rs. 3,00,000/-per month	Rs. 3,00,000/-per month
Allowances and perquisites	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 – As an Executive Director he is charged with the responsibility of enhancing the value of the Brand of the Company. He looks after the Overall affairs of the Company. 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
5. Remuneration proposed - As set out in the ordinary resolution in item no. 4. The remuneration to 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 (in case of expatriates the relevant details would be w.r.t. the country of his origin) - Taking into consideration the size of the Company, the profile of Mr. Nakul Gorani, the responsibilities shouldered by 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. Nakul Gorani is Whole Time Director of the company. He also holds 2,22,862 (Two Lacs Twenty Two Thousand Eight Hundred and Sixty Two) equity shares of Rs.10/- each. He does not have any other pecuniary relationship with the Company.
8. During the year, Mr. Nakul Gorani has attended 9 (Nine) Board Meetings of the Company.

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9. Directorship in other Companies - NIL

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 two to three years 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

The Board of Directors recommends the resolutions for your approval as set out under item no. 4 as an Ordinary Resolution.

Except Mr. Nakul 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. 4.

Item No. 5 and 6

The Board of directors in their meeting held on 19th August, 2022 approved the Scheme of Amalgamation between Blow Hot Kitchen Appliances Private Limited and Gorani Industries Limited, after considering the recommendation and report of the Audit Committee and the Committee of Independent Directors, pursuant to Sections 230 to 232 and all other applicable provisions, if any, of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and other acts, rules and regulations as may be applicable.

Further for the purpose of the said merger, the Company needs to issue further equity and preference shares to the shareholders of the Blow Hot Kitchen Appliances Private Limited, therefore it is proposed to increase the Authorised Share Capital as per applicable provisions of the Companies Act, 2013 and its corresponding rules (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as amended from time to time.

Section 61 of the Companies Act, 2013 provides that a limited company having a share capital may, if so authorized by its Articles of Association, with the consent of its members in its general meeting, increase its authorized share capital by such amount as it thinks expedient. Articles of Association of the Company empowers the Company to increase its authorized share capital by such amount as it thinks expedient

At present the Authorized Share Capital of the Company is Rs. 6,00,00,000.00/- (Rupees Six Crore only) divided into 60,00,000 (Sixty Lakh) equity shares of Rs. 10.00 (Rupees Ten Only) each. The Company proposes to increase its Authorized Share Capital by addition thereto of Rs. 12,00,00,000.00 (Rupees Twelve Crore Only) divided into 90,00,000 (Ninety 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, thus making the total Authorized Share Capital of the Company 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 by way of passing ordinary resolution.

Consequent to the change & increase in Authorized Share Capital as proposed here in above, the Clause V of the Memorandum of Association also need to be altered accordingly so as to reflect the same in the Memorandum of Association of the company and hence resolution No. 5 and 6 is recommended for passing by the members as ordinary resolution.

It is requested to note that the draft of the Altered Memorandum of Association of the Company shall be open for inspection of the members 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.

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

Item No. 7

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 19th August, 2022 has given their consent to enhance the limit of contract or arrangement upto an amount of Rs. 1,00,00,00,000/- (Rupees One Hundred 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, for which prior approval has been granted by the Audit Committee under Section 177 of the Companies Act, 2013 and rules made thereunder.

As the Trade Mark and brand name “Blow Hot” (Which is owned by Blow Hot Kitchen Appliances Private Limited) is the most reliable, trusted and well recognized brand of kitchen appliances. Moreover it has a nationwide market access of its products through its consistent and innovative market strategies. In view to expand the business of the Company and to capture the superior quality product and its skimmed market share the Board of Directors of the Company is of the view that this contract or arrangement will help the Company to broad its market base and helps to penetrate the Pan India Market and will keep its customers satisfied. Hence the Company will make best of the new market opportunities and it will also boost the top and bottom line of the Company.

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 enhancing the limit of 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 the remaining period of the contract or arrangement (i.e. upto 30th September 2023) and on such other terms and conditions as per the Supplemental Agreement to be entered into between the aforesaid companies.

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 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 upto an amount of Rs. 1,00,00,00,000/- (Rupees One Hundred Crore only) per annum for sale, purchase or supply of any goods or materials, availing or rendering of any services for the remaining period of the contract i.e till 30th September, 2023.
- 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 No. 7 for passing by members as an ordinary resolution.

It is requested to note that the draft of the Supplementary Agreement shall be open for inspection of the members 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.

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.

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	8550	34.2%
2.	Mr. Sanjay Gorani	4810	19.24%
3.	Mr. Narendra Kumar Gorani	1710	6.84%
4.	Mr. Nakul Gorani	2430	9.72%
5.	Mrs. Hema Gorani	4500	18%

By Order of the Board

For Gorani Industries Limited

Sd/-
Nakul Gorani
(Holding DIN: 06543317)
(Chairman cum Whole Time Director)

Date: 19/08/2022

Place: Indore

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

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

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

Date: 19/08/2022

Place: Indore