



Gorani Industries Ltd.

CIN : L28121MP1995PLC009170
GSTIN : 23AACG6274B1Z2

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
E-mail : gorani.industries@yahoo.com
Website : www.goraniindustries.com

To,

Date: 15th February, 2021, Indore

The BSE Limited
The Corporate Relationship Department,
Pheeroj Jeejeebhoy Tower,
Dalal Street, Mumbai

Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

Dear Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the Postal Ballot Notice ("Notice") along with the Explanatory Statement, being sent to the members of the Company "Gorani Industries Limited" whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 12th February, 2021 ("cut-off date") seeking approval of members through postal ballot on the resolutions as set out in the Notice.

In compliance with Ministry of Corporate Affairs Circulars No. 14/2020, 17/2020, 22/2020, 33/2020 and 39/2020 issued by Ministry of Corporate Affairs dated 08th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020 and 31st December, 2020 respectively, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories as on the Cut-off date i.e. Friday, 12th February, 2021. The communication of assent or dissent of the Members would only take place through the e-voting system.

The Company has engaged the services of Central Depository Services (India) Limited for providing e-voting facility to all its Members as on the Cut-off date i.e. Friday, 12th February, 2021. The e-voting period commences on Tuesday, 16th February, 2021 at 10:00 a.m. and ends on Wednesday, 17th March, 2021 at 5.00 p.m. The said Postal Ballot Notice is also made available on the website of the Company i.e. gorani.industries@yahoo.com

You are kindly requested to take the same on record.

Thanking You,

Yours faithfully,
For Gorani Industries Limited

Anil Gorani
(Holding DIN 00055540)
(Whole Time Director)



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NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear shareholder(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, General Circular No. 14/2020, 17/2020, 22/2020, 33/2020 and 39/2020 issued by Ministry of Corporate Affairs dated 08th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020 and 31st December, 2020 respectively (collectively known as Circulars) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and as amended from time to time), to transact the special businesses set out below and proposed to be passed by the members of Company Gorani Industries Limited (“Company”), by means of Ordinary Resolutions through Postal Ballot.

In view of the continuing Covid-19 pandemic, the Company, in compliance with the Circulars, has sent Postal Ballot Notice to all the members whose names appear in the Register of Members and who have registered their email addresses with the Company and/or with the Depositories/Depository Participants as on February 12, 2021. The physical Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will therefore not be sent to the members for this Postal Ballot and also the Company will not be under any obligation to provide physical copies upon specific request of any member(s).

It is however, clarified that all the persons who are members of the Company as on February 12, 2021 (including those members who may not have received this Notice due to non-registration of their email IDs with the Company or the Depositories/Depository Participants) shall be entitled to vote, as per the instructions given in this notice

The communication of assent / dissent of the members will take place through the e-voting system only. For voting through e-voting system shareholders are requested to read the instructions in the Notes of this Notice



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The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 pertaining to the said Resolution, setting out material facts and the reasons for the Resolutions, is also annexed. You are requested to peruse the proposed Resolutions, along with the Explanatory Statement, and thereafter record your assent or dissent by means of e-voting facility only provided by the Company.

**1. ENHANCEMENT IN LIMIT OF CONTRACT OR ARRANGEMENT FROM
BLOW HOT KITCHEN APPLIANCES PRIVATE LIMITED**

To consider and, if thought fit, accord your assent or dissent (as the case may be) to 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. 50,00,00,000/- (Rupees Fifty 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;



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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.”

2. APPOINTMENT OF MR. AYUSH SHUKLA (HOLDING DIN: 09057436) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, accord your assent or dissent (as the case may be) to the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule IV to Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and on the recommendation of Nomination and Remuneration committee, consent of the members of the company be and is hereby accorded to appoint Mr. Ayush Shukla (Holding DIN: 09057436), who was appointed as an Additional Director designated as an Independent Director of the Company by the Board of Directors with effect from 12th February, 2021 and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of five years w.e.f. 12th February, 2021, and that he will not liable to retire by rotation.”

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

Sd/-
Neerja Mandiya
Company Secretary & Compliance Officer

Date: 12/02/2021

Place: Indore



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Notes:

1. The relevant Explanatory Statement pursuant to the provisions of Section 102 and 110 of the Companies Act, 2013 in respect to the aforesaid items, setting out the material facts concerning the businesses to be transacted is annexed hereto.
2. The Postal Ballot Notice is also available on the Company's website www.goraniindustries.com and at the website of the BSE Ltd. where the Company's shares are listed. The Notice is also disseminated on the website of Central Depository Services (India) Limited ("CDSL") (the agency appointed by the Company for providing the e-voting system) i.e. www.evotingindia.com.
3. Members holding shares in electronic/demat mode and who have not get 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.
4. In compliance with provisions of Sections 108 and 110 of the Companies Act read with the Rules and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Circulars issued by the Ministry of Corporate Affairs, the Company is pleased to offer e-voting facility for its members to enable them to cast their votes electronically only.

Commencement of e-voting: From 10.00 a.m. on 16th February, 2021

Conclusion of e-voting: At 5:00 p.m. on 17th March, 2021. The e-voting module shall be disabled for voting thereafter.

Once you confirm your vote on the resolution, you will not be allowed to modify your vote

5. 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 vote through e-voting. The said resolution shall be send to the Scrutinizer by e-mail at csmanshjainoffice@gmail.com with a copy marked to gorani.industries@yahoo.com.



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6. 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.
7. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cutoff date i.e. February 12, 2021.
8. The Board of Directors of the Company has appointed Manish Jain & Co., Practicing Company Secretaries as the Scrutinizer for conducting voting process in a fair and transparent manner.
9. The Scrutinizer, after scrutinizing the votes cast through e-voting, will, not later than 48 hours of conclusion of the e-voting process, make a scrutinizer's report and submit the same to the Chairman. The results declared along with the scrutinizer's report shall be placed on the website of the Company www.goraniindustries.com and on the website of CDSL. The results shall simultaneously be communicated to BSE Limited where the shares of the Company are listed.
10. The Scrutinizer shall, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make out a Scrutinizer's Report of the votes cast in favour of or against, if any.
11. The resolution, if passed by the requisite majority of the Members shall be deemed to have been passed as if they have been passed at a general meeting of the Members convened in that behalf.
12. Resolution passed by the members by way of Postal Ballot through e-voting is deemed to have been passed as if the same has been passed at a General Meeting of the members and shall be deemed to have been passed on the last date of e-voting i.e. Wednesday, 17th March, 2021.
13. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company during 11 a.m. to 5 p.m. on all working days (Monday-Friday) from the date of dispatch of the Notice till the last date for voting.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 16th February, 2021 and ends on 17th March, 2021. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e 12th February, 2021 shall cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdsindia.com> from Login – Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit 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"> • Members 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	<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



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(DOB)	or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).
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(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the Company Gorani Industries Limited on which you choose to vote.

(xii) 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.

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xvii) If a demat account holder has forgotten the changed 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.



(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 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.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.
- Alternatively Non Individual shareholders are required 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 at the email address viz; csmanishjainoffice@gmail.com with a copy marked to 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.

If you have any queries or issues regarding e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Rakesh Dalvi (022-23058542) or Mr. Mehboob Lakhani (022-23058543).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 on 022-23058738 / 022-23058542/43.



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OTHER:

- As required by Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a brief profile of Director seeking appointment at ensuing General Meeting is given:

Particulars	Ayush Shukla
Date of Appointment	12/02/2021
Qualifications	Graduate in commerce
Expertise in specific functional areas	Mr. Ayush Shukla has a rich knowledge of Company law and other laws.
Relationship with Directors	None
Directorships held in other listed companies (excluding foreign companies and Section 8 companies)	NIL
Memberships / Chairmanships of committees of other listed companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	NIL
Number of shares held in the Company (in case of non executive director)	NA



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

Item No. 1

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 12th February, 2021 has given their consent to enhance the limit of contract or arrangement upto an amount of Rs. 50,00,00,000/- (Rupees Fifty 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 entering into any 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.



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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. 50,00,00,000/- (Rupees Fifty 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. 1 for passing by members as an ordinary resolution.

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 Director/Promoter/KMP	of	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%



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Item No. 2

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board has appointed Mr. Ayush Shukla (Holding DIN: 09057436), as an Additional Director designated as an Independent Director of the Company on 12th February, 2021, for a term of five years from 12th February, 2021, subject to approval of the Members.

Mr. Ayush Shukla (Holding DIN: 09057436), age 22 years, is a Graduate in commerce, and has a rich knowledge of Company law and other laws. Therefore, it will be in the interest of the Company to have him as an Independent Director on the terms and condition as set out in the letter for appointment. Further the Company has received a notice in writing from a member proposing his candidature for the office of director in terms of provisions of Section 160 of the Companies Act, 2013.

In the opinion of the Board, Mr. Ayush Shukla (Holding DIN: 09057436) fulfils the conditions specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Ayush Shukla (Holding DIN: 09057436) as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Ayush Shukla (Holding DIN: 09057436) as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Ayush Shukla (Holding DIN: 09057436) as an Independent Director, for the approval by the shareholders of the Company.



**Gorani
Industries Ltd.**

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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
E-mail : gorani.industries@yahoo.com
Website : www.goraniindustries.com

Except Mr. Ayush Shukla (Holding DIN: 09057436), being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution No. 2.

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

Sd/-
Neerja Mandiya
Company Secretary & Compliance Officer

Date: 12/02/2021

Place: Indore