

Manish Jain & Co.

Company Secretaries

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Indore (M.P.)-452008
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Combined Report of Scrutinizer

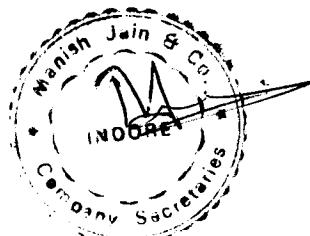
To,
The Chairman

The 28th Annual General Meeting (AGM) of the Equity Shareholders of the Company Gorani Industries Limited held on Friday, 29th day of September, 2023 at 12:30 P.M.

SUBJECT: Passing of Resolutions through remote e-voting and e-voting conducted at the Annual General Meeting of the Company Gorani Industries Limited (the Company) held on Friday, 29th day of September, 2023 at 12:30 P.M.

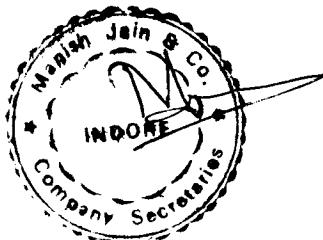
Dear Sir,

1. I, Manish Jain, Practicing Company Secretary, has been appointed as a Scrutinizer by the Board of Directors of Gorani Industries Limited (the Company) for the purpose of scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 and Rule 20 Companies (Management and Administration) Rules, 2014 as amended from time to time, on the resolutions contained in the Notice convening Annual General Meeting of the members of the Company held on Friday, 29th day of September, 2023 at 12:30 P.M.
2. The Management of the Company is responsible to ensure the compliance with the requirements of Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended from time to time relating to the remote e-voting and e-voting at the AGM on the resolutions contained in the Notice convening Annual General Meeting (AGM) of the members of the Company. My responsibilities as scrutinizer for remote e-voting process and for e-voting at the AGM is restricted to Scrutinizer's Report of the votes cast "in favour" or "Against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited.
3. The voting rights were reckoned on 22nd September, 2023 being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the meeting.



4. The Company had taken the services of Central Depositories Services (India) Limited (CDSL) for providing the remote E-Voting Platform and e-voting at the AGM.
5. Remote E-Voting platform remained open from Tuesday, 26th September, 2023 (9.00 A.M.) up to Thursday, 28th September, 2023 (5.00 P.M.) and members were given an option to cast their votes electronically conveying their assent or dissent in respect of the resolutions specified in the notice of AGM, on the e-voting platform provided by CDSL.
6. I have issued separate Scrutinizer's Report dated 29th September, 2023 on the remote E-voting and on the e-voting at the AGM on the resolutions contained in the Notice to the AGM. As requested by Management, I submit herewith my combined report on the results of e-voting as under-

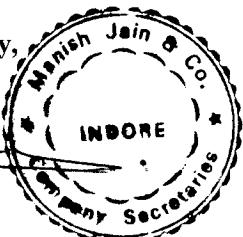
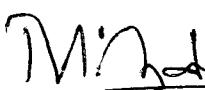
Item No. of Notice	Votes in favour of resolution		Votes against the resolution		Invalid votes	
	Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast	Nos.	% of total number of invalid votes cast
Item No. 1 of the Notice (As an Ordinary Resolution)	4258804	100	0	0	0	0
Item No. 2 of the Notice (As an Ordinary Resolution)	920242	100	0	0	0	0
Item No. 3 of the Notice (As an Ordinary Resolution)	920242	100	0	0	0	0
Item No. 4 of the Notice (As an Ordinary Resolution)	920242	100	0	0	0	0



Conclusion: All the resolutions stands passed with requisite majority under Remote E-voting combined with e-voting at the Annual General Meeting held on Friday, 29th September, 2023.

Thanking You,

Yours Faithfully,



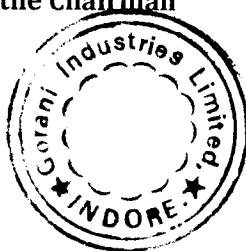
Scrutinizer
Manish Jain
Practicing Company Secretary
Membership No.: 4651
CP No: 3049

Place: Indore
Date: 29th September, 2023

To be Countersigned by the Chairman



Nakul Gorani



Place: Indore
Date: 29th September, 2023

Manish Jain & Co.

Company Secretaries

01st Floor, 236, Anoop Nagar,
Indore (M.P.) 452008
Phone: (O) 4098775
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FORM NO. MGT-13

Report of Scrutinizer(s)

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

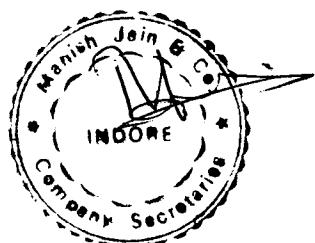
To,
The Chairman

The 28th Annual General Meeting (AGM) of the Equity Share-holders of the Company Gorani Industries Limited held on Friday, 29th day of September, 2023 at 12:30 P.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

Dear Sir,

Subject: - Report on passing of resolutions through e-voting at the AGM read with Companies (Management and Administration) Rules, 2014 as amended from time to time

I, Manish Jain, of M/s Manish Jain & Co, a Practicing Company Secretary, office at 01st Floor, 236, Anoop Nagar, Indore (M.P.)-452008, appointed as Scrutinizer for the purpose of the e-voting at the AGM taken on the below mentioned resolution(s), at the 28th Annual General Meeting of the Equity Shareholders of Gorani Industries Limited, held on Friday, 29th day of September, 2023 at 12:30 P.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).



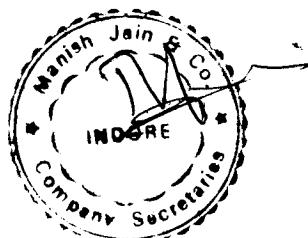
The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules made there under in relation to exercising of voting rights regarding resolutions passed at the Annual General Meeting of the Company.

My responsibility as Scrutinizer for the e-voting process at the Annual General Meeting is restricted to make a Scrutinizer's Report of the votes casted "in favour" or "against" the resolution(s) set out in the notice conveying the Annual General Meeting, based on the records of the Company.

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

1. The equity shareholders as on 22nd September, 2023 (cut-off date) were entitled to vote on the resolutions stated in the Notice of the Annual General Meeting of the Company.
2. After the closing of remote e-voting and e-voting at the AGM, a final report of the e-voting was generated by me by accessing the data available to me from the website: <https://www.evotingindia.co.in> of Central Depository Services India Limited (CDSIL), the authorized agency to provide e-voting facility. Data regarding the e-votes was diligently scrutinized.
3. Since the Annual General Meeting held through Video conferencing/Other Audio Visual Means, the voting through poll was not conducted. However, company has provided e-voting facility during AGM and the e-voting were diligently scrutinized. The e-voting records were reconciled with records maintained by the Company and LinkIn Time India Private Limited, the Registrar and Share Transfer Agent of the Company and the authorizations lodged with the Company.
4. The Result of the e-voting is as under:
 - a) **Resolution No. 1 – Consider and adopt the audited financial statements of the Company for the financial year ended March 31st, 2023, the reports of the Board of Directors and Auditors thereon.**
 - i. Voted **in favour** of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
1	1019	100



ii. Voted **against** the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

iii. **Invalid** votes:

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

b) Resolution No. 2 – Appointment of Mr. Nakul Gorani, Whole-time Director, who retires by rotation and being eligible, offers himself for reappointment.

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

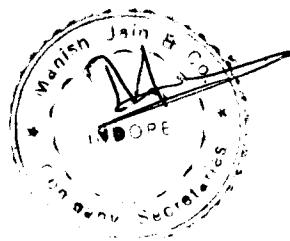
Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
1	1019	100

ii. Voted **against** the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

iii. **Invalid** votes:

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



c) Resolution No. 3 – To confirm the Appointment of Mr. Geet Gorani, as an Non-Executive Director of the Company w.e.f. 11th January, 2023.

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

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
1	1019	100

ii. Voted **against** the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

iii. **Invalid** votes:

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

d) Resolution No. 4 – To renew contract or arrangement for sale, purchase or supply of any goods or materials, availing or rendering of any services to/from Blow Hot Kitchen Appliances Private Limited for a period of five years i.e. 1st October, 2023 to 30th September, 2028.

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

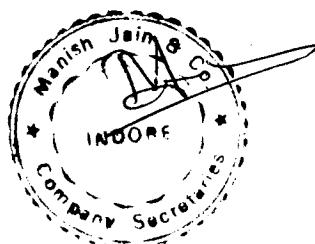
Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
1	1019	100

ii. Voted **against** the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

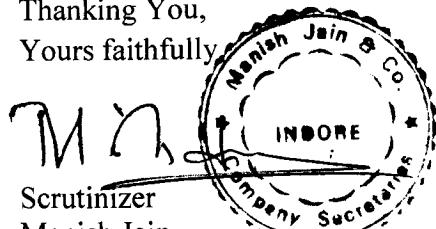
iii. **Invalid** votes:

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



5. The e-voting results other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

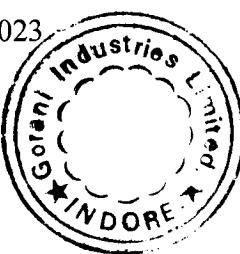
Thanking You,
Yours faithfully,



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

Place: Indore
Date: 29th September, 2023

Acknowledgment
Nakul Gorani
Chairman
Gorani Industries Limited



Place: Indore
Date: 29th September, 2023

Manish Jain & Co.

Company Secretaries

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Report of Scrutinizer(s)

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014 made there under]

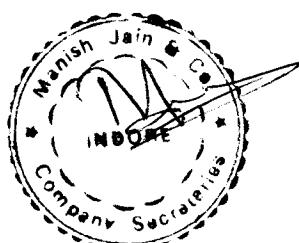
To,
The Chairman

The Annual General Meeting of the Equity Shareholders of the Company Gorani Industries Limited held on Friday, 29th day of September, 2023 at 12:30 P.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM)

Subject: Scrutinizer's Report on Remote E-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended from time to time, for the Annual General Meeting of the Company Gorani Industries Limited held on Friday, 29th September, 2023.

Dear Sir,

I, Manish Jain, of M/s Manish Jain & Co, Practicing Company Secretary, office at 01st Floor, 236, Anoop Nagar, Indore (M.P.)-452008 has been appointed as a Scrutinizer of Gorani Industries Limited ("the Company") for the purpose of scrutinizing the remote e-voting process in a fair and transparent manner and ascertaining the requisite majority on remote e-voting carried out as per the provisions of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time on the below mentioned resolution(s), at the Annual General Meeting of the equity shareholders of Gorani Industries Limited, held on Friday, 29th September, 2023 at 12:30 P.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).



The Management of the Company is responsible to ensure the compliance with the requirement of Companies Act, 2013 and Rules made there under, in relation to Remote E-voting on the resolutions contained in the Notice convening the Annual General Meeting (AGM) of the members of the Company. My responsibilities as scrutinizer for Remote E-voting process at the AGM is restricted to Scrutinizer's Report of the votes cast "in favour" or "Against" the resolutions stated above, based on the reports generated from the E-voting system provided by Central Depository Services (India) Limited .

Further to the above, I submit my report as under:

1. The Company has availed Remote e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting Remote E-voting for the members of the Company.
2. The members holding shares as on the "cut off" date i.e. Friday, 22nd September, 2023 were entitled to vote on the proposed resolutions (Item no. 1 to 4 as set out in the notice of the Annual General Meeting of Gorani Industries Limited).
3. The remote e-voting period remained open from Tuesday, 26th September, 2023 (9.00 A.M.) up to Thursday, 28th September, 2023 (5.00 P.M.) and the CDSL E-voting platform was blocked thereafter.
4. The votes were unblocked on 29th September, 2023 in the presence of two witnesses Ms. Shivani Sharma and Ms. Atika Jain, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

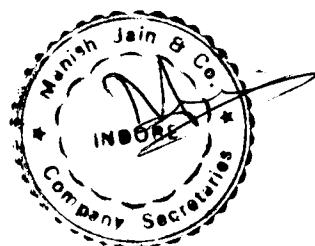


Signature
(Shivani Sharma)



Signature
(Atika Jain)

5. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against" were downloaded from the e-voting website of Central Depository Services (India) Ltd (CDSL) (<https://www.evotingindia.co.in>).
6. The Result of the e-voting is as under:
 - a) **Resolution No. 1 – Consider and adopt the audited financial statements of the Company for the financial year ended March 31st, 2023, the reports of the Board of Directors and Auditors thereon.**



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

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
30	4257785	100

ii. Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** votes:

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

b) Resolution No. 2 – Appointment of Mr. Nakul Gorani, Whole-time Director, who retires by rotation and being eligible, offers himself for reappointment.

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

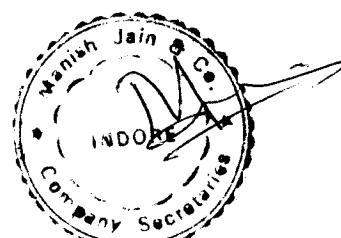
Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
23	919223	100

ii. Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** votes:

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



c) Resolution No. 3 – To confirm the Appointment of Mr. Geet Gorani, as an Non-Executive Director of the Company w.e.f. 11th January, 2023.

i. Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
23	919223	100

ii. Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid votes:

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

d) Resolution No. 4 – To renew contract or arrangement for sale, purchase or supply of any goods or materials, availing or rendering of any services to/from Blow Hot Kitchen Appliances Private Limited for a period of five years i.e. 1st October, 2023 to 30th September, 2028.

i. Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
23	919223	100

ii. Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
0	0	0

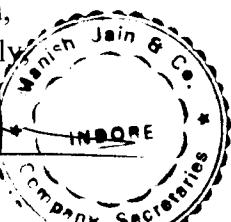


iii. **Invalid votes:**

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

7. The registers and all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and same are handed over to the Chairman/ Director authorized by the Board for safe keeping.

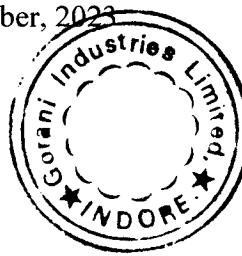
Thanking You,
Yours faithfully



Manish Jain & Co.
Company Secretaries
INDORE

Scrutinizer
Manish Jain
Practicing Company Secretary
Membership No.: 4651
CP No.: 3049
UDIN: F004651E001122603

Place: Indore
Date: 29th September, 2023



Gorani Industries Limited
INDORE

Acknowledgment
Nakul Gorani
Chairman
Gorani Industries Limited

Place: Indore
Date: 29th September, 2023