

# **Gorani Industries Ltd.**



**XX<sup>th</sup> Annual Report  
2014-15**



## Gorani Industries Ltd.

### Board of Directors

Anil Gorani	Whole Time Director
Sanjay Gorani	Managing Director
Nakul Gorani	Director
Shyam Sunder Jhavar	Independent Director
Sandeep Kumar Jain	Independent Director
Rashi Joshi	Independent Woman Director

### Auditor

M/s. B.D. Sharda & Co.  
Chartered Accountants.

### Chief Financial Officer

Chandra Shekhar Sharma

### Bankers

Central Bank of India  
Siyaganj, Indore

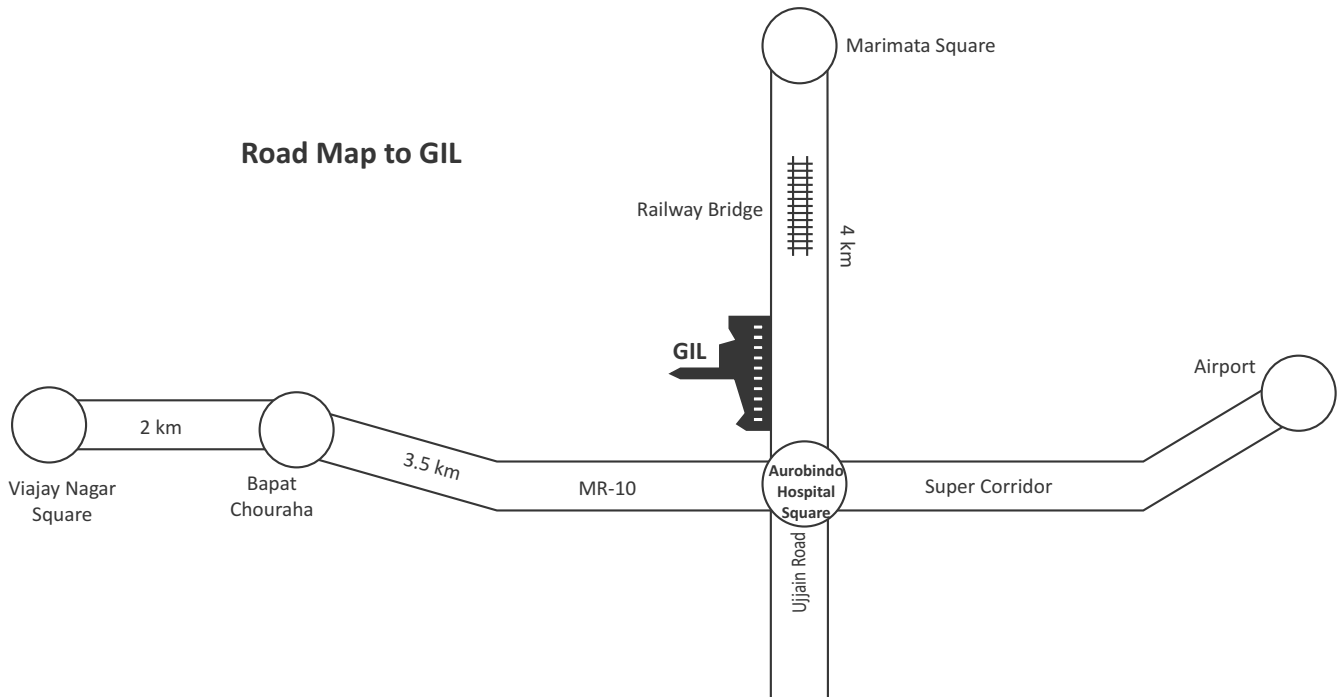
### Company Secretary

Ms. Arpita Jain

### Registered Office

Plot No. 32-33, Sector F,  
Sanwer Road, Industrial Area,  
INDORE - 452 015 (M.P.)

## Road Map to GIL





**NOTICE**

NOTICE IS HEREBY GIVEN THAT the Twentieth Annual General Meeting of the members of the Company Gorani Industries Limited will be held at Plot No.32-33, Sector 'F' Sanwer Road, Industrial Area, Indore on Friday, the 25th day of September, 2015 at 4.00 P.M. to transact the following business:

**ORDINARY BUSINESS :**

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sanjay Gorani (Holding DIN 00055531) who retires by rotation and being eligible, offers himself for reappointment.
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 provisions of sections 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, M/s. B. D. Sharda & Co., Chartered Accountants, bearing Firm Registration No. 00161C, appointment be and is hereby ratified by the members of the company as the statutory auditors for the financial year 2015-2016 at such remuneration as may be decided by the Managing Director in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

**SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass with or without modification the following resolution as an **Special Resolution:**  
"**RESOLVED THAT** subject to the provisions of 197 & 203 of the Companies Act, 2013 read with Schedule V as amended from time to time to the said act and The Companies (Appointments and Remuneration of

Managerial Personnel) Rules, 2014 and other applicable provisions, if any (including any statutory modification or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to increase the remuneration of Mr. Sanjay Gorani, Managing Director (Holding DIN-00055531) of the company to Rs. 75,000.00 (Rupees Seventy Five Thousand Only) per month with effect from 1st July, 2015, for his remaining tenure (i.e. from 1st July, 2015 to 31st May, 2016) on the same terms and conditions passed at the time of reappointment as approved by the members of the Company at their meeting held on 30th June, 2011.

**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."

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

Date: 31st July, 2015  
Place: Indore

**Anil Gorani**  
(Holding DIN 00055540)  
(Chairman cum Whole Time Director)



### NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The Proxy, in order to be effective, must be received by the Company not less than 48 hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

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.

2. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
3. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
4. Members/Proxies should bring attendance slips sent herewith duly filled in, for attending the Meeting.

5. Relevant documents referred to in the notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays, Sundays and other holidays between 2.00 P.M. to 4.00 P.M. up to the date of the Annual General Meeting.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, the 19th September, 2015 to Friday, the 25th September, 2015 (Both days inclusive).
7. The Members are requested to dematerialize their shareholdings with their Depository Participants as the Company's Shares are traded compulsorily under demat mode in the Stock Exchanges.
8. 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 their PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.
9. Entrance Pass and Proxy Form is annexed. Members are requested to affix their signature at the space provided in the entrance pass and hand over the same at the entrance to the place of meeting.
10. **Members who have not registered their email address so far are requested to register their email address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.**
11. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, 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 20th 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.

The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 20th 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 instructions for shareholders voting electronically are as under :**

- (i) The voting period begins on 22nd September, 2015 at 9.00 A.M. and ends on 24th September, 2015 5.00 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 i.e. 18th September, 2015 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) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had

logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

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

	For Members holding shares in Demat Form and Physical Form
<b>PAN</b>	<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"> <li>• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on PostalBallot / Attendance Slip indicated in the PAN field.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	<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"> <li>• 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 as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <GORANI INDUSTRIES LIMITED> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (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](http://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](mailto: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](mailto: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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

### Other Instructions:

- I. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on 24th September, 2015. Members holding shares in physical or in demat form as on 18th September, 2015 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 18th September, 2015.
- III. CS Manish Jain, Practicing Company Secretary (Membership No: FCS 4651 CP No: 3049) (Address: 219, President Tower, 6/2 South Tukoganj, Madhumilan Square, Indore (M.P.)-452001) has been appointed as the scrutinizer to conduct the e-voting process.
- IV. The Scrutinizer, after scrutinising the votes cast at the meeting and through remote e-voting, will, not later than three days 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 goraniindustries.com and on the website of CDSL. The results shall simultaneously be communicated BSE Limited where the shares of the Company are listed.

- V. The Scrutinizer shall, within a period not exceeding three 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 and make out a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
- VI. The resolutions shall be deemed to be passed on the date of Annual General Meeting of the Company, subject to receipt of sufficient votes.
- VII. You can also update your mobile number and Email Id in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting in future. The same may be used in case the Member forgets the password and the same need to be reset.

**Contact Details :**

Company	Gorani Industries Limited Registered Office: Plot No.32-33, Sector 'F' Sanwer Road, Industrial Area, Indore-452015 (M.P.) <b>Tel No:</b> 0731-2723201-3 <b>Email id:</b> gorani.industries@yahoo.com <b>CIN:</b> L28121MP1995PLC009170
Registrar and Share Transfer Agent	M/s Link Intime India P. Ltd. C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai - 400078 <b>Tel:</b> 022-25946970, Fax: 022-25946969 <b>Email Id:</b> rnt.helpdesk@linkintime.co.in
E-voting Agency	Central Depository Services (India) Ltd <b>Email id:</b> helpdesk.evoting@cdslindia.com
Scrutinizer	CS Manish Jain Practicing Company Secretary <b>Email Id:</b> manishjainandco@yahoo.com

**Statement to be annexed with the notice under Section 102 of the Companies Act, 2013**

Mr. Sanjay Gorani has been the managing director since 9 years. He was significantly involved in increasing the sales turnover by generating good market in Delhi and nearby area, new consignment sales agent south also has been to his credit. Company's turnover has increased to the tune of 200% in last 2 years. Keeping in view his untiring effort in increasing sales turnover and rich experience in the marketing, operation and of the company and on recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 31st July, 2015 approved the increase in the remuneration to Rs. 75,000.00 (Rupees Seventy Five Thousand Only) per month subject to the approval of the members of the Company w.e.f 1st July, 2015, for his remaining tenure (i.e. from 1st July, 2015 to 31st May, 2016) on the same terms and conditions passed at the time of reappointment in the General Meeting dated 30th June, 2011.

The broad information pursuant to Section – II of Part – II of Schedule V of the Companies Act, 2013, in respect of the resolution specifies in item no. 4. are as under :

**I. General Information**

1. The company is in the business of production and sales of Kitchen 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. The company commenced commercial production from: The commercial production of the company has already started.
3. The Company is not a new company hence this clause is not applicable.

**4. Financial Performance :**

Particulars	Year ended on 31/03/2015	Previous Year ended on 31/03/2014
Sales (Net of Excise Duty)	62,206,766.00	42,148,410.00
Other Income	30,145.00	3,87,407.00
Gross profit	43,61,654.00	27,56,793.00
Finance Cost	2,68,976.00	65,201.00
Depreciation	15,33,167.00	23,16,111.00
Exceptional Items (charged to P&L account)	0.00	0.00
Net profit before Tax	25,59,511.00	3,75,481.00
Provision for Tax- current Tax	0.00	0.00
Deferred Tax	0.00	0.00
Net Profit after Tax	25,59,511.00	3,75,481.00

- 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) is a Post Graduate in M.A. (Economics) and also has rich experience in the marketing, operation and working of the company and is being associated with the Company since its inception. He has significantly contributed to its all round growth. The business of the company has grown many folds in his tenure.

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

Particulars	Existing remuneration w.e.f. 01/06/2011 (Rs.)	Proposed remuneration w.e.f. 01/06/2015 (Rs.)
Basic Salary	50,000/- Per Month	75,000/- Per Month
Allowances and perquisites	As decided by Board from time to time	As decided by Board from time to time

- Job profile and his suitability – The terms and conditions passed at the time of reappointment

as approved by the members of the Company at their meeting held on 30th June, 2011 remain unchanged. Subject to the superintendence, direction and control of the Board, the day to day management and administration of the Company is vested in the Managing Director.

- Remuneration proposed - As set out in the special resolution in item no. 4. The remuneration to Managing Director has the approval of the Nomination and Remuneration Committee.
- 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 by him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial position in other Companies.
- Pecuniary relationship directly or indirectly with the company, or relationship with managerial personnel, if any – Mr. Sanjay Gorani is Managing Director and Promoter of the company. He does not have any other pecuniary relationship with the Company.

**III Other Information :**

- Reason of loss or inadequate profits: To increase the turnover of the company the management kept the profit margin on a lower side.
- Steps taken for improvement: The Company is making all possible efforts to increase its profitability in future by increasing profit margin and cost cutting.
- 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: -

Yes, the Company has made following disclosures in the Board of Director's report under the heading "Corporate Governance".

- i. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;
- ii. Details of fixed component and performance linked incentives along with the performance criteria;
- iii. Service contracts, notice period, severance fees;
- iv. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

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

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Sanjay Gorani and their relatives to the extent of their respective share holdings in the capital of the Company is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

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

Date: 31st July, 2015

**Anil Gorani**

Place: Indore

(Holding DIN 00055540)

(Chairman cum Whole Time Director)

**BOARD'S REPORT**

To,  
The Members,  
**Gorani Industries Limited**

Your Directors have great pleasure in presenting herewith the Twentieth Annual Report of your Company together with the audited financial statement for the financial year ended 31st March, 2015.

**1. FINANCIAL RESULTS: (Amount in Lacs)**

Particulars	2014-15		2013-14	
Total Revenue		622.37		425.36
<b>Profit before Finance Cost, Depreciation &amp; Amortization Expense</b>	-	<b>43.62</b>	-	<b>27.57</b>
Less:				
Finance Costs	2.69		0.65	
Depreciation & Amortization expense	15.33	18.02	23.16	23.82
<b>Net Profit/(Loss) before extra ordinary &amp; exceptional items &amp; tax</b>	-	<b>25.60</b>	-	<b>3.75</b>
Tax Expense				
Current Tax	-	-	-	-
Deferred Tax	-	-	-	-
<b>Net Profit/ (Loss) after tax</b>		<b>25.60</b>		<b>3.75</b>

The profit for the year is adjusted against the previous year's losses.

**2. PERFORMANCE AND THE STATE OF COMPANY AFFAIRS :**

During the financial year under review, your Company has achieved a Gross Turnover of Rs. 622.37 Lakhs against that of Rs. 425.36 Lakhs during the previous year registering growth of 46.31%. The company has earned net profit of Rs. 25.60 lakhs during the financial year against net profit of Rs. 3.75 Lakhs in the previous year registering many fold growth.

The company is in the business of production and sales of kitchen and home appliances since 1996. Its main products are LPG stoves, induction cooker, gas geyser etc. carrying the brand name of Blowhot and



Online. It does its business through a strong network of dealer and distributors all over central, south and north India. The legendary products of the Company like **NUTAN** reflect the sophistication of the products and the reliability as well as exquisite look. The company is in the process of implementing strategies to capitalize available opportunities. The long term growth of home appliances is secure given India's low ownership of appliances even in urban markets.

No material changes and commitments have occurred after the close of the year till the date of this Report, which affect the financial position of the Company.

**3. DIVIDEND :**

Looking to the financial position of the company directors is not recommending any dividend for the year.

**4. DIRECTORS :**

Mr. Sanjay Gorani (Holding DIN: 00055531) is liable to retire by rotation and being eligible offers himself for reappointment.

During the year Mr. Dinesh Kumar Maheshwari (Holding DIN 02424245), Independent Non executive director of the company resigned from the directorship on 31st July, 2014.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under proposed Clause 49 of the Listing Agreement with the Stock Exchange.

The Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors which include criteria for performance evaluation of the non-executive directors and executive directors. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report. The Nomination and Remuneration Policy are attached herewith as Annexure I.

The details of programmes for familiarisation of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company at the link: <http://www.goraniindustries.com/investors/>

**5. AUDITORS :**

M/s. B.D. Sharda & Co., Chartered Accountants, bearing Firm Registration No. 00161C, statutory auditors ratified by the members of the company for the financial year 2015-2016. They have furnished a written consent and certificate confirming their eligibility pursuant to the provisions of section 141 of the Companies Act, 2013 and rules made thereunder for the financial year 2015-2016.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

**6. INTERNAL AUDITOR :**

M/s Navin Sapna & Co., Chartered Accountants (bearing firm registration no. 010507C) has been reappointed as internal auditor of the company for the financial year 2015-16 in the Board Meeting held on 31st July, 2015.

**7. SECRETARIAL AUDITOR :**

M/s. Manish Jain & Co., Practicing Company Secretaries has been reappointed for issuance of Secretarial Audit Report for the financial year 2015-16 in the Board Meeting held on 31st July, 2015. The Secretarial Audit Report for the financial year ended March 31, 2015 is annexed herewith marked as Annexure II to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.



**8. RELATED PARTY TRANSACTIONS :**

There were no contracts or arrangements entered into by the company in accordance with provisions of section 188 of the Companies Act, 2013 during the year under review. Also there were no material related party transactions in terms of clause 49 of the listing agreement.

There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

The policy on Related Party Transactions as approved by the Board may be accessed on Company's website at the link:

<http://www.goraniindustries.com/investors/>

None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

**9. MEETINGS :**

Four meeting of Board of Directors were held during the year. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

**10. THE NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR :**

During the year no company have become or ceased to be its subsidiaries, joint ventures or associate companies.

**11. EXTRACT OF ANNUAL RETURN :**

Extract of Annual Return, in Form MGT -9, for the Financial Year 2014-15 has been annexed with this report as Annexure III.

**12. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION**

The information relating to conservation of Energy,

Technology absorption and Foreign Exchange earnings and outgo as required under section 134(3)(m) of the Companies Act, 2013 read with the with Rule, 8 of The Companies (Accounts) Rules, 2014 is given in Annexure IV forming part of this report.

**13. REMUNERATION RATIO OF THE DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP) / EMPLOYEES:**

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Particulars of Employees) Rules, 1975, in respect of Directors/ KMP of the Company are furnished in Annexure V :

No employees in the Company have been paid remuneration in excess of the limits prescribed under section 197 of The Companies Act, 2013 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**14. DISCLOSURES:**

*AUDIT COMMITTEE*

The Audit Committee comprises of Independent Directors namely Shri Sandeep Kumar Jain (Chairman), Shri Shayam Sunder Jhawar and Ms. Rashi Joshi as other members. All the recommendations made by the Audit Committee were accepted by the Board.

*VIGIL MECHANISM*

The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of the Listing Agreement to deal with instance of fraud and mismanagement, if any. Protected disclosures can be made by a whistle blower either personally or over telephone to the Chairman of the Audit Committee, which should be followed by a written communication. The Policy on vigil mechanism and whistle blower policy may be accessed on the Company's website at the link

<http://www.goraniindustries.com/investors/>.



**15. DIRECTORS' RESPONSIBILITY STATEMENT**

Your Directors state that:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit of the Company for the year ended on that date;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a 'going concern' basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**16. CORPORATE GOVERNANCE :**

A Separate report on Corporate Governance along with Auditors' Certificate on its compliance is attached to this report.

**17. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT**

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is presented in a separate section forming part of the Annual Report.

**18. DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY:**

During the year the company has framed the Risk Management Policy which highlights the Company's practices and risk management framework for the identification and management of uncertainty. The Company manages, monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives.

The Company has implemented a Risk Management Framework for the management and oversight of material risks and internal control. The Risk Management Framework is designed to address risks that have been identified to have a material impact on the Company's business and to ensure that the Board regularly reviews the risk management and oversight policies.

**19. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The company has adequate system of management-supervised internal control, which is aimed at achieving efficiency in operations, optimum utilization of resources, effective monitoring and compliance with all applicable laws. These ensure that all corporate policies are strictly adhered to and absolute transparency is followed in accounting and all its business dealings.

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. The company ensures adherence to all internal control policies and procedures. A qualified and independent audit committee of the Board, comprising the independent directors reviews the adequacy of internal control.

**20. GENERAL**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- 1. Details of particulars of loans, guarantees or investments under section 186.



2. Details relating to deposits covered under Chapter VI of the Act.
3. Details about the policy developed and implanted by the company on corporate social responsibility initiatives.
4. Issue of equity shares with differential rights as to dividend, voting or otherwise.
5. Issue of shares (including sweat equity shares) to employees of the Company under any Employee Stock Option scheme.
6. Neither the Managing Director nor the Whole-time Directors of the Company receive any commission.
7. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

**21. ACKNOWLEDGEMENT :**

The Board wishes to place on record their gratitude for the co-operation being received from the Banks, Share Transfer Agent, Stock Exchanges, and Share Holders, customers, staff and workers of the company and thank them for their continued support.

By Order of the Board

**Anil Gorani**  
(Holding DIN 00055540)  
Chairman

Place: Indore

Date: July 31, 2015

**Regd. Office :**

Plot No. 32-33, Sector F,  
Sanwer Road, Industrial Area,  
Indore-452015 (M.P.)

**NOMINATION AND REMUNERATION POLICY**

**1. OBJECTIVE**

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 under the Listing Agreement. The Key Objectives of the Committee would be:

- i. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- ii. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- iii. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- iv. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- v. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- vi. To develop a succession plan for the Board and to regularly review the plan;

**2. DEFINITIONS**

- i. **Act** means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
- ii. **Board** means Board of Directors of the Company.
- iii. **Directors** mean Directors of the Company.



- iv. **Key Managerial Personnel** as per the Act.
- v. **Senior Management** means Senior Management means personnel of the company who are members of its core management team excluding the Board of Directors including Functional Heads.

### **3. ROLE OF COMMITTEE**

#### **i. Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee**

The Committee shall:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

#### **ii. Policy for appointment and removal of Director, KMP and Senior Management**

##### **1. Appointment criteria and qualifications**

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.

- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

### **2. Term / Tenure**

#### **a) Managing Director/Whole-time Director :**

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

#### **b) Independent Director :**

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the



Company as on October 1, 2014 or such other date as may be determined by the Committee as per regulatory requirement; he/ she shall be eligible for appointment for one more term of 5 years only.

- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

### **3. Evaluation**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

### **4. Removal**

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

### **5. Retirement**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

### **iii. Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel**

#### **1. General:**

- a) The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- b) The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions as per the provisions of the Act.
- c) Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director.

#### **2. Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:**

##### **a) Fixed pay:**

The Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.



**b) Minimum Remuneration :**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

**c) Provisions for excess remuneration:**

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

**3. Remuneration to Non- Executive / Independent Director :**

**a) Remuneration / Commission :**

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Act.

**b) Sitting Fees :**

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rs. One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

**4. COMMITTEE MEMBERS' INTERESTS**

- A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

- The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

**5. VOTING**

- Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- In the case of equality of votes, the Chairman of the meeting will have a casting vote.

**6. NOMINATION DUTIES**

The duties of the Committee in relation to nomination matters include :

- Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- Identifying and recommending Directors who are to be put forward for retirement by rotation.
- Determining the appropriate size, diversity and composition of the Board; Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time





including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.

- Delegating any of its powers to one or more of its members of the Committee;
- Recommend any necessary changes to the Board; and
- Considering any other matters, as may be requested by the Board.

**7. REMUNERATION DUTIES**

The duties of the Committee in relation to remuneration matters include:

- to consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- to approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- to delegate any of its powers to one or more of its members of the Committee.
- to consider any other matters as may be requested by the Board.

**Form MR-3  
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED on 31st March, 2015  
[Pursuant to section 204(1) of the Companies Act, 2013  
and rule No. 9 of the Companies (Appointment and  
Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members  
**Gorani Industries Limited**  
32-33, Sector-F  
Sanwer Road, Indore  
M.P. - 452015

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Gorani Industries Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company Gorani Industries Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company Gorani Industries Limited for the financial year ended on 31st March, 2015 according to the provisions of :

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;



- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- v. Labour Laws
  - Payment of Bonus Act, 1965
  - Payment of Gratuity Act, 1972
  - Minimum Wages Act, 1948
  - Factories Act, 1948
  - Payment of Wages Act, 1936 and other applicable labour laws
- vi. Environmental Laws
  - Environment Protection Act, 1986 and other environmental laws

I have also examined compliance with the applicable clauses of the following :

- i. Secretarial Standards issued by The Institute of Company Secretaries of India (not applicable as not notified during the period under review).
- ii. The Listing Agreements entered into by the Company with BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations :

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there were no instances of :

- i. Public / Rights / Preferential issue of shares / debentures/sweat equity.
- ii. Redemption/buy-back of securities.
- iii. Merger/amalgamation/reconstruction etc.
- iv. Foreign technical collaborations, FDI etc.

Place: Indore  
Date: 31/07/2015

Sd/-  
CS Manish Jain  
For Manish Jain & Co.  
Company Secretaries  
FCS No.4651  
CP No.:3049



To,  
The Members  
Gorani Industries Limited  
32-33, Sector-F  
Sanwer Road, Indore  
M.P. - 452015

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Indore  
Date: 31/07/2015

Sd/-  
CS Manish Jain  
For **Manish Jain & Co.**  
Company Secretaries  
FCS No.4651  
C P No.:3049

**FORM NO. MGT-9  
EXTRACT OF ANNUAL RETURN****As on the financial year ended on 31st March, 2015.****[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies  
(Management and Administration) Rules, 2014]****I. REGISTRATION AND OTHER DETAILS :**

i) CIN	L28121MP1995PLC009170
ii) Registration Date	14/03/1995
iii) Name of the Company	Gorani Industries Limited
iv) Category / Sub-Category of the Company	Public Company/Limited by shares
v) Address of the Registered office and contact details:	32-33, Sector-F, Sanwer Road, Indore (M.P.)-452015 Tel: 0731-2723201-03
vi) Whether listed company	Yes
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited,, C-13 Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai-400078, Tel: 022 25963838

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	LPG Stoves	7321	96.98%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

S. No.	Name and address of the Company	CIN / GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	N.A.				
2					



**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

*i) Category-wise Share Holding*

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	1903400	455000	2358400	43.37	2101500	245000	2346500	43.15	(0.22)
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt (s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any Other....	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (A) (1)</b>	1903400	455000	2358400	43.37	2101500	245000	2346500	43.15	(0.22)
<b>(2) Foreign</b>									
a) NRIs –Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other – Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other....	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (A) (2)</b>	0	0	0	0.00	0	0	0	0.00	0.00
<b>Total shareholding of Promoter (A) = (A)(1)+ (A)(2)</b>	1903400	455000	2358400	43.37	2101500	245000	2346500	43.15	(0.22)
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	99500	0	99500	1.83	99500	0	99500	1.83	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (B)(1)</b>	99500	0	99500	1.83	99500	0	99500	1.83	0.00



Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>2. Non-Institutions</b>									
a) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
i) Indian	849553	5500	855053	15.72	850199	5500	855699	15.74	0.01
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals	0	0	0	0.00	0	0	0	0.00	0.00
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	100141	1406500	1506641	27.71	110662	1384800	1495462	27.50	(0.21)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	11900	606500	618400	11.37	11900	620300	632200	11.63	0.25
c) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Clearing member	6	0	6	0.00	7989	0	7989	0.15	0.15
Non Resident Indians (Repat)	0	0	0	0.00	650	0	650	0.01	0.01
Sub-total (B)(2)	961600	2018500	2980100	54.80	981400	2010600	2992000	55.02	0.22
Total Public shareholding (B)= (B)(1)+(B)(2)	1061100	2018500	3079600	56.63	1080900	2010600	3091500	56.85	0.22
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0.00	0	0	0	0.00	0.00
<b>Grand Total (A+B+C)</b>	<b>2964500</b>	<b>2473500</b>	<b>5438000</b>	<b>100.00</b>	<b>3182400</b>	<b>2255600</b>	<b>5438000</b>	<b>100.00</b>	<b>0.00</b>

## (ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Narendra Kumar Gorani	801800	14.74	0	801800	14.74	0	0.00
2.	Sanjay Gorani	451800	8.31	0	649300	11.94	0	3.63
3.	Shanta Devi Gorani	285200	5.24	0	285200	5.24	0	0.00
4.	Balkishan Gorani	150100	2.76	0	150100	2.76	0	0.00
5.	Anil Gorani	115100	2.12	0	115100	2.12	0	0.00
6.	Dinesh Kumar Mandovra	75000	1.38	0	0	0.00	0	(1.38)
7.	Ashok Kumar Daga	50000	0.92	0	0	0.00	0	(0.92)
8.	Govind Das Sharda	50000	0.92	0	0	0.00	0	(0.92)



## Gorani Industries Ltd.

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
9.	Manju Gorani	40100	0.74	0	40100	0.74	0	0.00
10.	Sadhna Mandovra	25000	0.46	0	25000	0.46	0	0.00
11.	Kiran Kavar Chordia	20000	0.37	0	10000	0.18	0	(0.18)
12.	Harimohan Laddha	20000	0.37	0	20000	0.37	0	0.00
13.	Rekhadevi Laddha	20000	0.37	0	20000	0.37	0	0.00
14.	Dinesh Ajmera	17500	0.32	0	17500	0.32	0	0.00
15.	Brijmohan Ladha	10000	0.18	0	10000	0.18	0	0.00
16.	Manoj Kumar Jain	10000	0.18	0	10000	0.18	0	0.00
17.	Pramod Kumar Agarwal	10000	0.18	0	10000	0.18	0	0.00
18.	Shayam Sunder Jhawar	10000	0.18	0	0	0.00	0	(0.18)
19.	Vijay Jethani	10000	0.18	0	10000	0.18	0	0.00
20.	Safiya Bai Jawadwala	7000	0.13	0	7000	0.13	0	0.00
21.	Suresh Kumar Mohta	5500	0.10	0	6000	0.11	0	0.01
22.	Kanta Maloo	5000	0.09	0	5000	0.09	0	0.00
23.	Komal chand Jain	5000	0.09	0	5000	0.09	0	0.00
24.	Koshalya Devi Wadhvani	5000	0.09	0	5000	0.09	0	0.00
25.	Leena Dixit	5000	0.09	0	5000	0.09	0	0.00
26.	Lokesh Wadhvani	5000	0.09	0	5000	0.09	0	0.00
27.	Mohammad Afaq	5000	0.09	0	5000	0.09	0	0.00
28.	Narendra Khatri	5000	0.09	0	5000	0.09	0	0.00
29.	Nutan Distributors	5000	0.09	0	0	0.00	0	(0.09)
30.	Omprakash Mittal	5000	0.09	0	5000	0.09	0	0.00
31.	Padma Davi Dhamala	5000	0.09	0	5000	0.09	0	0.00
32.	Quality Agencies	5000	0.09	0	5000	0.09	0	0.00
33.	Saifuddin Chakera	5000	0.09	0	5000	0.09	0	0.00
34.	Shivshankar Heda	5000	0.09	0	5000	0.09	0	0.00
35.	Sita Devi Heda	5000	0.09	0	5000	0.09	0	0.00
36.	Sumit Heda	5000	0.09	0	5000	0.09	0	0.00
37.	Vijay Lalwani	5000	0.09	0	5000	0.09	0	0.00
38.	Vipin Khujneri	5000	0.09	0	0	0.00	0	(0.09)
39.	Vishnumal Wadhvani	5000	0.09	0	5000	0.09	0	0.00
40.	Prakash Chand Jain	4900	0.09	0	0	0.00	0	(0.09)
41.	Asha Narang	4400	0.08	0	4400	0.08	0	0.00



Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
42.	Ajay Shah	2500	0.05	0	0	0.00	0	(0.05)
43.	Anand Bangar	2500	0.05	0	5000	0.09	0	0.05
44.	Anis Jafri	2500	0.05	0	2500	0.05	0	0.00
45.	Anwar Hussain	2500	0.05	0	2500	0.05	0	0.00
46.	Brijlata Nawal	2500	0.05	0	2500	0.05	0	0.00
47.	Dheeraj Jain	2500	0.05	0	2500	0.05	0	0.00
48.	Dinesh Gupta	2500	0.05	0	2500	0.05	0	0.00
49.	Firoza Sultana	2500	0.05	0	2500	0.05	0	0.00
50.	Geetesh D Jain	2500	0.05	0	2500	0.05	0	0.00
51.	Gyarsibai Khandelwal	2500	0.05	0	2500	0.05	0	0.00
52.	H C Jain	2500	0.05	0	2500	0.05	0	0.00
53.	Hema Gorani	2500	0.05	0	2500	0.05	0	0.00
54.	Jagdishbhai Patel	2500	0.05	0	2500	0.05	0	0.00
55.	Krishna Vashishtha	2500	0.05	0	2500	0.05	0	0.00
56.	Laxmikanta Ajmera	2500	0.05	0	2500	0.05	0	0.00
57.	Madhukar Rao	2500	0.05	0	2500	0.05	0	0.00
58.	Najmuddin Saify	2500	0.05	0	2500	0.05	0	0.00
59.	Nandkishore Gupta	2500	0.05	0	2500	0.05	0	0.00
60.	Neena Devi Maheshwari	2500	0.05	0	2500	0.05	0	0.00
61.	Neeraj Sureshkumar Jain	2500	0.05	0	2500	0.05	0	0.00
62.	Pradeep Patel	2500	0.05	0	2500	0.05	0	0.00
63.	Pushpanjali Maheshwari	2500	0.05	0	2500	0.05	0	0.00
64.	Rajesh Gupta	2500	0.05	0	2500	0.05	0	0.00
65.	Rakesh D Jain	2500	0.05	0	2500	0.05	0	0.00
66.	Ramgopal Gupta	2500	0.05	0	2500	0.05	0	0.00
67.	Sanjay Maheshwari	2500	0.05	0	2500	0.05	0	0.00
68.	Sukaniyaben Patel	2500	0.05	0	2500	0.05	0	0.00
69.	Suman Nawal	2500	0.05	0	2500	0.05	0	0.00
70.	Usha Devi Vashishta	2500	0.05	0	2500	0.05	0	0.00
71.	Vijay Kumar Puranik	2500	0.05	0	2500	0.05	0	0.00
	<b>Total</b>	<b>2358400</b>	<b>43.37</b>	<b>0</b>	<b>2346500</b>	<b>43.15</b>	<b>0</b>	<b>(0.22)</b>



**(iii) Change in Promoters' Shareholding (please specify, if there is no change)**

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	<b>Sanjay Gorani</b>	451800	8.31	451800	8.31
	04.04.2014	197500	3.63	649300	11.94
	At the end of the year	649300	11.94	649300	11.94
2.	<b>Dinesh Kumar Mandovra</b>				
	At the beginning of the year	75000	1.38	75000	1.38
	04.04.2014	(75000)	(1.38)	0	0.00
	At the end of the year	0	0.00	0	0.00
3.	<b>Ashok Kumar Daga</b>				
	At the beginning of the year	50000	0.92	50000	0.92
	04.04.2014	(50000)	(0.92)	0	0.00
	At the end of the year	0	0.00	0	0.00
4.	<b>Govind Das Sharda</b>				
	At the beginning of the year	50000	0.92	50000	0.92
	04.04.2014	(50000)	(0.92)	0	0.00
	At the end of the year	0	0.00	0	0.00
5.	<b>Kiran Kavar Chordia</b>				
	At the beginning of the year	20000	0.37	20000	0.37
	04.04.2014	(10000)	(0.18)	10000	0.18
	At the end of the year	10000	0.18	10000	0.18
6.	<b>Shayam Sunder Jhawar</b>				
	At the beginning of the year	10000	0.18	10000	0.18
	13.03.2015	(10000)	0.18	10000	0.18
	At the end of the year	0	0.00	0	0.00
7.	<b>Suresh Kumar Mohta</b>				
	At the beginning of the year	5500	0.10	5500	0.10
	27.02.2015	500	0.01	6000	0.11
	At the end of the year	6000	0.11	6000	0.11
8.	<b>Nutan Distributors</b>				
	At the beginning of the year	5000	0.09	5000	0.09
	04.04.2014	(5000)	(0.09)	(5000)	(0.09)
	At the end of the year	0	0.00	0	0.00



Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
9.	<b>Vipin Khujneri</b>				
	At the beginning of the year	5000	0.09	5000	0.09
	04.04.2014	(5000)	(0.09)	0	0.00
	At the end of the year	0	0.00	0	0.00
10.	<b>Prakash Chand Jain</b>				
	At the beginning of the year	4900	0.09	4900	0.09
	23.05.2014	(4900)	(0.09)	0	0.00
	At the end of the year	0	0.00	0	0.00
11.	<b>Ajay Shah</b>				
	At the beginning of the year	2500	0.05	2500	0.05
	04.04.2014	(2500)	(0.05)	0	0.00
	At the end of the year	0	0.00	0	0.00
12.	<b>Anand Bangur</b>				
	At the beginning of the year	2500	0.05	2500	0.05
	09.01.2015	2500	0.05	5000	0.09
	At the end of the year	5000	0.09	5000	0.09

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, promoters and Holders of GDRs and ADRs):**

Sl. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	<b>Ashok Kumar Daga</b>				
	At the beginning of the year	94500	1.74	94500	1.74
	Increase/Decrease in shareholding during the year	0	0.00	0	0.00
	At the end of the year (or on the date of separation, if separated during the year)	94500	1.74	94500	1.74
2.	<b>Blow Hot Kitchen Appliances Private Limited</b>				
	At the beginning of the year	50000	0.92	50000	0.92
	Increase/Decrease in shareholding during the year	0	0.00	0	0.00
	At the end of the year (or on the date of separation, if separated during the year)	50000	0.92	50000	0.92
3.	<b>Dinesh Kumar Maheshwari</b>				
	At the beginning of the year	94500	1.74	94500	1.74
	Increase/Decrease in shareholding during the year	0	0.00	0	0.00
	At the end of the year (or on the date of separation, if separated during the year)	94500	1.74	94500	1.74



Sl. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
4.	<b>Farokh Pavri</b>				
	At the beginning of the year	94500	1.74	94500	1.74
	Increase/Decrease in shareholding during the year	0	0.00	0	0.00
	At the end of the year (or on the date of separation, if separated during the year)	94500	1.74	94500	1.74
5.	<b>Madhya Pradesh Financial Corporation</b>				
	At the beginning of the year	99500	1.83	99500	1.83
	Increase/Decrease in shareholding during the year	0	0.00	0	0.00
	At the end of the year (or on the date of separation, if separated during the year)	99500	1.83	99500	1.83
6.	<b>Online Appliances Limited</b>				
	At the beginning of the year	790600	14.54	790600	14.54
	Increase/Decrease in shareholding during the year	0	0.00	0	0.00
	At the end of the year (or on the date of separation, if separated during the year)	790600	14.54	790600	14.54
7.	<b>Pukhraj Soni</b>				
	At the beginning of the year	189000	3.48	189000	3.48
	Increase/Decrease in shareholding during the year	0	0.00	0	0.00
	At the end of the year (or on the date of separation, if separated during the year)	189000	3.48	189000	3.48
8.	<b>Rajendra Jain</b>				
	At the beginning of the year	22800	0.42	22800	0.42
	Increase/Decrease in shareholding during the year	0	0.00	0	0.00
	At the end of the year (or on the date of separation, if separated during the year)	22800	0.42	22800	0.42
9.	<b>Shirin Pavri</b>				
	At the beginning of the year	94500	1.74	94500	1.74
	Increase/Decrease in shareholding during the year	0	0.00	0	0.00
	At the end of the year (or on the date of separation, if separated during the year)	94500	1.74	94500	1.74
10.	<b>Urmila Modi</b>				
	At the beginning of the year	16700	0.31	16700	0.31
	Increase/Decrease in shareholding during the year	0	0.00	0	0.00
	At the end of the year (or on the date of separation, if separated during the year)	16700	0.31	16700	0.31

**(v) Shareholding of Directors and Key Managerial Personnel:**

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
<b>A</b>	<b>Directors</b>				
1.	Sanjay Gorani Managing Director	451800	8.31	451800	8.31
	04.04.2014	197500	3.63	197500	3.63
	At the end of the year 31.03.2015	649300	11.94	649300	11.94
2.	Anil Gorani Whole Time Director	115100	2.12	115100	2.12
	Increase/Decrease in shareholding during the year	0	0.00	0	0.00
	At the end of the year 31.03.2015	115100	2.12	115100	2.12
3.	Shayam Sunder Jhawar Independent Director	0	0.00	0	0.00
	Increase/Decrease in shareholding during the year	0	0.00	0	0.00
	At the end of the year 31.03.2015	0	0.00	0	0.00
4.	Sandeep Kumar Jain Independent Director	0	0.00	0	0.00
	Increase/Decrease in shareholding during the year	0	0.00	0	0.00
	At the end of the year 31.03.2015	0	0.00	0	0.00
5.	Nakul Gorani Director	0	0.00	0	0.00
	Increase/Decrease in shareholding during the year	0	0.00	0	0.00
	At the end of the year 31.03.2015	0	0.00	0	0.00
6.	Rashi Joshi Independent Director	0	0.00	0	0.00
	Increase/Decrease in shareholding during the year	0	0.00	0	0.00
	At the end of the year 31.03.2015	0	0.00	0	0.00
<b>B.</b>	<b>Key Managerial Personnel</b>				
7.	Arpita Jain Company Secretary	0	0.00	0	0.00
	Increase/Decrease in shareholding during the year	0	0.00	0	0.00
	At the end of the year 31.03.2015	0	0.00	0	0.00
8.	Chandrasekhar Sharma Chief Financial Officer	0	0.00	0	0.00
	Increase/Decrease in shareholding during the year	0	0.00	0	0.00
	At the end of the year 31.03.2015	0	0.00	0	0.00



**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount				
ii) Interest due but not paid	27547.00	41313034.00	0.00	41340581.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
<b>Total (i+ii+iii)</b>	<b>27547.00</b>	<b>41313034.00</b>	<b>0.00</b>	<b>41340581.00</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	7457084.00	0.00	0.00	7457084.00
• Reduction	0.00	500000.00	0.00	500000.00
<b>Net Change</b>	<b>0.00</b>	<b>500000.00</b>	<b>0.00</b>	<b>6957084.00</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	7484631.00	40813034.00	0.00	48297665.00
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
<b>Total (i+ii+iii)</b>	<b>7484631.00</b>	<b>40813034.00</b>	<b>0.00</b>	<b>48297665.00</b>

Note: - Whatever interest has been due is paid and no interest is accrued but not due.

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Sanjay Gorani	Anil Gorani	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6,00,000.00	6,00,000.00	12,00,000.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.00	0.00	0.00
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0.00	0.00	0.00
2.	Stock Option	0.00	0.00	0.00
3.	Sweat Equity	0.00	0.00	0.00
4.	Commission → as % of profit → others, specify...	0.00	0.00	0.00
5.	Others, please specify	0.00	0.00	0.00
	<b>Total A.</b>	<b>6,00,000.00</b>	<b>6,00,000.00</b>	<b>12,00,000.00</b>
	Ceiling as per the Act	42,00,000.00	42,00,000.00	84,00,000.00

**B. Remuneration to other directors:**

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
1.	<b>Independent Directors Jhawar</b>	<b>Shayam Sunder Jain</b>	<b>Sandeep Kumar</b>	<b>Rashi Joshi Maheswari</b>	<b>Dinesh Kumar</b>	
	• Fee for attending board / committee meetings	3000.00	3000.00	1500.00	1500.00	9000.00
	• Commission					
	• Others, please specify					
	<b>Total B (1)</b>	<b>3000.00</b>	<b>3000.00</b>	<b>1500.00</b>	<b>1500.00</b>	<b>9000.00</b>
2.	<b>Other Non-Executive Directors</b>	<b>Nakul Gorani</b>				
	• Fee for attending board / committee meetings				0.00	0.00
	• Commission				0.00	0.00
	• Others, please specify				0.00	0.00
	<b>Total B(2)</b>				<b>0.00</b>	<b>0.00</b>
	<b>Total (B)=B(1) +B(2)</b>	<b>3000.00</b>	<b>3000.00</b>	<b>1500.00</b>	<b>1500.00</b>	<b>9000.00</b>

**C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Arpita Jain Company Secretary	Chandrasekhar Sharma CFO	Total
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	80,000.00	1,32,000.00	2,12,000.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.00	0.00	0.00
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0.00	0.00	0.00
2.	Stock Option	0.00	0.00	0.00
3.	Sweat Equity	0.00	0.00	0.00
4.	Commission –as % of profit –others, specify...	0.00	0.00	0.00
5.	Others, please specify	0.00	0.00	0.00
	<b>Total</b>	<b>80,000.00</b>	<b>1,32,000.00</b>	<b>2,12,000.00</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
Penalty			None		
Punishment			None		
Compounding			None		
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			None		
Punishment			None		
Compounding			None		



Information on Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo required to be disclosed under section 134 of the Companies Act, 2013 read with rules the Companies (Accounts) Rules, 2014 are provided hereunder:

**1. CONSERVATION OF ENERGY****(i) Steps taken or impact on conservation of energy:**

Our focus on the impact of our operations on climate change leads to our energy conservation strategy where we can best evaluate our performance through measure-ment of emission to the atmosphere.

- a. Additional power capacitors and power factor control equipments are installed to limit down demand.
- b. Changeover switch system has been employed to avoid electricity wastage.

**Additional investments and proposal, if any, being implemented for reduction of consumption of energy:**

Due to effective steps already taken to conserve energy, there is no immediate scope.

**Impact of above measures:**

Efficient utilization of power and consumption of electricity per unit of production has decreased.

Total energy consumption and energy consumption per unit of production as per Form A of the Annexure in respect of Industries specified in the schedule thereto.

Particulars		Unit	2014-15	2013-14
a.	Electricity			
	Purchased unit	KWH	332166	233180
	Total amount	Rs.	2835152	1940276
	Rate per unit	Rs./KWH	8.54	8.39
b.	Own generation			
	Units	KWH	1760	1249
	Units/ Ltr. of Diesel	KWH	1.50	2.06
	Cost per Unit	Rs./KWH	40.19	26.43
	Electricity consumed	KWH	0.99	0.99

**(ii) Steps taken by the company for utilising alternate sources of energy;**

As there has been satisfactory power supply from the Electricity Board, there appears no scenario for such situation.

**(iii) Capital investment on energy conservation equipments;**

Due to adequate arrangement, existing there is no further requirement of such investment considering the estimated production in near future.

**2. TECHNOLOGY ABSORPTION, REASERCH & DEVELOPMENT (R&D)****(i) Efforts made towards technology absorption**

Company is manufacturing ISI-Certified Gas Geysers which have thermal efficiency of 82% plus, thereby reducing the carbon footprint compared to electric geyser by 40% resulting into environmental energy conservation and emission of carbon-di-oxide and carbon-mom-oxide like harmful gases.



**(ii) The benefits derived like product improvement, cost reduction, product development or import substitution.**

The team of Whole time director as supported by Managing Director have a vast experience of 30 years in the field of Kitchen wears ,has helped practically to understand the requirement of modified, improvised and more beautified user friendly product for which main customers are ladies, housewives, students. The continuous leaning and development process in last 10 years has helped to become more safe, easy to handle products.

**(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)--**

**(a) the details of technology imported**

**(b) the year of import;**

**(c) whether the technology been fully absorbed**

**(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof**

No technology as such is imported. The practical experience gained in travelling to and fro China by the directors while their frequent trips to the country for understanding the needs of the customers has resulted into improvised technical durability of the product.

**(iv) Expenditure on R&D:**

So far as the current products namely LPG Stoves, Kitchen Chimney & Gas Geysers are concerned the minor technology specifications and beautifying modification have been obtained through the continuous manufacturing experience during last 10 years under the control of technical team headed by whole time technical director of the company. The ultimate object has been to make the above products more user (housewives) friendly from safety and handling point of view. Therefore relevant expenses have been absorbed by the yearly Income & Expenditure accounts.

**3. FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Particulars		2014-15	2013-14
a.	Earnings FOB value of exports Freight Charges	Nil	Nil
b.	Outgo Import Expenses	2,09,37,958	1,54,42,063

By **Order of the Board**

Anil Gorani  
(Holding DIN 00055540)  
Chairman

Place: Indore  
Date: 31st July, 2015

Regd. Office:  
Plot No. 32-33, Sector F,  
Sanwer Road, Industrial Area,  
Indore-452015 (M.P.)



**DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- 1) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2014-15, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Name of Director	Designation	Remuneration for F.Y. 2014-15 (Amount in Rs.)	Remuneration for F.Y. 2013-14 (Amount in Rs.)	Increase in remuneration from previous year	Ratio
Sanjay Gorani	Managing Director	6,00,000.00	6,00,000.00	0.00	9:1
Anil Gorani	Whole Time Director	6,00,000.00	6,00,000.00	0.00	9:1
Arpita Jain	Company Secretary	80,000.00	0.00	0.00	-
Chandrasekhar Sharma	CFO	1,32,000.00	0.00	0.00	-

- 2) The median remuneration of employees of the Company during the financial year was Rs. 5230/-.
- 3) In the financial year, there was no increase of in the median remuneration of employees;
- 4) There were 126 permanent employees on the rolls of Company as on March 31, 2015;
- 5) Relationship between average increase in remuneration and company performance:-  
No such change during the year.
- 6) Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company:

KMP	CTC	% increase in CTC	PAT	% Increase in PAT
Mr. Sanjay Gorani	6,00,000	Nil	25,59,511	581.66%
Mrs. Arpita Jain	1,20,000	Nil	25,59,511	581.66%
Mr. C.S. Sharma	1,32,000	19%	25,59,511	581.66%

- 7) Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2014-15: No such increase hence no explanation required.
- 8) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Human Resources, Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees: No such components availed by the Directors
- 9) variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year;



Date	Issued Capital (Shares)	Closing Market Price per share in rupees	EPS	PE Ratio	Market Capitalization (Rupees )
31.03.2014	54,38,000	20	.069	289.85	10,87,60,000
31.03.2015	54,38,000	12	.470	25.53	6,52,56,000
Increase/ (Decrease)	Nil	(8)	.401	(264.32)	(4,35,04,000)
% of Increase/ (Decrease)	Nil	(40%)	581%	(91.19%)	(40%)
Issue Price of the share at the last Public Offer (IPO)	Nil	Nil	Nil	Nil	Nil
Increase in market price as on 31.03.2015 as compared to Issue Price of IPO	Nil	Nil	Nil	Nil	Nil
Increase in %	Nil	Nil	Nil	Nil	Nil

- 10) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – Not Applicable; and
- 11) It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.



## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### Industry Structure and Developments

India is set to become the world's fastest-growing major economy by 2016 ahead of China, the International Monetary Fund (IMF) said in its recent latest forecast. India is expected to grow at 6.3 per cent in 2015, and 6.5 per cent in 2016 by when it is likely to cross China's projected growth rate, the IMF said in the latest update of its World Economic Outlook. The Central Statistics Office (CSO) has recently undertaken a revision in National Accounts aggregates by shifting to the new base of 2011-12 from the earlier base of 2004-05. As per the new (2011-12) series, the growth rate of gross domestic product (GDP) at (2011-12) market prices is estimated at 7.4 percent in 2014-15 (Advance Estimates). The growth of gross value added (GVA) at (2011-12) basic prices for industrial sector has been estimated at 5.9 per cent in 2014-15 as compared to 4.5 per cent respectively in 2013-14. During the year inflationary trends continue to inhibit consumption. Over the last few years, organized retail or large-scale retail has been witnessing tremendous impetus in India. The growth story is expected to continue in the future. There is a steady infusion of different cultures in daily life. All these have led to the emergence of a series of new trends in kitchenware that are exclusively based on class and functionality.

The company is in the business of production and sales of Kitchen appliances and Kitchenware manufacturing and retailing is one such sector within the overall household segment, which has been in the limelight recently. Recent monetary easing along with rise in demand is likely to provide some support to consumption of company's product in the financial year 2015-16. All products of the Company are ISI certified and are sophisticated to bring the age old domestic appliances to a new height. The legendary products of the Company like **NUTAN** and **BLOWHOT** reflect the sophistication of the products and the reliability as well as exquisite look.

The discussion on the financial performance of the Company is covered in the Director's Report.

### Opportunities and Threats

The company is in the process of implementing strategies to capitalize available opportunities. The long term growth of home appliances is secure given India's low ownership of appliances even in urban markets. Kitchen appliances are manufactured where intelligence embraces style, where brains collide with beauty, where quality and safety is controlled with utmost simplicity, where the ultimate in practicality is encapsulated by

breathtaking designs. India's consumer pyramid offers opportunities to ladder products across capacities, formats and prices. Given the dependence of a large fraction of the population on the rural economy and the fact that a number of product markets are under-penetrated, it provides opportunities for sustained growth for the company.

The threat in the domestic market continues from the unorganized players and regional brands that compete with the unviable low pricing strategies. The free distribution of certain products by state government is expected to create a decent replacement market in the years to come. The Company has been adopting the strategy of continuously offering innovative, newer and improved products as well as marketing strategies to stay above competition whether organized or unorganized.

### Segment wise Performance

The company has only one segment of Home Appliances and the products considered as part of the segment are Kerosene wick stove, LPG stoves, Gas Hobs, Gas geysers, water Heaters and Kitchen Chimneys.

The company is hopeful that through a combination of powerful marketing strategies, innovative new products and market development and expansion activities, it would increase its share in the domestic market of most of its products.

### Outlook

Both global and Indian economies are on the path of recovery. The rate of growth in the domestic economy has been continuously falling over the last three years. However,

persistent high level of inflation in the long run can impact the disposable income and hence the purchasing power. However, the overall market sentiment is positive and your Company expects to maintain its growth rates aided by the new range of products, barring unforeseen circumstances.

### Risk and Concerns

The overall inflationary trend in general and the food inflation and rise in commodity prices have been major concerns for most part of last fiscal and remain a concern as we start the new financial year. The significant and steady increase of key metal prices is a matter of concern which may have some impact on margins of your Company if it is not in a position to pass on the increase in input costs to the customers. However, with improved efficiencies and economies of scale your Company is hopeful of maintaining a healthy margin and return on capital employed. Efficient working capital/ asset management, cash generation



and robust stewardship will continue to be our focus areas as in the past.

Risks identified through our risk management processes are prioritized and, depending on the probability and severity of the risk. We have general response strategies for managing risks, which categorize risks according to whether the company will avoid, transfer, reduce or accept the risk.

#### Internal Control

The company has adequate system of management-supervised internal control, which is aimed at achieving efficiency in operations, optimum utilization of resources, effective monitoring and compliance with all applicable laws. These ensure that all corporate policies are strictly adhered to an absolute transparency is followed in accounting and all its business dealings.

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. The company ensures adherence to all internal control policies and procedures. A qualified and independent audit committee of the Board, comprising the independent directors reviews the adequacy of internal control.

#### Human Resources/ Industrial Relations Front

The Company fully values the Human Capital and continued to have the cordial and harmonious relations with its employees. The company continues to focus on training employees on a continuous basis. The Company considers the quality of its human resources to be most important asset and constantly endeavors to attract and recruit best possible talent. The company maintains a strong business linkage to all human resource and initiatives.

#### Cautionary Statement

Statements in the Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations, predictions & contains forward looking statements within the meaning of applicable rules and regulations. It contains forward looking statements which are made in good faith based on the information available at the time of its approval. It is believed that the expectations reflected in these statements are reasonable but they may be affected by a number of risks and uncertainties that are inherent in any forward looking statement which could cause actual results to differ materially from those currently anticipated.

## CORPORATE GOVERNANCE REPORT

For the Year 2014-2015

### 1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's policies, practices and philosophy adopted since inception are in line with Corporate Governance. These policies, practices are required periodically to ensure its effective compliance. Good governance facilitates effective management and control of business, maintaining a high level of business ethics and optimizing the value for all its stakeholders. The ultimate objective of the Corporate Governance at Gorani Industries Limited is to enhance Shareholders' value in the long term. A good governance process aims to achieve this by providing long-term visibility of its businesses, ensuring effective relationship with stakeholders, establishing systems that help the Board in understanding risk appetite and monitoring risk at every stage of the corporate evolution process.

#### Board Composition and particulars of Directors

##### Board Composition

The Company's policy is to maintain optimum combination of Executive and Non- Executive Directors. The Board consists of 6 Directors, out of which three are independent Directors. The Board believes that its current composition is appropriate. Composition of the Board and category of Directors are as follows:

Name of Director	Category	No. of Directorships held in other public companies	No. of Memberships of Board Committees held in other Public Companies	No. of Other Board Committees of which Director is a Chairperson
Shri Sanjay Gorani	Promoter and Exe. Director	–	–	–
Shri Anil Gorani	Promoter and Exe. Director	–	–	–
Shri Nakul Gorani	Promoter and Non-Exe. Director	–	–	–
Shri Shyam Sunder Jhawar	Independent and Non-Exe. Director	–	–	–
Shri Sandeep Kumar Jain	Independent and Non-Exe. Director	–	–	–
*Shri Dinesh Kumar Maheshwari	Independent and Non-Exe. Director	–	–	–
*Ms. Rashi Joshi	Independent and Non-Exe. Director	–	–	–

\* Ms. Rashi Joshi has been appointed on 31st July, 2014 and Shri Dinesh Kumar Maheshwari resigned on 31st July, 2014.

**DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT**

➤ Mr. Sanjay Gorani (Holding DIN: 00055531) is liable to retire by rotation and being eligible offers himself for reappointment. Mr. Sanjay Gorani (Holding DIN: 00055531) is a Post Graduate in M.A. (Economics) and also has rich experience in the marketing, operation and working of the company and is being associated with the Company since its inception. He has significantly contributed to its all round growth. Due to his efforts the company has been able to establish its products all over the country and increased its market share. In the changed economic scenario and in the wake of globalization the vast experience and abilities of Mr. Sanjay Gorani has helped the company to realign itself to face the emerging domestic and international challenges. He is also being involved in research, development and designing work in new competitive products.

**2. ATTENDANCE OF EACH DIRECTOR AT BOARD****MEETINGS AND LAST ANNUAL GENERAL MEETING:**

During the year 2014-2015, 4 (Four) Board Meetings were held on 30th May, 2014, 31st July, 2014, 31st October, 2014 and 31st January, 2015.

Name of Director	No. of Board Meeting held	No. of Board Meeting attended	Attendance at last Annual General Meeting
Shri Sanjay Gorani	4	4	Present
Shri Anil Gorani	4	4	Present
Shri Nakul Gorani	4	1	Present
Shri Shayam Sunder Jhawar	4	4	Present
*Shri Dinesh Kumar Maheshwari	1	1	N.A.
Shri Sandeep Kumar Jain	4	4	Present
*Ms. Rashi Joshi	3	3	Present

\*Ms. Rashi Joshi has been appointed on 31st July, 2014 and Shri Dinesh Kumar Maheshwari resigned on 31st July, 2014.

**CODE OF CONDUCT**

The company has laid down the Code of Conduct for all Board members and senior management, annual affirmation from all Board members and senior management personnel with regard to the adherence to the said Code of Conduct drawn are being received and placed before the Board. The Code is applicable to Non-executive Directors including Independent

Directors to such extent as may be applicable to them depending on their roles and responsibilities. The Code gives guidance and support needed for ethical conduct of business and compliance of law. A copy of the Code has been put on the Company's website ([www.goraniindustries.com](http://www.goraniindustries.com)).

**3. INDEPENDENT DIRECTORS**

The Company has complied with the definition of Independence as per Clause 49 of the Listing Agreement and according to the Provisions of section 149(6) Companies Act, 2013. The company has also obtained declarations from all the Independent Directors pursuant to section 149 (7) of the Companies Act, 2013.

**FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

The details of such familiarization programmes for Independent Directors are posted on the website of the Company and can be accessed at <http://www.goraniindustries.com/investors/>

**SEPARATE MEETING OF THE INDEPENDENT DIRECTORS:**

The Independent Directors held a Meeting on 30th January, 2015, without the attendance of Non-Independent Directors and members of Management. All the Independent Directors were present at the meeting. The following issues were discussed in detail:

- I) Reviewed the performance of non-independent directors and the Board as a whole;
- II) Reviewed the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
- III) Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

**4. AUDIT COMMITTEE**

The Audit Committee consists of three Independent Non-executive Directors. The Committee's composition and terms of reference meets with requirements of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The Members of the Committee are well versed in finance matters, accounts, company law and general business practices. The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and Clause 49 of the Listing Agreement.

During the year the Audit Committee was reconstituted in



the Board Meeting held on 31st July, 2014 due to resignation of Mr. Dinesh Kumar Maheshwari (Holding DIN 02424245), who was earlier the member of the Audit Committee.

The composition of the Audit Committee is as under:

- A) Shri Sandeep Kumar Jain - Chairman
- B) Shri Shayam Sunder Jhawar - Member
- C) Ms. Rashi Joshi - Member

**Powers of Audit Committee**

The Audit Committee shall have powers, which should include the following:

- 1. To investigate any activity within its terms of reference.
- 2. To seek information from any employee.
- 3. To obtain outside legal or other professional advice.
- 4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

**Role of the Audit Committee, inter alia, includes the following:**

- 1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- 2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- 3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- 4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
  - b. Changes, if any, in accounting policies and practices and reasons for the same
  - c. Major accounting entries involving estimates based on the exercise of judgment by management
  - d. Significant adjustments made in the financial statements arising out of audit findings
  - e. Compliance with listing and other legal requirements relating to financial statements

- f. Disclosure of any related party transactions
- g. Qualifications in the draft audit report
- 5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- 6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- 7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- 8. Approval or any subsequent modification of transactions of the company with related parties;
- 9. Scrutiny of inter-corporate loans and investments;
- 10. Valuation of undertakings or assets of the company, wherever it is necessary;
- 11. Evaluation of internal financial controls and risk management systems;
- 12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- 13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- 14. Discussion with internal auditors of any significant findings and follow up thereon;
- 15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- 16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- 17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared



dividends) and creditors;

18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
21. Reviewing the following information:
  - Management discussion and analysis of financial condition and results of operations;
  - Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
  - Management letters / letters of internal control weaknesses issued by the statutory auditors;
  - Internal audit reports relating to internal control weaknesses; and
  - The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

During the financial year 2014-2015, 4 (Four) Audit Committee Meetings were held on 30th May, 2014, 30th July, 2014, 30th October, 2014 and 30th January, 2015.

Name of Director	No. of committee Meetings held	No. of committee Meetings attended
Shri Shayam Sunder Jhawar	4	4
*Shri Dinesh Kumar Maheshwari	2	1
Shri Sandeep Kumar Jain	4	4
*Ms. Rashi Joshi	2	2

\*Ms. Rashi Joshi has been appointed on 31st July, 2014 and Shri Dinesh Kumar Maheshwari resigned on 31st July, 2014.

#### 5. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee consists of three independent, Non-executive Directors viz Shri Shayam Sunder Jhawar (Chairman), Shri Sandeep Kumar Jain and Ms. Rashi Joshi as members.

During the year the Nomination and Remuneration Committee was reconstituted in the Board Meeting held on 31st July, 2014 due to resignation of Mr. Dinesh Kumar Maheshwari (Holding DIN 02424245), who was earlier the chairman of the Nomination and Remuneration Committee.

The Committee's composition and terms of reference meets with requirements of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. This Committee shall identify the persons, who are qualified to become Directors of the Company / who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and also shall carry out evaluation of every director's performance. Committee shall also formulate the criteria for determining qualifications, positive attributes, independent of the Directors and recommend to the Board a Policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.

The remuneration policy is directed towards rewarding performance based on review of achievements on a periodical basis. The remuneration policy is in consonance with the existing Industry practice.

During the financial year 2014-2015 meeting of the Nomination and Remuneration Committee was held on 1st October, 2014 and 30th March, 2015, which is attended by all the members of the committee. During the year Rs. 9000.00 was paid as sitting fee to Directors.

Name of Director	No. of committee Meetings held	No. of committee Meetings attended
Shri Shayam Sunder Jhawar	2	2
Shri Sandeep Kumar Jain	2	2
Ms. Rashi Joshi	2	2

#### 6. STAKEHOLDER RELATIONSHIP COMMITTEE

The Committee consists of three Independent, Non-executive Directors viz. Shri Shayam Sunder Jhawar (Chairman), Shri Sandeep Kumar Jain and Ms. Rashi Joshi.

During the year the Stakeholder Relationship Committee was reconstituted in the Board Meeting held on 31st July, 2014 due to resignation of Mr. Dinesh Kumar Maheshwari (Holding DIN 02424245), who was earlier the member of the Stakeholder Relationship Committee.

The Committee's composition and terms of reference meets



with requirements of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Terms of reference of committee includes the following:

1. Oversee and review all matters connected with the transfer of the Company's securities.
2. Approve issue of the Company's duplicate share /debenture certificates.
3. Consider, resolve and monitor redressal of investors' / shareholders' / security holders' grievances related to transfer of securities, non-receipt of Annual Report, non-receipt of declared dividend etc.
4. Oversee the performance of the Company's Registrars and Transfer Agents.
5. Recommend methods to upgrade the standard of services to investors.
6. Monitor implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading.
7. Carry out any other function as is referred by the Board from time to time and / or enforced by any statutory notification / amendment or modification as may be applicable.
8. Perform such other functions as may be necessary or appropriate for the performance of its duties.

The Company has acted upon all valid share transfers received during the year 2014-2015. The Company has not received any complaints during the year.

During the financial year 2014-2015, 4 (Four) Investors' Grievance Committee Meetings were held on 25th April, 2014, 16th July, 2014, 18th October, 2014 and 12th January, 2015.

Name of Director	No. of committee Meetings held	No. of committee Meetings attended
Shri Sandeep Kumar Jain	4	4
Shri Shayam Sunder Jhawar	4	4
*Shri Dinesh Kumar Maheshwari	2	1
*Ms Rashi Joshi	2	2

\*Ms. Rashi Joshi has been appointed on 31st July, 2014 and Shri Dinesh Kumar Maheshwari resigned on 31st July, 2014.

## 7. DIRECTORS' REMUNERATION

The Company's Nomination and Remuneration policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors and for determining the remuneration of Directors, Key Managerial Personnel and other employees are annexed as Annexure I to the Directors' Report.

The Company's remuneration policy is directed towards rewarding performance based on review of achievements periodically. The remuneration policy is in consonance with the existing industry practice.

Remuneration paid to the Managing Director and Chairman cum Whole-time Director during 2014-15:

Name of Director	Salary (Amount in Rs.)	Perquisites & Allowances	Retiral Benefits	Performance Linked Incentive	Total
Sanjay Gorani	6,00,000.00	0.00	0.00	0.00	6,00,000.00
Anil Gorani	6,00,000.00	0.00	0.00	0.00	6,00,000.00

The tenure of office of the Managing Director and Whole time Directors is for five years from their respective dates of appointments.

Sitting fee and commission paid on net profit to Non-Executive Directors:

Name of Non-Executive Director	Sitting fees (Amount in Rs.)	Commission (Amount in Rs.)	Total (Amount in Rs.)
Nakul Gorani	0.00	0.00	0.00
Shayam Sunder Jhawar	3000.00	0.00	3000.00
Sandeep Kumar Jain	3000.00	0.00	3000.00
Rashi Joshi	1500.00	0.00	1500.00
Dinesh Kumar Maheshwari	1500.00	0.00	1500.00

There were no other pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company. The Company has not granted any stock option to any of its Non-Executive Directors.

## 8. PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration Committees.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as





level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Non-executive and Independent Directors was carried out by the entire Board. All the Non-executive and Independent Directors are eminent personalities having wide experience in the field of business, industry and administration. Their presence on the Board is advantageous and fruitful in taking business decisions. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

## 9. GENERAL BODY MEETING

Location and time where last three Annual General Meetings were held are given below:

Financial Year	Date	Location of the Meeting	Time
2013-2014	29.09.2014	At the Registered office of the Company	4.00 P.M.
2012-2013	30.08.2013	At the Registered office of the Company	11.00 A.M.
2011-2012	30.08.2012	At the Registered office of the Company	11.00 A.M.

## 10. DISCLOSURES

There are no materially significant related party transactions made by the Company with its Promoters, Directors or Management, their subsidiaries or relatives, etc. that may have potential conflict with the interest of the Company at large.

The Company has complied with the requirements of regulatory authorities on capital markets and no penalty/stricture was imposed on the Company during the last three years.

## 11. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has a Vigil mechanism and Whistle blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. The reportable matters may be disclosed to the Vigilance Officer which

operates under the supervision of the Audit Committee. Employees may also report to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

## 12. MEANS OF COMMUNICATION

The quarterly, half yearly and full year results were sent to exchanges and official releases were made through press every time. These are not sent individually to the shareholders. There were no presentations made to the institutional investors or analysts.

The Company's website ([www.goraniindustries.com](http://www.goraniindustries.com)) contains a separate dedicated section 'Investor Relations' where shareholders' information is available. The Company's Annual Report is also available in a user-friendly and downloadable form.

The Management Discussion and Analysis Report forms part of the Directors Report.

## 13. GENERAL SHAREHOLDER INFORMATION

### Annual General Meeting:

DATE : 25th September, 2015  
TIME : 4.00 P.M.  
VENUE : At the registered office of the Company at Plot No.32-33, Sector 'F', Industrial Area, Sanwer Road, Indore 452015 (M.P.).

### Financial Calendar

The Company follows April-March as its financial year. The result for every quarter beginning from April is declared in the month following the quarter.

### Dates of Book Closure:

Commencement - 19th September, 2015.  
Ending - 25th September, 2015  
(Both days inclusive)

### Listing on Stock Exchange:

1. The Stock Exchange, Mumbai. (Scrip Code-531608)

### Registrar and Share Transfer Agents:

**Link Intime India Private Limited,**  
C-13, Pannalal Silk Mills Compound,  
L.B.S. Marg, Bhandup (West),  
Mumbai 400078

### Share Transfer System

Gorani Industries has appointed **Link Intime India Private Limited** as its Registrar and Share Transfer Agent. All share transfers and related operations are conducted by **Link**



**Intime India Private Limited.** The Company has constituted an Stakeholder Relationship Committee for redressing shareholders' and investors complaints.

**Market price data**

The monthly high and low Share prices of the Company traded at the Stock Exchange, Mumbai for the Financial Year 2014-15 are as under:

Period	High (Rs.)	Low (Rs.)
April, 2014	-	-
May, 2014	24.75	24.75
June, 2014	-	-
July, 2014	23.90	23.90
August, 2014	-	-
September, 2014	22.75	20.60
October, 2014	-	-
November, 2014	19.60	13.85
December, 2014	13.16	10.45
January, 2015	14.50	9.10
February, 2015	12.64	10.93
March, 2015	-	-

**Dematerialization of Shares**

As on 31st March 2015, 3182400 shares of the company were held in dematerialized form.

**Distribution of Shareholding and its pattern as on 31st March, 2015****Distribution of Shareholding:**

S. No.	Shareholding of Nominal value of Rupees	No. of Share-holders	Share holding %	Share amount in Rupees	Share holding %
1.	Up to 5000	274	20.3869	1168700.00	2.1492
2.	5001 – 10000	759	56.4732	7221080.00	13.2789
3.	10001 – 20000	123	9.1518	2241410.00	4.1218
4.	20001 – 30000	66	4.9107	1731500.00	3.1841
5.	30001 – 40000	28	2.0833	1049040.00	1.9291
6.	40001 – 50000	55	4.0923	2635390.00	4.8462
7.	50001 – 100000	17	1.2649	1368880.00	2.5172
8.	100000 Above	22	1.6369	36964000.00	67.9735
<b>TOTAL</b>		<b>1344</b>	<b>100.0000</b>	<b>54380000.00</b>	<b>100.0000</b>

**Shareholding Pattern:**

S. No.	Category	No. of Shares held	% of Share Holding
A	Promoters & Person acting in Concert	2346500	43.15
B	Banking, Financial Institutions/ Insurance Companies (Central/ State Govt. Institutions Non- Govt. Institutions), Mutual Funds, UTI, Institutional Investors & FIs	99500	1.83
C	Private Corporate Bodies	855699	15.74
D	Indian Public	2135651	39.27
E	NRIs/ OCBs (Foreign Share Holding)650		0.01
<b>Total</b>		<b>5438000</b>	<b>100.00</b>

**Address for Correspondence :**

The Shareholders may address their communications, suggestions, grievances and queries to:

**The Managing Director,**  
Gorani Industries Limited,  
Plot No.32-33, Sector F  
Sanwer Road, Industrial Area  
Indore - 452015 (M.P)



## Compliance with Code of Business Conduct and Ethics

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the year ended March 31, 2015.

Indore  
July 31, 2015

For **Gorani Industries Limited**  
Sanjay Gorani  
(Holding DIN: 00055531)  
Managing Director

## CEO / CFO CERTIFICATION

- a. We have reviewed financial statements and the cash flow statement of the company Gorani Industries Limited for the financial year ended March 31, 2015 and that to the best of our knowledge and belief, we state that:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
  - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
- d. We have indicated to the Auditors and the Audit Committee:
  - (i) that there are no significant changes in internal control over financial reporting during the year;
  - (ii) that there are no significant changes in accounting policies during the year; and
  - (iii) that there are no instances of significant fraud of which we have become aware.

Yours faithfully

**Sanjay Gorani**  
(Holding DIN: 00055531)

**Chandrasekhar Sharma**  
(Chief Financial Officer)  
(Managing Director)

Indore  
July 31, 2015



**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE  
UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

**CERTIFICATE**

To,  
The Members,  
**GORANI INDUSTRIES LIMITED**

We have examined the compliance of conditions of Corporate Governance by Gorani Industries Limited for the year ended 31st March, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our knowledge and according to the information and explanation given to us, and based on representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

As required by the guidance note issued by the Institute of Chartered Accountants of India we have to state that no investor grievances were pending for a period exceeding one month against the Company as per the records maintained by the Shareholders/Investors Grievance Committee and as produced before us.

We further state such compliance is neither an assurance as to the further viability of the Company nor of the efficiency of effectiveness with which the management has conducted the affairs of the Company.

Place : Indore  
Date : July 31, 2015

**For: B.D. Sharda & Co.**  
Chartered Accountant

**B.D. Sharda**  
(Proprietor)



## **INDEPENDENT AUDITOR'S REPORT**

To the Members of  
**Gorani Industries Limited**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of Gorani Industries Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's board of directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("The Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate Accounting Policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Sec 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable

assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2015 and its Profit and its cash flows for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditors Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of Sub-section (11) of Section 143 of the Act, we give in the annexure a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the informations and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.



- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c. The Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014.
- e. On the basis of the written representations received from the directors as on March 31, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164(2) of the Act; and
- f. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us:
  - i. There is no pending litigation which impact the financial position of company and to be included in financial statements;
  - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses; and
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For: **B.D. SHARDA & CO.**  
Chartered Accountants  
Firm Reg. No. 00161C

Place: Indore  
Date : 30/05/2015

**(B.D. SHARDA)**  
Proprietor  
Membership No. 070209

## Annexure to the Auditors' Report

**[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' of our Report of even date to the members of M/s. Gorani Industries Limited on the accounts of the company for the year ended 31st March, 2015]**

On the basis of such checks as we considered appropriate and according to the information and Explanations given to us during the course of our audit, we report that:

- (i) In respect of its fixed assets:
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
  - (b) As explained to us, fixed assets have been physically verified by the management during the year in accordance with the phased programme of verification adopted by the management which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (ii) In respect of its inventory:
  - a) As explained to us, the inventories of finished goods, semi-finished goods, stores, spare parts and raw materials were physically verified at regular intervals by the Management. In case of inventories lying with third parties, certificates of stocks holding have been received.
  - b) In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
  - c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories. The discrepancies noticed on physical verification of stocks as compared to book records were not material and have been properly dealt with in the books of account.



- (iii) In respect of loans, secured or unsecured, granted to the parties covered in register maintained under section 189 of the Companies Act 2013:
- (a) According to the information and explanations given to us, the Company has not granted any loan to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013; and therefore paragraph 3(iii) of the Order is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods. During the course of our Audit, we have not observed any continuing failure to correct major weaknesses in internal control.
- (v) The company has not accepted any deposits from public during the year.
- (vi) As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the Company.
- (vii) In respect of statutory dues:
- (a) According to the records of the company and information and explanations given to us, the Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees State Insurance (ESI), Investor Education and Protection Fund, Income-tax, Tax deducted at sources, Tax collected at source, Professional Tax, Sales Tax, value added tax (VAT), Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it, with the appropriate authorities.
- (b) According to the information and explanations given to us, there were no undisputed amounts payable in respect of Income-tax, Wealth Tax, Custom Duty, Excise Duty, sales tax, VAT, Cess and other material statutory dues in arrears /were outstanding as at 31 March, 2015 for a period of more than six months from the date they became payable.
- (c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under.
- (viii) The accumulated losses of the company are more than 50% of its net worth, as during the year due to change in depreciation calculation method an amount of Rs. 44.51 lacs carrying 9.1% of equity has been debited to the accumulated debit balance in the Reserve & Surplus. However the company has not incurred any Cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to financial institutions and banks.
- (x) In our opinion, and according to the information and the explanation given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions during the year
- (xi) The company has not obtained any term loan during the year, so this para of order is not applicable.
- (xii) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

For: **B.D. SHARDA & CO.**  
Chartered Accountants  
Firm Reg. No. 00161C

Place: Indore  
Date : 30/05/2015

**(B.D. SHARDA)**  
Proprietor  
Membership No. 070209

**BALANCE SHEET AS AT 31<sup>st</sup> MARCH' 2015**

PARTICULARS	Note No.	As at 31/03/2015		As at 31/03/2014	
		Rs.	Rs.	Rs.	Rs.
<b>I. EQUITY AND LIABILITIES</b>					
1. Shareholders' funds					
(a) Share Capital	2	48933000		48933000	
(b) Reserves and Surplus	3	(25786432)	23146568	(23895155)	25037845
<b>2 Non- current liabilities</b>					
(a) Long-term borrowings	4	40813034		41313034	
(b) Other Long-term Liabilities	5	10000	40823034	10000	41323034
<b>3 Current Liabilities</b>					
(a) Short term borrowings	6	7484631		27547	
(b) Trade payables	7	15878953		14474793	
(c) Other current liabilities	8	1501550		977118	
(d) Short term provisions	9	1334260	26199394	1534270	17013728
<b>TOTAL</b>			<b>90168996</b>		<b>83374607</b>
<b>II ASSETS</b>					
<b>1. Non-current assets</b>					
(a) Fixed assets	10				
(i) Tangible assets		14037778		17240036	
(b) Long-term loans and advances	11	399966	14437744	272589	17512625
<b>2. Current assets</b>					
(a) Inventories	12	59380470		51694915	
(b) Trade receivables	13	7254876		11131728	
(c) Cash and Bank Balances	14	7702895		714240	
(d) Short-term loans and advances	15	1393011	75731252	2321099	65861982
<b>TOTAL</b>			<b>90168996</b>		<b>83374607</b>
Significant accounting policies and the accompanying notes are an integral part of these financial statements	1				

For and on behalf of the Board

As per our report of even date  
For **B. D. Sharda & Company**  
Chartered Accountants  
Firm Reg. No. 00161C**(Sanjay Gorani)**  
Managing Director  
DIN :- 00055531**(Anil Gorani)**  
Whole Time Director  
DIN : 00055540**(C.S. Sharma)**  
C.F.O.**(Arpita Jain)**  
Company Secretary**(B. D. Sharda)**  
M.No. 070209Place : Indore  
Date : 30.05.2015



**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDING ON 31<sup>st</sup> MARCH 2015**

PARTICULARS	Note No.	Year Ended 31/03/2015		Year Ended 31/03/2014	
		Rs.	Rs.	Rs.	Rs.
<b>I Revenue from operations:</b>	16				
Gross Sales		69069388		46189065	
Less: Excise Duty		6862622		4040655	
Net Sales		62206766		42148410	
<b>II Other Income</b>	17	30145		387407	
<b>III Total Revenue (I + II)</b>			62236911		42535817
<b>IV Expenses</b>					
Cost of Materials Consumed	18	29720950		25334436	
Purchases of Stock in Trade	19	-		-	
Changes in inventories of finished goods work in progress and Stock-in- trade	20	6872396		(2325320)	
Employee benefits expense	21	12999619		10391654	
Finance Costs	22	268976		65201	
Depreciation and amortization expense	10	1533167		2316111	
Other expenses	23	8282292		6378254	
Total Expense			59677400		42160336
<b>V Profit / (Loss) before tax (III-IV)</b>			<b>2559511</b>		<b>375481</b>
<b>VI Tax expense:</b>					
(1) Current tax		-		-	
(2) Deferred tax		-		-	
<b>VII Profit/(Loss) for the year ( V-VI)</b>			2559511		375481
<b>VIII Earnings per equity share:</b>					
(1) Basic			0.47		0.07
(2) Diluted			0.47		0.07
Significant accounting policies and the accompanying notes are an integral part of these financial statements	1				

For and on behalf of the Board

As per our report of even date  
For **B. D. Sharda & Company**  
Chartered Accountants  
Firm Reg. No. 00161C**(Sanjay Gorani)**  
Managing Director  
DIN :- 00055531**(Anil Gorani)**  
Whole Time Director  
DIN : 00055540**(C.S. Sharma)**  
C.F.O.**(Arpita Jain)**  
Company Secretary**(B. D. Sharda)**  
M.No. 070209Place : Indore  
Date : 30.05.2015

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2015**

(Rs. in Lacs)

PARTICULARS	AS AT 31/03/2015	AS AT 31/03/2014
<b>(A) CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before tax and extra ordinary items	25.60	3.75
Add : Non-Operating/Non-Cash Expenses		
Depreciation	15.33	23.16
Loss on Sale of Fixed Assets	0	0
Interest received	(0.22)	(0.19)
Interest Paid	1.79	0.028
<b>Operating Profit before Working Capital Changes</b>	<b>42.50</b>	<b>26.75</b>
Change in Working Capital		
Increase in Inventories	(76.86)	(137.29)
Decrease/(Increase) in Trade & Other Receivables	38.77	(38.21)
Decrease/(Increase) in Loans & Advances	9.30	(18.15)
Decrease/(Increase) in Other Current Assets	(1.30)	0.16
Increase/(Decrease) in Trade Payable & Other Liabilities	17.29	111.17
<b>Cash Generated from Operation</b>	<b>29.71</b>	<b>(55.56)</b>
FBT Tax Paid	--	--
<b>Cash Flow before Extraordinary Items</b>	<b>29.71</b>	<b>(55.56)</b>
Extraordinary Items		
Prior Year Tax	--	--
<b>Net cash flow from operating activities</b>	<b>29.71</b>	<b>(55.56)</b>
<b>(B) CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(27.82)	(6.25)
Decrease / Increase in Capital WIP	-	-
Sale of Fixed Assets	-	-
Interest Income	0.22	0.19
<b>Net Cash Flow from Investing Activities</b>	<b>(27.60)</b>	<b>(6.06)</b>
<b>(C) CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Calls Unpaid	-	-
Increase/(Decrease) in Short term Borrowings	74.57	0.28
Increase/(Decrease) in Long term Borrowings	(5.00)	40.49
Interest Paid	(1.79)	(0.03)
<b>Net Cash Flow from Financing Activities</b>	<b>67.78</b>	<b>40.74</b>
<b>NET INCREASE / DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>69.89</b>	<b>(20.88)</b>
Cash and Cash Equivalents as at 1st April 2014 (Op. Bal)	7.14	28.02
Cash and Cash Equivalents as at 31st March 2015(Cl. Bal)	77.03	7.14

For and on behalf of the Board

As per our report of even date  
For **B. D. Sharda & Company**  
Chartered Accountants  
Firm Reg. No. 00161C

**(Sanjay Gorani)**  
Managing Director  
DIN :- 00055531

**(Anil Gorani)**  
Whole Time Director  
DIN : 00055540

**(C.S. Sharma)**  
C.F.O.

**(Arpita Jain)**  
Company Secretary

**(B. D. Sharda)**  
M.No. 070209

Place : Indore  
Date : 30.05.2015



## Notes forming part of Financial Statements

CIN- L28121MP1995PLC00917

### Note: 1

#### SIGNIFICANT ACCOUNTING POLICIES

##### 1. SIGNIFICANT ACCOUNTING POLICIES FOLLOWED BY THE COMPANY

###### A] Basis of Accounting:

The financial statements of Gorani Industries Limited have been prepared to comply with the generally accepted accounting principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under historical cost convention on accrual basis. The accounting policies have been consistently applied by the company unless otherwise stated.

###### B] Sales:

The sales of goods are recognized at the point of dispatch of the finished to the customers.

###### C] Income:

The Income is accounted for on accrual basis.

###### D] Fixed Assets:

Fixed Assets are stated at cost. The cost of an asset comprises its purchase price/cost of construction and any directly attributable expenses for bringing the assets to their working condition for its intended use. Expenditure for additions, modifications, improvements and renewals are capitalized and expenditure for maintenance and repairs are charged to the Profit & Loss Account.

###### E] Depreciation:

Depreciation on Fixed Assets has been provided on useful life of the assets as prescribed in the Schedule II to the Companies Act, 2013 on straight line method (SLM). Assets which are purchased, sold or scrapped during the year, depreciation has been provided on pro-rata basis.

###### F] Borrowing Cost:

Borrowing cost that is attributable to the acquisition or construction of qualifying assets is capitalized as part of the cost of such assets. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing cost is recognized as an expense in the period in which they are incurred.

###### G] Foreign Currency Transaction:

The transactions in foreign currencies are recorded at the rate prevailing on the date of the transaction. Monetary items denominated in foreign currency are restated at the rate prevailing on the balance sheet date. Exchange gains/ losses on settlement and on conversion of monetary items denominated in foreign currency are dealt with in the profit and loss account.



**H] Inventories:**

Inventories are stated at the lower of cost or net realizable value. Cost is determined on the basis of FIFO method. The cost of work in progress and finished goods comprise direct material, direct labour, and other direct cost and related production overheads.

**I] Contingent Liabilities:**

Contingent liabilities as defined in Accounting Standard 29 on “Provisions, contingent liabilities and contingent assets” are disclosed by way of notes to the accounts. Disclosure is not made if the possibility of an outflow of future economic benefits is remote. Provision is made if it is probable that an outflow of future economic benefits will be required to settle the obligation.

**J] Retirement Benefits:**

- i] The Company accounts for group gratuity for the eligible employees on the basis of payments to Life Insurance Corporation of India as actuarially determined with reference to agreement between them.
- ii] Leave encashment liability is accounted on actual payment basis as per the rules applicable to the company.
- iii] Company’s contribution to Provident Fund and ESIC are charged to Profit and Loss Account.

**K] Research & Development:**

Capital expenditure on research and development is treated in the same way as expenditure on Fixed Assets. The revenue expenditure on Research & Development is written off in the year in which it is incurred.

**L] Accounting on Taxes:**

Tax Expenses comprises current tax and deferred tax.

Deferred tax is recognized on timing difference being the difference between taxable income and accounting income originate in one period and are capable of reversal in one or more subsequent periods.

Deferred tax assets in respect of unabsorbed depreciation and carry forward losses are recognized if there is virtual certainty that there will be sufficient future taxable income available to realize such losses.

As explained by the management, the brought forward business loss and unabsorbed depreciation are more than timing difference between tax depreciation and book depreciation; therefore the provision as stipulated by AS- 22 is not required. Company shall recognize deferred tax assets in succeeding years only when there is certainty that sufficient taxable income will be available.

**M] Impairment of Fixed Assets:**

The Company on an annual basis makes an assessment of any indicator that may lead to impairment of assets. If any such indication exists, the company estimates the recoverable amount of the assets. If such recoverable amount is less than the carrying amount, then the carrying amount is reduced to its recoverable amount by treating the difference between them, as impairment loss and the same is charged to profit & loss account. Based on the aforesaid review, the Company is of opinion that there is no impairment of any of its fixed assets as at 31st March 2015.

**NOTES FORMING PART OF FINANCIAL STATEMENTS**

Particulars	On 31.03.2015 Rupees	On 31.03.2014 Rupees
<b>NOTE `2'</b>		
<b>SHARE CAPITAL</b>		
<b>-Authorised</b>		
6000000 Equity Shares of Rs. 10/- each [Previous Year : 6000000 Equity Shares of Rs. 10/- each]	60,000,000	60,000,000
<b>-Issued and Subscribed</b>		
* 5438000 Equity Shares of Rs. 10/- each. [Previous Year : 5438000 Equity Shares of Rs. 10/- each]	54,380,000	54,380,000
<b>TOTAL</b>	<b>54,380,000</b>	<b>54,380,000</b>
<b>-Paid up</b>		
5438000 Shares of Rs.10/- each fully paidup Less:- Calls in Arrears on 1142300 Shares	54,380,000 5,447,000	54,380,000 5,447,000
<b>TOTAL</b>	<b>48,933,000</b>	<b>48,933,000</b>

- Reconciliation of Shares:	Nos	Amt(Rs)	Nos	Amt(Rs)
Opening Share Capital	5,438,000	54,380,000	5,438,000	54,380,000
Less: Unpaid Calls		(5,447,000)		(5,447,000)
Closing Share Capital		48,933,000		48,933,000
<b>-List of Share holders having 5% or more Shares (In Nos)</b>				
Name Of Shareholders	In Nos	In %	In Nos	In %
Narendra Kumar Gorani	801,800	14.74	801,800	14.74
Online Appliances Ltd. (Formerly known as Rahu Ketu Finance & Investments Ltd.)	790,600	14.53	790,600	14.53
Sanjay Gorani**	649,300	11.94	649,300	11.94
Shanta Devi Gorani	285,200	5.24	285,200	5.24

\*\* 197500 shares were tranfered before 31.03.2014 but due to process time effect by RTA was given on 04.04.2014

Particulars	On 31.03.2015 Rupees	On 31.03.2014 Rupees	Particulars	On 31.03.2015 Rupees	On 31.03.2014 Rupees
<b>NOTE `3'</b>			<b>NOTE `4'</b>		
<b>RESERVES AND SURPLUS</b>			<b>LONG TERM BORROWINGS</b>		
<b>Surplus (Deficit) in Statement of Profit &amp; Loss</b>			<b>Unsecured</b>		
Opening Balance	(23,895,155)	(24,270,635)	From Directors	9,278,799	9,278,799
Less : Value of assets transferred to retained earning for which useful life has been expired (as per schedule II of the Act)	(4,450,788)	-	From Promoters	31,534,235	32,034,235
Add: Profit/(Loss) During The Year	2,559,511	375,481	(As per Stipulation of the sanction of CC limit by Central Bank of India )		
<b>Closing Balance</b>	<b>(25,786,432)</b>	<b>(23,895,155)</b>	<b>TOTAL</b>	<b>40,813,034</b>	<b>41,313,034</b>



## Gorani Industries Ltd.

Particulars	On 31.03.2015 Rupees	On 31.03.2014 Rupees
<b>NOTE '5'</b>		
<b>OTHER LONG TERM LIABILITIES</b>		
Earnest Money Deposit	10,000	10,000
	<b>10,000</b>	<b>10,000</b>

Particulars	On 31.03.2015 Rupees	On 31.03.2014 Rupees
<b>NOTE '6'</b>		
<b>SHORT TERM BORROWINGS</b>		
<b>- Secured</b>		
Banks- Cash Credit (Repayable on Demand)	7,484,631	27,547
(The working capital loan is secured by a first charge on all the current assets Hypothecation of Stock & Book Debts of the company and by way of second charge on fixed assets loans are also guaranteed by the Directors.)		
	<b>7,484,631</b>	<b>27,547</b>

Particulars	On 31.03.2015 Rupees	On 31.03.2014 Rupees
<b>NOTE '7'</b>		
<b>TRADE PAYABLES</b>		
Outstanding dues of Micro and Small Enterprises	-	-
Total Outstanding dues of Creditors other than Micro and Small Enterprises	15,878,953	14,474,793
<b>TOTAL</b>	<b>15,878,953</b>	<b>14,474,793</b>

### NOTE '10' FIXED ASSETS

DESCRIPTION OF ASSETS	GROSS BLOCK			DEPRECIATION				NET BLOCK	
	AS ON 01.04.2014	ADDITIONS	AS ON 31.03.2015	AS ON 01.04.2014	FOR THE YEAR	TRANSFER TO RESERVE	UPTO 31.3.2015	AS ON 31.03.2015	AS ON 31.03.2014
Lease Hold Land	465016	-	465016	-	-	-	-	465016	465016
Building	17589755	-	17589755	9715010	616381	-	10331391	7258364	7874745
Plant & Machinery	24534385	1,579,534	26113919	18540563	388089	3474205	22402857	3711062	5993822
Dies & Tools	4451315	183,600	4634915	4075410	40390	-	4115800	519115	375905
Office Equipments	763315	-	763315	471046	73877	99303	644226	119089	292269
Laboratory Equipment	312701	-	312701	193497	33334	54201	281032	31669	119204
Electrical Installation	3669318	-	3669318	2878974	96229	573546	3548749	120569	790344
Furniture & Fixture	4673716	41,765	4715481	4652453	3396	9217	4665066	50415	21263
Computer	388884	-	388884	313125	35501	22546	371172	17712	75759
Air Conditioner	278492	-	278492	206722	3797	44852	255371	23121	71770
ETP	715979	-	715979	578153	0	137825	715978	1	137826
Vehicles	2042307	976,797	3019104	1055287	242173	-	1297460	1721644	987020
Fire Fighting Equipments	78261	-	78261	43167	0	35093	78260	1	35094
<b>Total</b>	<b>59963444</b>	<b>2781696</b>	<b>62745140</b>	<b>42723407</b>	<b>1533167</b>	<b>4450788</b>	<b>48707362</b>	<b>14037778</b>	<b>17240036</b>
Previous Year	59337989	625455	59963444	40407296	2316111	-	42723407	17240036	18930693

Note:- Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II. Accordingly the unamortised carrying value is being depreciated / amortised over the revised/ remaining useful lives. The written down value of Fixed Assets whose lives have expired as at 1st April 2014 have been adjusted, in the opening balance of Profit and Loss Account amounting to Rs. 44.51 lacs.



Particulars	On 31.03.2015 Rupees	On 31.03.2014 Rupees
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**NOTE `11'**

**LONG TERM LOANS AND ADVANCES**

(unsecured Considered good)

Security Deposits with Government authorities	373,066	245,689
Security Deposits with Others	26,900	26,900
<b>TOTAL</b>	<b>399,966</b>	<b>272,589</b>

**NOTE `12'**

**INVENTORIES**

(at lower of cost or net realisable value)

Raw Material	38,429,249	23,916,872
Finished Goods	5,035,303	8,668,642
Work In Process	15,676,740	19,017,019
Stock-in-Trade	12,997	12,997
Stores and Spares	124,959	79,385
Scrap	101,222	-
<b>TOTAL</b>	<b>59,380,470</b>	<b>51,694,915</b>

**NOTE `13'**

**TRADE RECEIVABLES**

(unsecured Considered good)

Outstanding for a Period Exceeding Six Months	272,452	580,996
Others	6,982,424	10,550,732
<b>TOTAL</b>	<b>7,254,876</b>	<b>11,131,728</b>

**NOTE `14'**

**CASH AND BANK BALANCES**

Cash and Cash Equivalent	253,635	62,188
Balance In Current Accounts with Scheduled Bank	7,449,260	652,052
<b>TOTAL</b>	<b>7,702,895</b>	<b>714,240</b>

**NOTE `15'**

**SHORT TERM LOANS AND ADVANCES**

(unsecured Considered good)

Advances to Suppliers	633,700	1,748,785
Amount lying with Government Authorities	530,142	472,861
Prepaid Expenses	229,169	99,453
<b>TOTAL</b>	<b>1,393,011</b>	<b>2,321,099</b>

Particulars	On 31.03.2015 Rupees	On 31.03.2014 Rupees
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**NOTE `16'**

**REVENUE FROM OPERATION**

**Sales**

Manufactured Goods	62,206,766	42,148,410
Traded Goods	-	-
<b>TOTAL</b>	<b>62,206,766</b>	<b>42,148,410</b>

**Details of Sales (Manufactured Goods)**

Nutan Stoves	-	-
L.P.G. Stoves	60,327,716	38,150,350
Gas Geysers	1,794,550	1,875,300
Rangehood (Chimney)	84,500	2,122,760
<b>TOTAL</b>	<b>62,206,766</b>	<b>42,148,410</b>

**(Traded Goods)**

Others	--	--
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**NOTE `17'**

**OTHER INCOME**

Interest	22,383	20,190
VAT refund	6,663	-
Sundry balances written off	1,099	-
Foreign exchange gain	-	367,217
<b>TOTAL</b>	<b>30,145</b>	<b>387,407</b>

**NOTE `18'**

**COST OF MATERIAL CONSUMED**

**Raw Materials' Consumed**

Stock at the beginning of the year	23,916,871	12,406,448
Add: Purchases	44,233,327	36,844,860
Less : Stock at the end of the year	(38,429,248)	(23,916,872)
<b>TOTAL</b>	<b>29,720,950</b>	<b>25,334,436</b>

**Details of Raw**

**Material Consumed**

Iron & Steel	6,559,794	6,325,695
Other Raw Materials	247,890	144,966
Components & Stores	20,079,090	15,756,540
Packing Materials	2,834,176	3,107,235
<b>TOTAL</b>	<b>29,720,950</b>	<b>25,334,436</b>



# Gorani Industries Ltd.

Particulars	On 31.03.2015 Rupees	On 31.03.2014 Rupees
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**NOTE `19'****PURCHASE OF STOCK IN TRADE**

Purchases of Trading Goods	-	-
<b>TOTAL</b>	<b>-</b>	<b>-</b>

**Details of Trading Goods Purchased**

Glue	-	-
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**NOTE `20'****Change in Inventories****Inventories at the Beginning of the Year**

Work-in Process	19,017,019	19,866,473
Finished Goods	8,668,642	5,493,869
Traded Goods	12,997	12,997
Scrap	-	-
	<u>27,698,658</u>	<u>25,373,339</u>

**Less: Inventories at the End of the Year**

Work-in-Process	15,676,740	19,017,019
Finished Goods	5,035,303	8,668,642
Traded Goods	12,997	12,997
Scrap	101,222	-
	<u>20,826,262</u>	<u>27,698,659</u>

Decrease / ( Increase ) in Stock	<u>6,872,396</u>	<u>(2,325,320)</u>
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**NOTE `21'****EMPLOYEE BENEFITS EXPENSES**

Salaries, Wages, Bonus etc.	9,322,337	7,047,372
Contribution to PF, ESIC &	1,923,193	1,400,464
Other Statutory Funds		
Workmen and Staff Welfare Expenses	554,089	743,818
Director Remuneration	1,200,000	1,200,000
<b>TOTAL</b>	<b><u>12,999,619</u></b>	<b><u>10,391,654</u></b>

**NOTE `22'****FINANCE COSTS****Interest Expense**

Bank Charges	89,885	62,357
Interest Expenses	179,091	2,844
<b>TOTAL</b>	<b><u>268,976</u></b>	<b><u>65,201</u></b>

Particulars	On 31.03.2015 Rupees	On 31.03.2014 Rupees
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**NOTE `23'****OTHER EXPENSES****Direct Expenses**

Consumptions Of Store and Spares	413,150	453,318
Power and Fuel	2,957,146	1,990,422
Freight on Purchases	37,996	434,915
Repairs To - Plant & Machinery	336,417	195,713
Repairs To - Dies	159,807	253,436
Repairs To - Electric	70,826	61,159
Entry Tax	415,659	268,165
Laboratory Expenses	18,264	26,400
Other Factory Expenses	51,848	45,889
Import Expenses	-	273,958
<b>SUB TOTAL</b>	<b><u>4,461,113</u></b>	<b><u>4,003,375</u></b>

**Administrative and Other Expenses**

Insurance	66,363	62,376
Rent, Rates and Taxes	132,190	169,492
Office Expenses	24,910	46,428
ISO 9000 & Certification	7,303	30,337
Legal & Professional Charges	403,170	133,665
Books & Periodicals	4,980	2,696
Building Maintenance	-	14,653
Share listing Demat & Registrar Exp.	172,158	108,435
Postage & Courier	18,249	70,316
Telephone Expenses	166,893	164,158
Stationery & Printing	82,502	48,008
Travelling & Conveyance	102,486	55,421
Payment to Auditors:		
For Statutory Audit	40,000	40,000
For Tax Audit	5,000	5,000
For Others	18,000	28,000
Director Sitting Fees	9,000	9,000
Registration & Fees	96,168	97,184
Vehicle Running & Maintenance	66,932	57,743
CST for 11-12 (on assessment)	31,774	-
Sundry balances written off	-	2,046
<b>SUB TOTAL</b>	<b><u>1,448,078</u></b>	<b><u>1,144,958</u></b>





Particulars	On 31.03.2015 Rupees	On 31.03.2014 Rupees
Selling & Distribution Expenses		
Advertisement & Publicity	62,530	25,237
Marking Fee	38,200	38,200
Foreign Exchange Loss	97,510	-
Frieght expenses on consignment	1,063,000	642,980
Commission on consignment sales	1,111,861	523,504
<b>SUB TOTAL</b>	<b>2,373,101</b>	<b>1,229,921</b>
<b>TOTAL</b>	<b>8,282,292</b>	<b>6,378,254</b>

**Note: 24 Earnings Per Share :**

The basic earning per share and diluted earning per share are calculated as under :-

	2014-2015	2013-2014
i] Net Profit as per Profit & Loss		
Account available for Equity		
Share holders.	Rs. 2559511	375481
ii] Weighted average number of Equity		
Share for Earning per Share Computation		
A] For Basic Earnings per		
Share (No.)	5438000	5438000
B] For Diluted Earning per		
Share (No.)	5438000	5438000
iii] Earning per Share for Basic & Diluted	Rs. 0.47	Rs. 0.07

**Note: 25 Segment Reporting Policies**

Identification of segments:

**a] Primary Segments**

Business segment: The Company has only one segment of Home Appliances and the products considered as part of the segment are LPG Stove, Range hood (Chimney) and Gas Geysers. Since inherent nature of all activities of the company is governed by the same set of risks and returns and also all the products are falling in the same category in trade parlance therefore as per the guidelines of the AS-17 no primary segment is reporting required for the year.

**b] Secondary Segment**

Geographical Segment: The analysis of geographical segment is based on the geographical location of the customers. The following is the distribution of the Company's consolidated sales by geographical market:-

Sales to Domestic Market (Mfg)	Rs. 6,22,06,766/-	4, 21, 48,410/-
Sales to Domestic Market (Trd)	Rs. ---	---
Sales to Overseas Market	---	---
	Rs.6,22,06,766/-	4,21,48,410/-

**Note: 26 Disclosure of Related party /Related Party Transactions**

**Name of the related parties and relationship**

**(a) Associates Companies**

M/s Blow Hot Kitchen Appliances Private Limited.  
M/s Indore Paper Krafters Pvt. Ltd.  
M/s Valor Hitech Pvt. Ltd.

**(b) Key Management Personnel and their relatives**

Mr. Sanjay Gorani	Managing Director
Mr. Anil Gorani	Whole Time Director
Mr. Nakul Gorani	Director
Mr. Narendra Gorani	Relative of Director
Mrs. Manju Gorani	Relative of Director
Mr. C.S.Sharma	CFO

**(c) The transactions entered into with the related parties during the year along with related balances as at 31st march 2015 are as under:**

NATURE OF TRANSACTION	RELATED PARTIES REFERED ABOVE IN	
	(a)	(b)
RENT	36,000	
	(36,000)	-
LOAN TAKEN	-	-
		(40,48,999)
AMOUNT OUTSTANDING AS AT 31.03.2015	-	4,08,13,034
		(4,13,13,034)
MANAGERIAL REMUNERATION	-	12,00,000
		(12,00,000)

**Note: 27**

Contingent Liabilities

Estimated amount of contracts remaining to be executed on capital account and not provided for Rs. Nil. (Previous Year Rs. NIL)

**Note: 28**

In the opinion of the management and to the best of their knowledge and belief the value of realization of current assets, loans and advances in the ordinary course of business will not be less than the amount at which they are stated in the balance sheet. No provision has been made for the long outstanding debtors considered doubtful because it is still under negotiation stage.

**Note: 29**

Additional Information pursuant to provisions of paragraph 5 (VIII) of part II of schedule III to the companies act as certified by the Directors:

**a) Details of Imported and Indigenous Raw Material, Stores & Spares Consumed:**

	Current	Year	Previous	Year
Imported	2,02,02,006	67.04%	1,57,56,540	61.10%
Indigenous	99,32,095	32.96%	1,00,31,214	38.90%
	<b>3,01,34,101</b>	<b>100.00%</b>	<b>2,57,87,754</b>	<b>100.00%</b>

	Current Year	Previous Year
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**b) Value of Imports Calculated on CIF Basis:**

Raw Material\Components	2,00,65,393	1,54,42,063
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**c) Expenditure in Foreign Currency**

Foreign Travelling	0	0
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**d) Earning in Foreign Exchange:**

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**Note: 30**

The Balances in the accounts of debtors, creditors, loans, advances and others are subject to confirmation and reconciliation. But no confirmation is called in last year by the company.

**Note: 31**

The previous year figures have been regrouped / reclassified, wherever necessary to confirm to the current year figures.

For and on behalf of the Board

As per our report of even date  
For **B. D. Sharda & Company**  
Chartered Accountants  
Firm Reg. No. 00161C

**(Sanjay Gorani)**  
Managing Director  
DIN :- 00055531

**(Anil Gorani)**  
Whole Time Director  
DIN : 00055540

**(C.S. Sharma)**  
C.F.O.

**(Arpita Jain)**  
Company Secretary

**(B. D. Sharda)**  
M.No. 070209

Place : Indore

Date : 30.05.2015



**ATTENDANCE SLIP ATTENDANCE SL**

**Form No. MGT-11**

**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**CIN:** L28121MP1995PLC009170

**Name of the company:** Gorani Industries Limited

**Registered office:** 32-33, Sector-F, Sanwer Road, Indore (M.P.)-452015

Name of the Member(s):
Registered Address:
E-mail Id:
Folio No/Client Id:
DP ID:

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

- |                                  |                                  |                                  |
|----------------------------------|----------------------------------|----------------------------------|
| 1. Name: .....                   | 2. Name: .....                   | 3. Name: .....                   |
| Address:                         | Address:                         | Address:                         |
| E-mail Id:                       | E-mail Id:                       | E-mail Id:                       |
| Signature: ....., or failing him | Signature: ....., or failing him | Signature: ....., or failing him |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twentieth Annual General Meeting/ Extraordinary general meeting of the Company, to be held on the 25th day of September, 2015 At 04.00. p.m. at Plot No.32-33, Sector 'F' Sanwer Road, Industrial Area, Indore (M.P.).and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTIONS	
1.	Consider and adopt Audited Financial Statement, reports of the Board of Directors and Auditors thereon.
2.	Appointment of Mr. Sanjay Gorani (Holding DIN 00055531) who retires by rotation and being eligible, offers himself for reappointment.
3.	Appointment of Auditor and Fixing their remuneration.
4.	Increase in remuneration of Mr. Sanjay Gorani (Holding DIN 00055531), Managing Director of the Company..

Signed this ..... day of ..... 20.....

Signature of shareholder

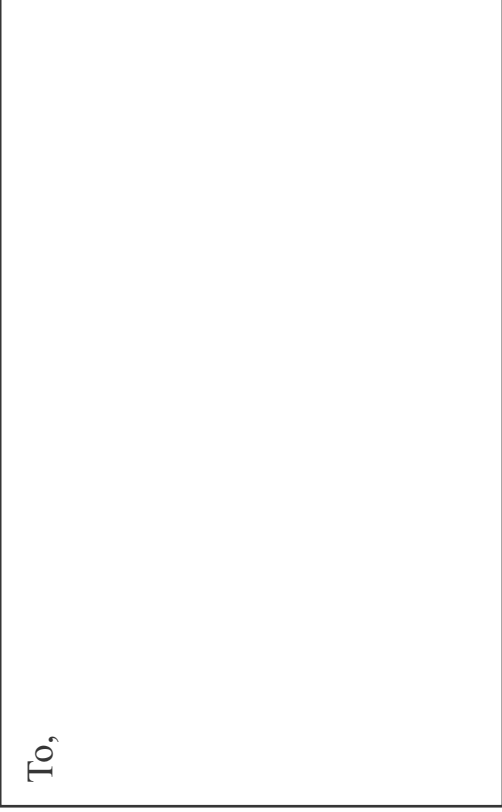
Signature of Proxy holder(s)

Affix a Re. 1 Revenue Stamp
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**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

**BOOK - POST**

To,



*If Undelivered, please return to*  
**Gorani Industries Ltd.**  
Reg. Office : Plot No. 32-33, Sectr F,  
Sanwer Road, Industrial Area, INDORE - 452 015 (M.P.)