

Registered Office :
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Corporate Office :
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Date:07.04.2021

To,
Department of Corporate Services
BSE Limited,
Ground Floor, PJ Towers,
Dalal Street Fort,
Mumbai-400001

To,
Metropolitan Stock Exchange of India Limited
Vibgyor Towers, 4th Floor, Plot no.C62, G-block,
Opp. Trident Hotel, BandraKurla Complex,
Bandra(E)
Mumbai-400098(India)

To,
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata-700001

BSE Script Code:538787

MCX Script Code: GBFL

CSE Script Code:17407

Sub: Quarterly Compliance Report on Corporate Governance for the quarter and Year ended 31st March, 2021.

Dear Sir,

Pursuant to Regulation 27 clause (2) of SEBI Listing regulation,2015 (LODR), we are enclosing herewith the quarterly Compliance Report on Corporate Governance for the quarter and year ended 31st March, 2021.

Kindly acknowledge the same.

Thanking You.

For Goenka Business & Finance Ltd.

FOR GOENKA BUSINESS & FINANCE LTD

D.A. Solanki

COMPANY SECRETARY / AUTHORISED SIGNATORY

Dharmik Solanki
Company Secretary & Compliance Officer



General information about company

Scrip code	538787
NSE Symbol	
MSEI Symbol	GBFL
ISIN	INE997C01015
Name of the entity	Goenka Business & Finance Ltd
Date of start of financial year	01-04-2020
Date of end of financial year	31-03-2021
Reporting Quarter	Yearly
Date of Report	31-03-2021
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

No

Whether Chairperson is related to MD or CEO

No

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	YASIN ABDUL SATTAR GORI	AXFPG5425P	08221979	Executive Director	Not Applicable		21-11-1989	NA		19-09-2018				1	0	2	0		
2	Mr	SHAILESH RAMNIKLAL CHANDARANA	ACKPC2951J	00798567	Non-Executive - Independent Director	Not Applicable		19-06-1957	NA		29-01-2019		01-01-2021	0	0	0	0	0		
3	Ms	BINALIBEN NIMESHKUMAR SHARMA	KFJPS5908P	08372549	Non-Executive - Independent Director	Not Applicable		02-12-1990	NA		29-01-2019		01-01-2021	0	0	0	0	0		
4	Mr	Bhavikkumar S Prajapat	ALTPP4674R	08480627	Executive Director	Not Applicable		08-09-1980	NA		30-05-2019				1	0	0	0		

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of Chairperson in Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)
5	Mr	PRIYANK VITTHALBHAI PRAJAPATI	ANRPP5551F	00023853	Non-Executive - Independent Director	Not Applicable		30-11-1983	NA		01-07-2020			0	0	0	0	0
6	Ms	YESHA YATISHBHAI SHAH	ENSPS6756L	08802522	Non-Executive - Independent Director	Not Applicable		11-09-1994	NA		01-01-2021			60	2	2	4	0
7	Mr	DARSHIL HEMENDRAKUMAR SHAH	BYHPS3635P	09013533	Non-Executive - Independent Director	Not Applicable		25-06-1989	NA		01-01-2021			60	1	1	1	1
8	Mr	NIGAMBHAI GOVINDBHAI SATHAVARA	DHLPS7078R	09016786	Non-Executive - Independent Director	Not Applicable		04-05-1988	NA		01-01-2021			60	1	1	1	1

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08372549	BINALIBEN NIMESHKUMAR SHARMA	Non-Executive - Independent Director	Chairperson	29-01-2019	01-01-2021	
2	00798567	SHAILESH RAMNIKLAL CHANDARANA	Non-Executive - Independent Director	Member	14-08-2019	01-01-2021	
3	08221979	YASIN ABDUL SATTAR GORI	Executive Director	Member	29-01-2019		
4	09016786	NIGAMBHAI GOVINDBHAI SATHAVARA	Non-Executive - Independent Director	Chairperson	01-01-2021		
5	08802522	YESHA YATISHBHAI SHAH	Non-Executive - Independent Director	Member	01-01-2021		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00798567	SHAILESH RAMNIKLAL CHANDARANA	Non-Executive - Independent Director	Chairperson	14-08-2019	01-01-2021	
2	08372549	BINALIBEN NIMESHKUMAR SHARMA	Non-Executive - Independent Director	Member	29-01-2019	01-01-2021	
3	00023853	PRIYANK VITTHALBHAI PRAJAPATI	Non-Executive - Independent Director	Member	01-07-2020	01-01-2021	
4	08802522	YESHA YATISHBHAI SHAH	Non-Executive - Independent Director	Chairperson	01-01-2021		
5	09016786	NIGAMBHAI GOVINDBHAI SATHAVARA	Non-Executive - Independent Director	Member	01-01-2021		
6	09013533	DARSHIL HEMENDRAKUMAR SHAH	Non-Executive - Independent Director	Member	01-01-2021		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00023853	PRIYANK VITTHALBHAI PRAJAPATI	Non-Executive - Independent Director	Chairperson	01-07-2020	01-01-2021	
2	08372549	BINALIBEN NIMESHKUMAR SHARMA	Non-Executive - Independent Director	Member	29-01-2019	01-01-2021	
3	08221979	YASIN ABDUL SATTAR GORI	Executive Director	Member	29-01-2019		
4	09013533	DARSHIL HEMENDRAKUMAR SHAH	Non-Executive - Independent Director	Chairperson	01-01-2021		
5	08802522	YESHA YATISHBHAI SHAH	Non-Executive - Independent Director	Member	01-01-2021		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1**Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	10-11-2020				Yes	5	3
2		01-01-2021	51		Yes	3	1
3		12-02-2021	41		Yes	5	3

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	10-11-2020				Yes	3	2
2	Audit Committee	12-02-2021	93			Yes	3	2
3	Nomination and remuneration committee	01-01-2021				Yes	3	3
4	Nomination and remuneration committee	12-02-2021				Yes	3	3
5	Stakeholders Relationship Committee	12-02-2021				Yes	3	2

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

Annexure 1**VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	DHARMIK SOLANKI
2	Designation	Company Secretary and Compliance Officer

Annexure II**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		http://www.goenkabusinessfinancelimited.in/about.html
2	Terms and conditions of appointment of independent directors	Yes		http://www.goenkabusinessfinancelimited.in/policies.html
3	Composition of various committees of board of directors	Yes		http://www.goenkabusinessfinancelimited.in/committees.html
4	Code of conduct of board of directors and senior management personnel	Yes		http://www.goenkabusinessfinancelimited.in/code.html
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://www.goenkabusinessfinancelimited.in/policies.html
6	Criteria of making payments to non-executive directors	Yes		http://www.goenkabusinessfinancelimited.in/policies.html
7	Policy on dealing with related party transactions	Yes		http://www.goenkabusinessfinancelimited.in/policies.html
8	Policy for determining 'material' subsidiaries	Yes		http://www.goenkabusinessfinancelimited.in/policies.html
9	Details of familiarization programmes imparted to independent directors	Yes		http://www.goenkabusinessfinancelimited.in/id.html

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://www.goenkabusinessfinancelimited.in/investor.html
11	email address for grievance redressal and other relevant details	Yes		http://www.goenkabusinessfinancelimited.in/investor.html
12	Financial results	Yes		http://www.goenkabusinessfinancelimited.in/financial.html
13	Shareholding pattern	Yes		http://www.goenkabusinessfinancelimited.in/share.html
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	NA		
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	NA		
21	Materiality Policy as per Regulation 30	Yes		http://www.goenkabusinessfinancelimited.in/policies.html
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		http://www.goenkabusinessfinancelimited.in/policies.html
23	It is certified that these contents on the website of the listed entity are correct	NA		

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	NA	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	NA	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II

1	Name of signatory	DHARMIK SOLANKI
2	Designation	Company Secretary and Compliance Officer

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

Annexure II

1	Name of signatory	DHARMIK SOLANKI
2	Designation	Company Secretary and Compliance Officer

Signatory Details

Name of signatory	DHARMIK SOLANKI
Designation of person	Company Secretary and Compliance Officer
Place	AHMEDABAD
Date	07-04-2021

