

Registered Office :
18, Rabindra Sarani Poddar Court,
Gate No.4, 2nd Floor, Room No. 17,
Kolkata-700001. 📞 +91 90514668474

Corporate Office :
9, Sadguru Complex, 4th Floor,
Shivranjani Croos Road, Setellite,
Ahmedabad - 380015. 📞 +91 9978622878

Date:08.10.2020

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 half year ended 30th September, 2020.

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 half year ended 30th September, 2020.

Kindly acknowledge the same.

Thanking You.

For Goenka Business & Finance Ltd.

FOR GOENKA BUSINESS & FINANCE LTD

D.R. 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 | Half Yearly |
| Date of Report | 30-09-2020 |
| 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 | | | | | | | | | | | | | | | | | | | | | |
| Wether 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 | | | 0 | 1 | 0 | 2 | 0 | | | |
| 2 | Mr | SHAILESH RAMNIKLAL CHANDARANA | ACKPC2951J | 00798567 | Non-Executive - Independent Director | Not Applicable | | 19-06-1957 | NA | | 29-01-2019 | | | 60 | 1 | 1 | 1 | 0 | | | |
| 3 | Mrs | BINALIBEN NIMESHKUMAR SHARMA | KFJPS5908P | 08372549 | Non-Executive - Independent Director | Not Applicable | | 02-12-1990 | NA | | 29-01-2019 | | | 60 | 1 | 1 | 2 | 1 | | | |
| 4 | Mr | Bhavikkumar S Prajapati | ALTTP4674R | 08480627 | Executive Director | Not Applicable | | 08-09-1980 | NA | | 30-05-2019 | | | 0 | 1 | 0 | 0 | 0 | | | |

| I. Composition of Board of Directors | | | | | | | | | | | | | | | | | | |
|--|-----------------|-------------------------------|------------|----------|--|-------------------------|-------------------------|---------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|---|
| Disclosure of notes on composition of board of directors explanatory | | | | | | | | | | | | | | | | | | |
| Wether 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 Audit/ Stakeholder Committee(s) held in this listed entity (Refer Regulation 26(1) of Listing Regulations) |
| 5 | Mr | PRIYANK VITTHALBHAI PRAJAPATI | ANRPP5551F | 00023853 | Non-Executive - Non Independent Director | Not Applicable | | 30-11-1983 | NA | | 01-07-2020 | | | 36 | 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 | | |
| 2 | 00798567 | SHAILESH RAMNIKLAL CHANDARANA | Non-Executive - Independent Director | Member | 14-08-2019 | | |
| 3 | 08221979 | YASIN ABDUL SATTAR GORI | Executive Director | Member | 29-01-2019 | | |

| 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 | | |
| 2 | 08372549 | BINALIBEN NIMESHKUMAR SHARMA | Non-Executive - Independent Director | Member | 29-01-2019 | | |
| 3 | 00023853 | PRIYANK VITTHALBHAI PRAJAPATI | Non-Executive - Non Independent Director | Member | 01-07-2020 | | |

| 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 - Non Independent Director | Chairperson | 01-07-2020 | | |
| 2 | 08372549 | BINALIBEN NIMESHKUMAR SHARMA | Non-Executive - Independent Director | Member | 29-01-2019 | | |
| 3 | 08221979 | YASIN ABDUL SATTAR GORI | Executive Director | Member | 29-01-2019 | | |

| 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 | 30-06-2020 | | | | Yes | 4 | 2 |
| 2 | | 31-07-2020 | 30 | | Yes | 5 | 3 |
| 3 | | 28-08-2020 | 27 | | Yes | 4 | 2 |
| 4 | | 15-09-2020 | 17 | | Yes | 4 | 2 |

| 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 | 30-06-2020 | | | | Yes | 3 | 2 |
| 2 | Audit Committee | 31-07-2020 | 30 | | | Yes | 3 | 2 |
| 3 | Audit Committee | 15-09-2020 | 45 | | | 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 III | | | | |
|--------------------------------------|--|--------------------------------------|-------------------------------|--|
| III. Affirmations | | | | |
| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is “No” details of non-compliance may be given here. |
| 1 | Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes | |
| 2 | Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes | |
| 3 | Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | Yes | |
| 4 | Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting | 20(3) | Yes | |
| 5 | Whether “Corporate Governance Report” disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes | |
| Any other information to be provided | | | | |

| Annexure III | | |
|--------------|-------------------|--|
| 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 | 08-10-2020 |

