



GOENKA BUSINESS & FINANCE LTD.

8 GANESH CHANDRA AVENUE, 2ND FLOOR, KOLKATA - 700 013

Phone : 033 3254 9616, Email : goenkabusiness1987@gmail.com

Website : www.goenkabusinessfinancelimited.in

CIN : L67120WB1987PLC042960

Disclosure in terms of Clause 35A of the Listing Agreement in relation to 28th Annual General Meeting of
M/s. Goenka Business & Finance Limited

- Date of the AGM : Tuesday, 29th September, 2015
- Total number of shareholders as on Book Closure : As of Cut off date i.e. 22nd Sept, 2015
807
- No. of shareholders present in the meeting either in person or through proxy:
Promoters and Promoter Group : 1
Public : 17
- No. of Shareholders attended the meeting through Video Conferencing
Promoters and Promoter Group : Not Applicable
Public : Not Applicable

5. Item No. 1 – Ordinary Resolution

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015, the Audited Statement of Profit & Loss of the Company for the financial year ended on that date and Reports of Auditors and Directors thereon.

Mode of Voting : E-Voting and Poll

Promoter/ Public	No. of Shares held (1)	Mode of Voting	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in Favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter	19,38,000	E- voting	1938000	100	1938000	-	100	-
		Poll	-	-	-	-	-	-
Public	1,10,62,100	E- voting	32,87,709	29.72	32,87,709	-	100	-
		Poll	7,13,687	6.45	7,13,687	-	100	-
Total	1,30,00,100		59,39,396	45.69%	59,39,396	0	100%	0%

6. Item No. 2 – Ordinary Resolution

To appoint a Director in place of Mr. Manish Dalmia (DIN – 05155708), who retires by rotation and being eligible, offers himself for re-appointment.

Mode of Voting : E-Voting and Poll

Promoter/ Public	No. of Shares held (1)	Mode of Voting	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in Favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter	19,38,000	E- voting	1938000	100	1938000	-	100	-
		Poll	-	-	-	-	-	-
Public	1,10,62,100	E- voting	32,87,709	29.72	32,87,709	-	100	-
		Poll	7,13,687	6.45	7,13,687	-	100	-
Total	1,30,00,100		59,39,396	45.69%	59,39,396	0	100%	0%



7. Item No. 3 – Ordinary Resolution

To appoint M/s. K AGARWAL & CO., Chartered Accountants, as the Statutory Auditors of the Company to hold office from conclusion of this Annual General Meeting upto the conclusion of the AGM held in the year, 2016 of the Company at a remuneration to be decided by the Board in consultation with the Auditors.

Mode of Voting : E-Voting and Poll

Promoter/ Public	No. of Shares held (1)	Mode of Voting	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in Favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter	19,38,000	E- voting	1938000	100	1938000	-	100	-
		Poll	-	-	-	-	-	-
Public	1,10,62,100	E- voting	32,87,709	29.72	32,87,709	-	100	-
		Poll	7,13,687	6.45	7,13,687	-	100	-
Total	1,30,00,100		59,39,396	45.69%	59,39,396	0	100%	0%

8. Item No. 4 – Special Business:

To appoint of Ms Sunitha Gupta (DIN-07133097) as an Independent Director for a term of five years.
(Ordinary Resolution)

Mode of Voting : E-Voting and Poll

Promoter/ Public	No. of Shares held (1)	Mode of Voting	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in Favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter	19,38,000	E- voting	1938000	100	1938000	-	100	-
		Poll	-	-	-	-	-	-
Public	1,10,62,100	E- voting	32,87,709	29.72	32,87,709	-	100	-
		Poll	7,13,687	6.45	7,13,687	-	100	-
Total	1,30,00,100		59,39,396	45.69%	59,39,396	0	100%	0%

Based on the abovementioned details, the Resolution No. 1 to 4 were passed with an absolute majority at the Annual General Meeting of the Company by way of poll and E-Voting.

Annexure A: Scrutinizer's Report

For Goenka Business & Finance Limited

Manish Dalmia

Manish Dalmia

Chairman

DIN NO. 05155708

Date: 29th September, 2015

Place: Kolkata



Jagannath Kar

Company Secretaries

7A, Bentick Street,

Old Wing, 2nd Floor

Kolkata- 700001

West Bengal

Phone - 9831918896

E-Mail: jagannathcs@hotmail.com

SCRUTINIZER'S REPORT ON REMOTE E-VOTING & POLL

To,
The Chairman
28th Annual General Meeting of the Equity Shareholders of
Goenka Business & Finance Limited
held on 29th September, 2015 at 12.30 p.m.
at 8, Ganesh Chandra Avenue, 2nd Floor
Kolkata - 700 013

Sub: Scrutinizer's Report on the "Remote E-Voting" and "Voting through Ballot at their meeting", in respect of the resolutions contained in the Notice of the 28th Annual General Meeting of Goenka Business & Finance Limited, held at 8, Ganesh Chandra Avenue, 2nd Floor, Kolkata-700 013 on 29th September, 2015 at 12.30 P.M.

Dear Sir,

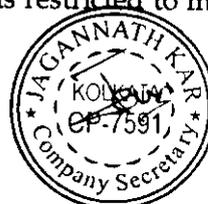
I have been appointed as a Scrutinizer by the Board of Directors M/s. **Goenka Business & Finance Limited** (the Company), in terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 and pursuant to clause 35B of the Listing Agreement with Stock Exchanges to carry out the scrutiny of the Remote E-Voting and Voting through Ballot at the said Annual General Meeting for and in respect of all the 4 resolutions, as mentioned herein below and as contained in the Notice of the said Annual General Meeting ("said AGM", here in after).

In E-voting, members had to vote by logging on to www.evotingindia.com and following the procedure laid down in the notice dated 24th August 2015. The E-voting period commenced on 26th September, 2015 (9.00 am) and ends on 28th September, 2015 (5.00 pm).

In terms of the aforesaid Notice, members were required to convey their assent or dissent, as the case may be, electronically on e-voting platform provided by CDSL, before 5 PM on 28th September, 2015 in respect of Resolution(s) as set out therein.

The e-voting modules were provided by CDSL. Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on 22nd September, 2015 were allowed to cast their vote electronically. The voting rights of shareholders were in proportion to their shares of the paid up equity share capital of the Company as on cut-off date of 22nd September, 2015. In terms of the said Notice, votes cast through evoting form were considered valid.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 28th Annual General Meeting of the members of the Company. My responsibility as a Scrutinizer for the Remote e-voting process and for poll at the AGM is restricted to make a Scrutinizer's Report of



the votes cast in 'favour' or in 'against' the resolutions stated above, based on the reports generated from the e-voting system provided by CDSL the authorised agency engaged by the Company to provide e-voting facility for e-voting and report on poll conducted at the AGM.

As requested by the Management, I submit herewith comprehensive report on the results of the Remote E-voting together with that of Poll as under:-

Item no. of notice	Particulars of Business	Votes in Favour of the Resolution		Votes against the resolution		Invalid Votes
		No. of Votes	% of total number of valid votes	No. of Votes	% of total number of valid votes	No. of Votes
Item No.1 of the Notice (as an ordinary Resolution) To receive, consider and adopt the Audited Balance Sheet of the Company as at 31 st March, 2015 and the Statement of Profit and Loss for the year ended on that date together with the Reports of Auditors and Directors thereon.	E-Voting	5225709	100	0	0	0
	Poll	713687	100	0	0	0
	TOTAL	5939396	100	0	0	0
Item No.2 of the Notice (as an ordinary Resolution) Appointment of Director in place of Mr. Manish Dalmia who retire by rotation and being eligible, offers himself for re-appointment.	E-Voting	5225709	100	0	0	0
	Poll	713687	100	0	0	0
	TOTAL	5939396	100	0	0	0
Item No.3 of the Notice(as an ordinary Resolution) To appoint K AGARWAL & Co., Chartered Accountants as	E-Voting	5225709	100	0	0	0
	Poll	713687	100	0	0	0



auditors of the Company and to fix their remuneration.	TOTAL	5939396	100	0	0	0
Item No.4 of the Notice(as an ordinary Resolution)	E-Voting	5225709	100	0	0	0
Appointment of Ms. Sunitha Gupta (DIN: 07133097) as an Independent Director for a term of five years.	Poll	713687	100	0	0	0
	TOTAL	5939396	100	0	0	0

All the resolutions stand passed with requisite majority.

Thanking You,
Yours faithfully,

For **JAGANNATH KAR**
Company Secretary

Date: 30/09/2015
Place: Kolkata



Jagannath Kar
JAGANNATH KAR
Proprietor
C.P. No.: 7591