



**Aanal Satyawadi & Co.
Company Secretary**

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SCRUTINIZER'S REPORT

To,

The Chairman,

Goenka Business & Finance LTD

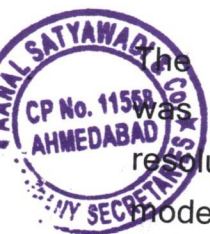
18, Rabindra Sarani, Poddar Court,

Gate No. 4, 2nd Floor, Room No.17,

Kolkata Wb 700001.

Subject : Scrutinizer's Report on E-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2016 at the 33rd Annual General Meeting of M/s. Goenka Business & Finance LTD held on Wednesday, the 30th day of September, 2020 at 1:30 P.M through video conferencing ('VC') / other audio visual means ('OAVM').

I, Aanal Satyawadi, a Company Secretary in practice, have been appointed by the Board of Directors of M/s. Goenka Business & Finance LTD (the Company) as a Scrutinizer for the purpose of scrutinizing the e-voting at the 33rd Annual General Meeting (AGM) venue and ascertaining the requisite majority, on the resolutions contained in the notice to the 33rd Annual General Meeting (AGM) of the members of the Company, held on Wednesday, the 30th Day of September, 2020 through video conferencing ('VC') / other audio visual means ('OAVM').



The notice dated August 31st, 2020, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the



Corporate Office : 5, Devashish Complex, Nr. Bawarchi Rest., Off. C. G. Road, Ahmedabad-380006

Registered Office : C/904, Shreeji Towers, Opp. Himalaya Mall, Drive - In-Road, Ahmedabad- 380052

Company/ Depositories in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

The Company had availed voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting by the Shareholders of the Company.

The voting period for remote e-voting commenced on Sunday, September 27, 2020 (9:00 a.m. IST) and ended on Tuesday, September 29, 2020 (5:00 p.m. IST).

The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting on the resolutions contained in the Notice of 33rd Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the voting process is restricted to presenting a Scrutinizer's Report of the votes cast "in favour" or "against" or "abstained", in respect of the resolutions stated below, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company.

The shareholders of the Company holding shares as on the "cut-off" date of Wednesday, **September 23, 2020** were entitled to vote on the resolutions as contained in the Notice of the AGM.



After the closure of remote e-voting at the AGM, the report on voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked on 30th September, 2020 and was witnessed by 1. Ms. Pinkal Chavda 2. Ms. Lavina Rangwani who are not in the employment of the Company. They have signed below in confirmation of votes being unblocked in their presence.

Pinkal Chavda

1. Ms. Pinkal Chavda

Lavina

2. Ms. Lavina Rangwani

I have scrutinized and reviewed the remote e-voting prior and during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.

Thanking you,
Yours Faithfully,

Date: 01/10/2020
Place: Ahmedabad.



For, Aanal Satyawadi & co.
Practicing Company Secretary

Aanal Satyawadi

Aanal Satyawadi

Proprietor

FCS: 9505

COP: 11558

UDIN: F009505B000838102

ITEM NO. 1- ORDINARY RESOLUTION

RESOLUTION: RECEIVE, CONSIDER AND ADOPT THE AUDITED STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED ON MARCH 31, 2020, THE BALANCE SHEET AS AT THAT DATE AND CASHFLOW TOGETHER WITH THE AUDITOR AND DIRECTORS' REPORT THEREON:

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of valid votes	No. of Folios	No. of Shares	% of valid votes	No. of Members	No. of Invalid votes cast by them
E-Voting	6122439	110	6071287	99.16	5	51152	0.84	0	0
E-voting at AGM conducted through VC/OAVM	51	1	51	0.00	0	0	0.00	0	0
Total	6122490	111	6071338	99.16	5	51152	0.84	0	0

NOTE: THE % HAVE BEEN ROUNDED OFF TO TWO DECIMALS.



ITEM NO. 2- ORDINARY RESOLUTION

RESOLUTION: TO APPOINT A DIRECTOR IN PLACE OF MR. YASIN GORI, WHOLE TIME DIRECTOR (DIN: 08221979), WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of valid votes	No. of Folios	No. of Shares	% of valid votes	No. of Members	No. of Invalid votes cast by them
E-Voting	6122439	109	5511206	90.02	6	611233	9.98	0	0
E-voting at AGM conducted through VC/OAVM	51	1	51	0.00	0	0	0.00	0	0
Total	6122490	110	5511257	90.02	6	611233	9.98	0	0

NOTE: THE % HAVE BEEN ROUNDED OFF TO TWO DECIMALS.



ITEM NO. 1 - SPECIAL RESOLUTION

RESOLUTION: TO APPOINT MR PRIYANKBHAI VITTHALBHAI PRAJAPATI (DIN: 00023853), AS AN INDEPENDENT DIRECTOR FOR AN INITIAL PERIOD OF THREE YEARS

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of valid votes	No. of Folios	No. of Shares	% of valid votes	No. of Members	No. of Invalid votes cast by them
E-Voting	6122439	109	4711241	76.95	6	1411198	23.05	0	0
E-voting at AGM conducted through VC/OAVM	51	1	51	0.00	0	0	0.00	0	0
Total	6122490	110	4711292	76.95	6	1411198	23.05	0	0

NOTE: THE % HAVE BEEN ROUNDED OFF TO TWO DECIMALS.

All the Three above mentioned resolutions have been passed with the requisite majority.

Date: 01/10/2020

Place: Ahmedabad



**For, Aanal Satyawadi & Co.
Practicing Company Secretary**

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Proprietor

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