

GBF GOENKA BUSINESS & FINANCE LTD.

Registered Office :
18, Rabindra Sarani
Poddar Court, Gate No.4
2nd Floor, Room No.17,
Kolkata-700001 PH.+91 9051466844

Corporate Office:
302, Pick Point Complex
Opp. Vivekananda Statue
Dr. Yagnik Road
Rajkot-360001 PH. +91 9375560002

GBFL/SEC.DEP/2018-19/031

Date: 22.09.2018

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-bloc
Opp. Trident Hotel, Bandra Kurla Complex,
Bandra(E)
Mumbai-400098(India)

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

Sub: Voting Result along with Scrutinizer Report

BSE Script Code:538787, MSEI ISIN:INE997C01015, CSE Script Code:17407

Dear Sir/Madam,

In terms of Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Please find attached herewith details of Voting Results of the business transacted at the 31st Annual General Meeting of the Company held on 22nd September, 2018 and also the report of the Scrutinizer pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014.

We would further like to inform you that all the Six Resolutions mentioned in the AGM notice 28th August, 2018 have been passed by the shareholders by requisite majority. This is for your information and Records.

Thanking You,

For GOENKA BUSINESS & FINANCE LTD

D.R. Solanki
Dharmik Solanki
Company Secretary



Disclosure in terms of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 in relation to Annual General Meeting of Goenka Business and Finance Limited held on 22nd September, 2018.

Date of AGM	22.09.2018
Total no. of shareholders as on cut-off date	3898
No. of Shareholders present in the meeting either in person or through proxy	
Promoter and Promoter group	1
Public	94
Total	95
No. of Shareholders attended the meeting through video conferencing	
Promoter and Promoter group	NIL
Public	NIL
Total	NIL



Details of each items of AGM Notice:**Agenda Item 1- Ordinary Resolution**

To receive, consider and adopt the Audited Balance Sheet as at March 31, 2018, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.

Category	No. of Shares	No. of Votes Polled	% of votes polled on outstanding Shares	No. Votes in favour	No. of votes in Against	% Votes in favour on votes polled	% of votes against on votes polled
Mode of E-voting							
Promoter and Promoter Group	1	19,38,000	0	19,38,000	0	25.52	0
Public Institutional Buyer	0	0	0	0	0	0	0
Public Others	58	56,53,951	0	56,53,951	0	74.47	0
Total (A)	59	75,91,951	0	75,91,951	0	99.99	0
Mode of Voting (POLL)							
Promoter and Promoter Group	0	0	0	0	0	0	0
Public Institutional Buyer	0	0	0	0	0	0	0
Public Others	91	241	00.01	241	0	00.01	0
Total (B)	91	241	00.01	241	0	00.01	0
Total (A+B)	150	75,92,192	100.00	75,92,192	0	100.00	0



Agenda Item 2- Ordinary Resolution

To Rectify M/s M A A K & Associates having Firm Registration No 135024W as a Statutory Auditor of the Company from this Annual General Meeting upto the conclusion of Next Annual General Meeting.

Category	No. of Shares	No. of Votes Polled	% of votes polled on outstanding Shares	No. Votes in favour	No. of votes in Against	% Votes in favour on votes polled	% of votes against on votes polled
Mode of E-voting							
Promoter and Promoter Group	1	19,38,000	0	19,38,000	0	25.52	0
Public Institutional Buyer	0	0	0	0	0	0	0
Public Others	58	56,53,951	0	56,53,951	0	74.47	0
Total (A)	59	75,91,951	0	75,91,951	0	99.99	0
Mode of Voting (POLL)							
Promoter and Promoter Group	0	0	0	0	0	0	0
Public Institutional Buyer	0	0	0	0	0	0	0
Public Others	91	241	00.01	241	0	00.01	0
Total (B)	91	241	00.01	241	0	00.01	0
Total (A+B)	150	75,92,192	100.00	75,92,192	0	100.00	0



Agenda Item 3- Ordinary Resolution

Re Appointment of Mr. Hemal Gohel (DIN: 07830036) as Director of the Company Who Retire by rotation.

Category	No. of Shares	No. of Votes Polled	% of votes polled on outstanding Shares	No. Votes in favour	No. of votes in Against	% Votes in favour on votes polled	% of votes against on votes polled
Mode of E-voting							
Promoter and Promoter Group	1	19,38,000	0	19,38,000	0	25.52	0
Public Institutional Buyer	0	0	0	0	0	0	0
Public Others	58	56,53,951	0	56,53,951	0	74.47	0
Total (A)	59	75,91,951	0	75,91,951	0	99.99	0
Mode of Voting (POLL)							
Promoter and Promoter Group	0	0	0	0	0	0	0
Public Institutional Buyer	0	0	0	0	0	0	0
Public Others	91	241	00.01	241	0	00.01	0
Total (B)	91	241	00.01	241	0	00.01	0
Total (A+B)	150	75,92,192	100.00	75,92,192	0	100.00	0



Agenda Item 4- Special Resolution

Approve Special Resolution for Make Borrowing Upto 50 Cr..

Category	No. of Shares	No. of Votes Polled	% of votes polled on outstanding Shares	No. Votes in favour	No. of votes in Against	% Votes in favour on votes polled	% of votes against on votes polled
Mode of E-voting							
Promoter and Promoter Group	1	19,38,000	0	19,38,000	0	25.52	0
Public Institutional Buyer	0	0	0	0	0	0	0
Public Others	58	56,53,951	0	56,53,951	0	74.47	0
Total (A)	59	75,91,951	0	75,91,951	0	99.99	0
Mode of Voting (POLL)							
Promoter and Promoter Group	0	0	0	0	0	0	0
Public Institutional Buyer	0	0	0	0	0	0	0
Public Others	91	241	00.01	241	0	00.01	0
Total (B)	91	241	00.01	241	0	00.01	0
Total (A+B)	150	75,92,192	100.00	75,92,192	0	100.00	0



Agenda Item 5- Special Resolution

Approve Special Resolution for Provide loans, advances and investment upto 80 cr.

Category	No. of Shares	No. of Votes Polled	% of votes polled on outstanding Shares	No. Votes in favour	No. of votes in Against	% Votes in favour on votes polled	% of votes against on votes polled
Mode of E-voting							
Promoter and Promoter Group	1	19,38,000	0	19,38,000	0	25.52	0
Public Institutional Buyer	0	0	0	0	0	0	0
Public Others	58	56,53,951	0	56,53,951	0	74.47	0
Total (A)	59	75,91,951	0	75,91,951	0	99.99	0
Mode of Voting (POLL)							
Promoter and Promoter Group	0	0	0	0	0	0	0
Public Institutional Buyer	0	0	0	0	0	0	0
Public Others	91	241	00.01	241	0	00.01	0
Total (B)	91	241	00.01	241	0	00.01	0
Total (A+B)	150	75,92,192	100.00	75,92,192	0	100.00	0



Agenda Item 6- Special Resolution

Approve Special Resolution for Shifting of Registered Office one state to another state.

Category	No. of Shares	No. of Votes Polled	% of votes polled on outstanding Shares	No. Votes in favour	No. of votes in Against	% Votes in favour on votes polled	% of votes against on votes polled
Mode of E-voting							
Promoter and Promoter Group	1	19,38,000	0	19,38,000	0	25.52	0
Public Institutional Buyer	0	0	0	0	0	0	0
Public Others	58	56,53,951	0	56,53,951	0	74.47	0
Total (A)	59	75,91,951	0	75,91,951	0	99.99	0
Mode of Voting (POLL)							
Promoter and Promoter Group	0	0	0	0	0	0	0
Public Institutional Buyer	0	0	0	0	0	0	0
Public Others	91	241	00.01	241	0	00.01	0
Total (B)	91	241	00.01	241	0	00.01	0
Total (A+B)	150	75,92,192	100.00	75,92,192	0	100.00	0



To,
The Chairman,
GOENKA BUSINESS & FINANCE LIMITED
18, RABINDRA SARANI, PODDAR COURT,
GATE NO. 4, 2ND FLOOR, ROOM NO.17
KOLKATA Kolkata WB 700001

Akhil Agarwal, B.Com, ACS

506/1, Grand Trunk Road, 2nd Floor
Howrah (South) - 711 101, INDIA

Dear Sir,

Sub: Consolidated Scrutinizer's report on remote e-voting conducted pursuant to the provisions of section 108 of the Companies Act 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended by companies (Management and Administration) Amendment Rules, 2015 and the Poll taken at the Annual General Meeting (AGM) of the Equity Shareholders of GOENKA BUSINESS & FINANCE LIMITED held on Saturday, 22nd September, 2018 at 10:00 A.M. at 18, Rabindra Sarani, Poddar Court, Gate No.4, 4th Floor, Room No.3, Kolkata-700001, India.

1. I, Akhil Agarwal, Practising Company Secretary, at 506/1 Grand Trunk Road, Howrah (South)-711101, had been appointed as the Scrutinizer by the Board of Directors of **GOENKA BUSINESS & FINANCE LIMITED (the Company)** for the purpose of scrutinizing e-voting process (remote e-voting) and voting through physical paper at the meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the (Companies Management and administration) Rules, 2014 (Amendment Rules, 2015) In respect of the below mentioned resolutions proposed at the 31st Annual General Meeting of the Equity Shareholders of the Company held on **Saturday, 22nd September, 2018 at 10:00 A.M. at 18, Rabindra Sarani, Poddar Court, Gate No.4, 4th Floor, Room No.3, Kolkata-700001, India.** Submit my report as under:
2. The Compliance with the Provisions of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means (by remote e-voting) and voting by use of ballots by the shareholders on the resolutions proposed in the Notice of the Annual General meeting of the Company is the responsibility of the management. My responsibility as Scrutinizer is to ensure that the voting process both through electronic means and by use of physical paper at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour in against if any, to the chairman on the resolution, based on the reports generated from the electronic voting system provided by **Central Depository Services Limited (CDSL)** and the report generated electronically for voting by use of physical paper at the meeting.



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akhilkumaragarwal@ymail.com

3. The notice dated August 28, 2018 along with statement setting out material facts under section 102 of the Act as confirmed by the Company were sent to the shareholders in respect of the below mentioned resolutions proposed at the AGM of the company and e-voting opened at 9:00 AM on September 19th, 2018 and remained open up to 5:00 PM On September 21, 2018.
4. The Equity Share holders holding shares as on September 15, 2018. "cut off date", were entitled to vote on the resolutions stated in the Notice of the Annual General Meeting of the Company
5. After declaration of voting by use of ballot by the Chairman at the meeting, ballot boxes were locked and kept for voting duly marked by identification mark placed on them. The ballot boxes subsequently on close of voting hours, were opened in the presence of two witnesses who are not the employees of the company, and ballots received were serially numbered, sorted, signatures verified and were scrutinized and initialed by me. The ballots were reconciled with the records maintained by the Company \ Registrar and Transfer Agent s (R & TA) of the Company and the authorizations \ proxies lodged with the company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on remote e-voting through **Central Depository Services Limited (CDSL)** facility had been blocked and ballots duly numbered serially by print were issued only to those members who were present at the Annual General Meeting and who had not voted on remote e-voting.
6. The ballots, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately. The votes cast by use of ballots at the meeting were first counted electronically.
7. After the conclusion of voting at the AGM, the report on voting done through electronic voting system at the meeting was generated in my presence and the voting was diligently scrutinized.
8. The electronic votes cast at the meeting were thereafter unblocked in the presence of two witnesses who are not the employees of the Company and the e-voting results \ list of equity shareholders who have voted for and against were downloaded from the e-voting website of **Central Depository Services Limited (CDSL)** (<https://www.cdslindia.com>) and the same are being handed over to the chairman.



9. The Management of the company is responsible to ensure compliance with the requirements of the Act and rules relating to e-voting and the voting through physical paper at the meeting on the resolutions contained in the notice of the AGM.
10. My responsibility as scrutinizer for the evoting and voting through physical paper at the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.
11. I now submit my consolidated Report as under on the result of the e-voting and voting by poll at the AGM in respect of the said resolutions :

a) Resolution -1 : Ordinary Resolution

Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2018

(i) Voted in favour of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	59	75,91,951	99.99
Voting by poll	91	241	00.01
Total	150	75,92,192	100.00

(ii) Voted against the resolution :

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	NIL	NIL	NIL
Voting by poll	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



b) Resolution-2 : Ordinary Resolution

To Ratify M/s M A A K & Associates having Firm Registration No 135024W as a Statutory Auditor of the Company from this Annual General Meeting upto the conclusion of Next Annual General Meeting.

Voted in favour of the resolution :

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	59	75,91,951	99.99
Voting by poll	91	241	00.01
Total	150	75,92,192	100.00

(i) Voted against the resolution :

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	NIL	NIL	NIL
Voting by poll	NIL	NIL	NIL
Total	NIL	NIL	NIL

(ii) Invalid Votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

