

**Vikas Verma & Associates,
Company Secretaries**



SCRUTINIZER'S REPORT FOR E-VOTING & POLL OF GOENKA BUSINESS & FINANCE LTD
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies
(Management and Administration) Rules, 2014]

To,

The Chairman,
The 1st Extra-Ordinary General Meeting
Of the Equity Shareholders of GOENKA BUSINESS & FINANCE LTD

Sub: Result of Voting conducted through electronic voting and poll conducted at the 1st EGM of GOENKA BUSINESS & FINANCE LTD held on March 11, 2016 at 2:00 P.M. at DSM-438, DLF Towers, Shivaji Marg, Delhi-110015.

Dear Sir,

I, Vikas Kumar Verma, Practicing Company Secretary having office at B-502, Statesmen House, 148 Barakhamba Road, New Delhi-110001, was appointed as a Scrutinizer by the Board of Directors of Goenka Business & Finance Ltd (the Company) for the purpose of scrutinizing the e-voting held between Tuesday, March 8, 2016 (9:00 am IST) and ends on Thursday, March 10, 2016 (5:00 pm IST) and the Poll taken on resolutions at the 1st EGM of Goenka Business & Finance Ltd held on March 11, 2016 at 2:00 P.M. at DSM-438, DLF Towers, Shivaji Marg, Delhi-110015, as per the Notice of 1st Extra-Ordinary General Meeting of the Company dated March 11, 2016.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means and voting by poll by the shareholders on the resolutions proposed in the Notice of the 1st Extra-Ordinary General Meeting of the Company is the responsibility of management. My responsibility as a scrutinizer is to ensure that the voting process, both through electronic means and by poll, at the meeting are conducted in a fair and transparent manner and to render consolidated scrutinizer's report of the total votes cast "in favour or against", if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system and also at the time of poll at AGM.

I hereby report as under:

1. The Company has dispatched Notice of the 1st Extra-Ordinary General Meeting, Attendance Slip & Proxy Form to Equity Shareholders as per the records of the Company as on 17th February, 2016 through Email and Courier.
2. As per the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and the Listing Agreement, the Company had provided the facility of electronic voting to Equity shareholders to cast votes electronically and also at the 1st EGM by means of poll. The entitlement to voting by equity Shareholders was determined on the basis of shareholding as on cut-off date i.e. 4th March, 2016.
3. The Company extended the facility of electronic voting to the shareholders of the Company from Tuesday, March 8, 2016 (9:00 am IST) and ends on Thursday, March 10, 2016 (5:00 pm IST)



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through the Central Depository Services (India) Ltd. ("CDSL") being the service provider for providing the facility of e-voting to the shareholders on their website <https://www.evotingindia.com>.

4. At the 1st EGM of the Company held on March 11, 2016, the Chairman of the Company "*Suo Moto*" ordered for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the Poll process and after the time fixed for closing of the poll by the chairman. One ballot box kept for collecting poll papers was locked in my presence with due identification marks was placed by me.
5. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
6. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separated.
7. I have already submitted my report for the poll taken at the meeting in form no. MGT-13 to the Chairman separately.
8. The consolidated results of the e-voting and poll taken is as under:-

a) As an Ordinary Resolution- Item No.1

Appointment of M/s Alok Sinhal & Co. as Statutory Auditor of the Company

1. Voted in Favour of the resolution:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	96	42,64,742	8.41%
Electronic(e-voting)	62	94,07,154	100%
Total	158	1,36,71,896	

2. Voted against the resolution:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0%
Electronic(e-voting)	0	0	0%
Total	0	0	0%



[Signature]

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3. Invalid Votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	40	39,06,229
Electronic(e-voting)	---	---
Total	40	39,06,229

b) As an Ordinary Resolution- Item No.2

Regularization of Ms. Pooja Kushawaha as a Whole-Time Director of the Company

1. Voted in Favour of the resolution:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	96	42,64,742	8.41%
Electronic(e-voting)	62	94,07,154	100%
Total	158	1,36,71,896	

2. Voted against the resolution:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0%
Electronic(e-voting)	0	0	0%
Total	0	0	0%

3. Invalid Votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	40	39,06,229
Electronic(e-voting)	---	---
Total	40	39,06,229



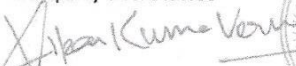
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9. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed -N.A.
10. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you
Yours faithfully
For Vikas Verma & Associates
Company Secretaries


Vikas Kumar Verma
C.P.No.: 10786



Date: 12th March, 2016
Place: New Delhi



Signed by Ms. Pooja Kushawaha
Chairman