



# GOENKA BUSINESS & FINANCE LTD.

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

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CIN : L67120WB1987PLC042960

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Eight Annual General Meeting of the Members of the **GOENKA BUSINESS & FINANCE LIMITED** will be held at the Registered office of the Company at 8, Ganesh Chandra Avenue, 2<sup>nd</sup> Floor, Kolkata-700 013 on Tuesday, 29th September, 2015 at 12:30 P.M. to transact the following business.

### ORDINARY BUSINESS:

**Item No. 1:** To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2015 and the Profit and Loss Account for the year ended on that date and Reports of Auditors and Directors thereon.

**Item No. 2 :** To appoint a Director in place of Mr. Manish Dalmia who retires by rotation and being eligible, offers himself for re-appointment

**Item No. 3:** To appoint of auditors of the Company, and to fix their remuneration and to pass the following resolution as an Ordinary Resolution thereof:

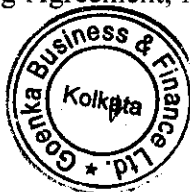
“RESOLVED THAT, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. K AGARWAL & CO., Chartered Accountants, Kolkata (FRN - 306104E), who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditor, in terms of provisions of section 141 of the Act, and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company for the Company's financial year 2015-16, to hold office from the conclusion's of this Annual General meeting until the conclusion of the next Annual general Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors.

### Special Business:-

**Item No.4:** APPOINTMENT OF Ms SUNITHA GUPTA (DIN: 07133097) AS INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and if thought fit to pass with or without modification(s), following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 149, 152 read with Schedule IV and all other applicable provisions of the companies Act, 2013 and the companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms Sunitha Gupta, (holding DIN: 07133097),



was appointed as the Additional Director of the Company, meeting of the Board of Director held on 24th March, 2015, as Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for Independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years. Commencing from the date of this Annual General Meeting and shall not be liable to retire by rotation”

Place : Kolkata  
Date : 24.08.2015

By Order of the Board  
For Goenka Business & Finance Limited



*Manish Dalmia*  
Manish Dalmia  
Director

#### NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote, instead of him/her. A proxy need not be a member of the Company. In order to be effective, the instrument appointing proxy must reach the Registered Officer of the Company not less than forty-eight hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the Paid up Capital of the Company carrying voting rights. A member holding more than ten percent of the Paid up Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

Members are requested to notify to the Registrar of the Company, M/s. ABS CONSULTANT PVT LTD, Stephen House, 6<sup>th</sup> Floor, Room No. 99, 4, B.B.D. Bag (East), Kolkata – 700 001, any change in their address.

2. The Register of Members and Equity Share Transfer Registers will remain closed from **23<sup>rd</sup> September, 2015 to 29<sup>th</sup> September, 2015 (both days inclusive).**
3. **Voting through electronic means**  
I. 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 and clause 35B of the Listing Agreement, Members are provided with the facilities to cast their votes on all resolutions set forth in the Notice of the AGM using electronic voting system provided by Central Depository Services (India) Ltd. (CDSL).

The notice of the **28<sup>th</sup>** Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members. The e-Voting particulars are provided at the bottom of the Attendance Slip for the **28<sup>th</sup>** Annual General Meeting (AGM):



The e-voting period begins on 26.09.2015 from 9.00 A.M. and ends on 28.09.2015 till 5.00 P.M. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off/entitlement date of 22.09.2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Members also have the option to vote through Ballot Form. However, the duly completed Ballot Form should reach the Scrutinizer at 7A, Bentick Street, old wing 2<sup>nd</sup> Floor, Kolkata-700 001, not later than 28.09.2015 (5.00P.M.) (i.e. closing date of E-Voting) Ballot form received after this date will be treated as invalid. If member casts votes by both modes, then voting done through E-voting shall prevail and Ballot Form shall be treated as invalid.

**The Instructions for E-Voting are as under:**

- a. Log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- b. Click on "Shareholders" tab
- c. Now, select Electronic Voting Sequence No. as mentioned in the Attendance Slip alongwith "**Goenka Business & Finance Limited**" from the drop down menu and click on "SUBMIT".
- d. Now Enter your User ID (as mentioned in the Attendance Slip) :
  - i. For CDSL: 16 digits beneficiary ID,
  - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e. Next enter the Image Verification as displayed and Click on Login.
- f. If you are holding shares in Demat form and had loggedon to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- g. However, if you are a first time user, please use the e-Voting particular provided in the Attendance Slip and fill up the same in the appropriate boxes:
- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.
- j. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- k. For Members holding shares in physical form, the **details in Attendance Slip** can be used only for e-voting on the resolutions contained in this Notice.
- l. Click on the relevant EVSN "**Goenka Business & Finance Limited**" for which you choose to vote.
- m. On the voting page, you will see "**Resolution Description**" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.



- n. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
  - o. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
  - p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - q. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
  - r. If Demat account holder has forgotten the **changed password** then enter the User ID and image verification code click on Forgot Password & enter the details as prompted by the system.
  - s. **For Non – Individual Shareholders and Custodians:**
  - t.
    - Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
    - After receiving the login details a Compliance user should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
    - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
    - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- II. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- III. Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.
- IV. **If a person became the member of the company after the dispatch of notice, then such member may contact the company for Login ID and other e-voting related details.**
- V. The voting rights of shareholders shall be in proportion of their shares of the paid up equity share capital of the Company as on the **cut-off/entitlement date of 22.09.2015.**
- VI. Mr. Jagannath Kar, a Practicing Company Secretary, C.P. No. 7591, Membership No. A20600 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VII. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of AGM unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Results shall be declared after the 28<sup>th</sup> Annual General Meeting (AGM) of the Company. This Notice as well as the Results declared along with the Scrutinizer's Report shall be communicated to CDSL and The Calcutta Stock Exchange Limited and The Bombay Stock Exchange Limited on or after 29<sup>th</sup> September 2015.



**Explanation Statement Pursuant to Section 102 of the Companies Act, 2013 on Item No.4**

The Company had, pursuant to the provisions of Section 149 of the Companies Act, 2013 and the Revised Clause 49 of the Listing Agreement had appointed Ms. Sunitha Gupta as an Addition Director of the Company, in compliance with the requirements of the Section 149 of the Companies Act, 2013 and the Revised Clause 49 of the Listing Agreement which requires that every Listed Company must have at least one woman Director on its Board.

Ms. Sunitha Gupta, was appointed as an Addition Director on the Board of Directors of the Company w.e.f 24<sup>th</sup> March, 2015. As per the provisions of Section 161 of the Companies Act, 2013, Ms. Gupta shall hold office up to the date of the ensuing Annual General Meeting of the Company. The Company has received valid notice and requisite deposit from a Member of the Company under Section 160 of the Companies Act, 2013, proposing the candidature of Ms. Gupta for the office of Director. In view of the background and experience of Ms. Gupta, it will be in the interest of the Company that she continues as a director of the Company.

The Board of Director considered the matter of her appointment and felt that her continued association would be of immense benefit to the Company and it is therefore, desirable to continue to avoid her service as Management & Finance. Accordingly, the Board recommends the Resolution relating to her appointment as a Management & Finance, for the approval by the members of the Company.

Ms. Sunitha Gupta, 42 Years, was appointed as a Non-Executive Independent Director of the Company on 24<sup>th</sup> March, 2015. Ms Gupta is a B.Com, she has vast experience in Management & Finance.

Except Ms Sunitha Gupta, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the above matter.

Place : Kolkata  
Date : 24.08.2015

By Order of the Board  
For Goenka Business & Finance Limited



  
Manish Dalmia  
Director