

SCRUTINIZER'S REPORT FOR E-VOTING & POLL OF M/s GOENKA BUSINESS & FINANCE LIMITED

[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 29th Annual General Meeting (AGM)

Of the Equity Shareholders of M/s. Goenka Business & Finance Limited

Sub: Result of Voting conducted through electronic voting and poll conducted at the 29th AGM of M/s. Goenka Business & Finance Limited held on September 30, 2016 at 11:00 A.M. at 18, Rabindra Sarani, Poddar Court, Gate No. 4, 4th Floor, Room no. 3, Kolkata, WB-700001

Dear Sir,

I, Vikas Kumar Verma, Practicing Company Secretary having office at B-502 Statesman House, 148 Barakhamba Road, New Delhi-110001 was appointed as a Scrutinizer by the Board of Directors of M/s Goenka Business & Finance Limited (the Company) for the purpose of scrutinizing the e-voting held between Tuesday, September 27, 2016 (9:00 am IST) and ends on Thursday, September 29, 2016 (5:00 pm IST) and the Poll taken on resolutions at the 29th AGM of M/s. Goenka Business & Finance Limited held on September 30, 2016 at 11:00 A.M. at 18, Rabindra Sarani, Poddar Court, Gate No. 4, 4th Floor, Room no. 3, Kolkata, WB-700001, as per the Notice of 29th Annual General Meeting of the Company dated September 04, 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 29th Annual 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 29th Annual General Meeting, the Annual Report 2015-2016, Attendance Slip & Proxy Form to Equity Shareholders as per the records of the Company as on 07th September, 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 Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 the Company had provided the facility of electronic voting to Equity shareholders to cast votes electronically or at the 29th AGM 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. 23rd September, 2016.

The Company extended the facility of electronic voting to the shareholders of the Company from Tuesday, September 27, 2016 (9:00 am IST) and ends on Thursday, September 29, 2016 (5:00 pm IST) 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>.

3. At the 29th AGM of the Company held on September 30, 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 i.e. 11:15 A.M. One ballot box kept for collecting poll papers was locked in my presence with due identification marks was placed by me.
4. 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.
5. I did not find any poll papers invalid.
6. I have already submitted my report for the poll taken at the meeting in form no. MGT-13 to the Chairman separately.
7. The consolidated results of the e-voting and poll taken is as under:-

a) As an Ordinary Resolution- Item No.1

Adoption of Statement of Profit and Loss, Balance Sheet, Report of Directors and Auditors for the Financial Year ended on 31st March, 2016.:

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	32	52,48,774	100 %
Electronic(e-voting)	88	1,87,263	100 %
Total	120	54,36,037	100 %

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	---	---	----
Electronic(e-voting)	---	---	----

Total	---	---	----
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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	---	----
Electronic(e-voting)	---	----
Total	----	----

b) As an Ordinary Resolution- Item No.2

To consider the appointment of M/s. M A A K & Associates; (Chartered Accountant) as a Statutory Auditors of the Company and to fix their remuneration for the Financial Year 2015-16

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	32	52,48,774	100 %
Electronic(e-voting)	88	1,87,263	100 %
Total	120	54,36,037	100 %

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	----	----	----
Electronic(e-voting)	----	----	----
Total	----	----	----

3. Invalid Votes:

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

c) As an Ordinary Resolution- Item No.3

Appointment of Mrs. Urmilaben Sharadbhai Talsaniya (DIN: 07536129) as 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	32	52,48,774	100 %
Electronic(e-voting)	88	1,87,263	100 %
Total	120	54,36,037	100 %

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	----	----	----
Electronic(e-voting)	----	----	----
Total	----	----	----

3. Invalid Votes:

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

d) As an Ordinary Resolution- Item No.4:

Appointment of Mr. Prashant Ghanshyambhai Ukani (DIN: 03406521) as 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	32	52,48,774	100 %
Electronic(e-voting)	88	1,87,263	100 %
Total	120	54,36,037	100 %

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	----	----	----
Electronic(e-voting)	----	----	----
Total	----	----	----

3. Invalid Votes:

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

e) As an Ordinary Resolution- Item No.5:

To Appointment of Mr. Hardik Madhukumar Bhatt (DIN: 07388025) as an 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	32	52,48,774	100 %
Electronic(e-voting)	88	1,87,263	100 %
Total	120	54,36,037	100 %

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	----	----	----
Electronic(e-voting)	----	----	----
Total	----	----	----

3. Invalid Votes:

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

1. 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.**
2. 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
CP No.: 10786**

CHAIRMAN

**Place: New Delhi
Date: 1st October, 2016**