

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **THIRTIETH ANNUAL GENERAL MEETING OF GOENKA BUSINESS & FINANCE LTD.** Will be held at 18, Rabindra Sarani, Poddar Court, Gate No. 4, 4th Floor, Room no. 4, Kolkata, 700001 on Saturday the 16th Day of September, 2017 at 11:00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Balance Sheet as on 31st March, 2017 and the Profit & Loss Account for the year ended on that and the reports of Board's and Auditor's thereon.
2. To consider the appointment of Statutory Auditors of the company and to fix their remuneration and in this regard to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:
"RESOLVED THAT, pursuant to Section 139 and 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, Pursuant to the proposal of the Audit Committee of the Board and recommendation of the Board, M/S. MAAK & Asso. Chartered Accountants of Ahmedabad having Firm Registration no. 135024W be and is hereby appointed as the Statutory auditors of the Company, to hold office for a period of four consecutive years commencing for the financial year 2017-18, on a remuneration that may be determined by the audit committee in consultation with the auditors."

SPECIAL BUSINESS:

1. **To Consider the Regularization of Mr. Hemal Gohel (DIN: 07830036) As Director of the Company:**

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment for the time being in force), Mr. Hemal Gohel (DIN: 07830036), who was appointed as an Additional Director of the Company with effect from May 30, 2017, and who holds office only upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non Executive Non-Independent Director of the Company for a period of 5 years with effect from 16th September, 2017."

**By order of the Board
For M/s. Goenka Business & Finance Ltd.**

**Place : Kolkata
Date: 10th August, 2017**

**Sd/-
Dharmik R Solanki
(Company Secretary)
PAN: DFYPS7184R**

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48HOURS BEFORE COMMENCEMENT OF THE MEETING.
2. A person can act a Proxy on behalf of Members not exceeding fifty in numbers and holding in the aggregate not more than ten percent of the total share capital of the Company carrying Voting Rights. A member holding more than ten percent of the total share capital of the Company carrying Voting Rights may appoint a single person as Proxy for his/her entire shareholding and such person shall not act as a Proxy for another person or shareholder.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
4. The relevant Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the special business under item no. 1 is annexed hereto.
5. The Register of member and Share Transfer Book of the Company will remain closed from 10th September, 2017 to 16th September, 2017 (Both days inclusive) in connection with AGM and for the purpose of payment of annual General Meeting.
6. To ensure correct identity of each member and proxy holders attending meeting is expected to bring with him/her an appropriate ID document like Driving License, Passport, Voter ID card, etc.
7. The Members/Proxies are requested to produce the attendance slip duly completed and signed at the entrance of the meeting.
8. Shareholders are requested to bring their copies of Annual Report at the meeting.
9. Members who are holding shares in Physical form are requested to intimate any change in their address immediately to the Company's Registrar and Share Transfer Agent **ABS CONSULTANTS PRIVATE LIMITED.**, Stephen house, Room no. 99, 6th Floor, 4, B.B.D. Bag (East) Kolkata-700001, quoting their folio no. Further, please note that in case of members holding shares in demat form, any change(s) required in Address, Bank details, etc. are to be intimated to your DP and not to the Company or Registrar.
10. In terms of circular issued by the Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of Pan Card to the Company or its RTA in the following cases viz. transfer of shares, deletion of name, and transmission of share and transposition of shares. Shareholders are requested to furnish copy of Pan Card for all abovementioned transactions.
11. Members having any questions on accounts are requested to send their queries at least 7 days in advance to the Company at its registered office address to enable the Company to collect relevant information.

12. The Route Map for Venue of 30th Annual General Meeting is given separately.

Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide member's facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting service provided by CDSL:

- I.** The voting period begins on 12-09-2017 at 09:00 A.M. ends on 15-09-2017 at 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 date (record date) of 09-09-2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The Instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "GOENKA BUSINESS & FINANCE LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Now enter your user ID
 - a. For CDSL : 16 digit beneficiary ID
 - b. For NSDL : 8 character DP ID followed by 8 digits Client ID
 - c. Members holding shares in physical form should enter Folio Number registered with the Company.
- (v) Next enter the image verification as displayed and click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below.

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha numeric *PAN issued by income tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>*Members who have not updated their PAN with Company/Depository Participant are requested to use the first two letters of their name and 8 Digits of the PAN field. The sequence No. is printed on the last coverage page.</p> <p>*In case the sequence number is less than 8 Digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio no. 100 then enter RA00000100 in the PAN field.</p>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio no. in dd/mm/yyyy format.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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. 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant GOENKA BUSINESS & FINANCE LIMITED on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "click here to print" option on the voting page.
- (xvii) If demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for non-individual shareholders and custodians. -Institutional 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 Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login the details a compliance user should be created using the Admin login and password. The compliance user would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favors of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xix) 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 under help section or write an email to helpdesk.evoting@cdslindia.com

II. Mr. Akhil Agarwal. Practicing Company Secretary (Membership no. ACS 35073) (Address: 506/1 Grand Trunk Road Howrah) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

III. The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-voting period 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 favor or against, if any, forthwith to the Chairman of the Company.

IV. The Result shall be declared at the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicate to the Stock Exchange.

Explanatory Statement

Explanatory Statement pursuant to provision of Section 102 of the Companies Act, 2013

Item No. : 1

Mr. Hemal Gohel was appointed as an Additional Director w.e.f. May 30, 2017 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article of Association of the Company.

The Company has received notice in writing from Mr. Hemal Gohel along with the deposit of requisite amount under section 160 of the Companies Act, 2013 proposing the candidature of Mr. Hemal Gohel for the office of the Directors of the Company.

In the Opinion of the Board, Mr. Hemal Gohel fulfill the condition for appointment as Director as specified in the Act.

None of the Directors, except Mr. Hemal Gohel and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolutions under Item No. 1 to be passed as an ordinary resolution.

Annexure- A

Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the brief profile of Directors eligible for appointments or re-appointment vide item no. 1 are as follows:

Name of Director	Mr. Hemal Kantibhai Gohel
Date of Birth	12.09.1985
Relationship with Directors	Nil
Expertise in Specific Functional area	Expertise In Account & Finance
Qualification	Bachlor in Commerce
Board Membership of Companies as on 31 March, 2017	Nil
Chairman/Member of the Committee of the Board of Directors as on March 31, 2017.	Nil
Number of shares held in the company as on March 31, 2017.	Nil

**By order of the Board
For M/s. Goenka Business & Finance Ltd.**

**Place : Kolkata
Date: 10th August, 2017**

**Sd/-
Dharmik R Solanki
(Company Secretary)
PAN: DFYPS7184R**

GOENKA BUSINESS & FINANCE LIMITED

Regd. Office: 18, Rabindra Sarani, Poddar Court, Gate No. 4, 2nd Floor, Room No. 17, Kolkata-700001

CIN: L67120WB1987PLC042960 **Website:** www.goenkabusinessfinancelimited.in

E-mail Id: goenkabusiness1987@gmail.com **Ph:** 0281- 2239322

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

30th ANNUAL GENERAL MEETING – SEPTEMBER 16, 2017

Members' Name and Address details	
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Reg. Folio No.	
DP & Client No.	
No. of Shares Held	

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the 30th Annual General Meeting of the Company at 18, Rabindra Sarani, Poddar Court, Gate No. 4, 4th Floor, Room no. 4, Kolkata, 700001 at 11.00 a.m. on Saturday, the 16th September, 2017.

Member's Name: _____ Proxy's Name: _____

Member's/Proxy's Signature _____

ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	User id	Password
	Please use existing user id and password	

Note: Please refer to the instruction printed under the note to the Notice of the 30th Annual General Meeting. The E-voting period starts **Tuesday, 12-09-2017 at 9:00 am IST** and ends on Thursday **15-09-2017 at 5:00 pm IST**. The E-Voting portal shall be disabled by CDSL immediately after 5:00 pm IST on 15-09-2017.

GOENKA BUSINESS & FINANCE LIMITED

Regd. Office : 18, Rabindra Sarani, Poddar Court, Gate No. 4, 2nd Floor, Room No. 17, Kolkata-700001

CIN: L67120WB1987PLC042960 **Website:** www.goenkabusinessfinancelimited.in

E-mail Id: goenkabusiness1987@gmail.com **Ph:** 0281- 2239322

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the company, to be held on Saturday, the 16th day of September at 11:00 A.M. at 18, Rabindra Sarani, Poddar Court, Gate No. 4, 4th Floor, Room no. 4, Kolkata, 700001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(S)	I /we assent to the Resolution (FOR)	I /we dissent to the Resolution (AGAINST)
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2017		
2.	To appoint M/s M A A K & Associates having Firm Registration No 135024W as a Statutory Auditor of the Company re-appointed as the auditors of the Company, to hold office for a period of four consecutive years commencing for the financial year 2017-18.		
3.	Regularization of Mr. Hemal Gohel (DIN: 07830036) as Director of the Company.		

* Applicable for investors holding shares in Electronic form.

Signed this ___ day of ___ 20__

Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder
across Revenue Stamp

Affix
Revenue
Stamps

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company.

ELECTRONIC VOTING PARTICULARS

EVEN (Remote E -Voting Event Number)	USER ID	PASSWORD

Notes: 1) Each equity share of the Company carries one vote.

2) Please read carefully the instructions printed overleaf before exercising the vote.

ROAD MAP FOR VENUE OF THE 30th AGM



