



# GOENKA BUSINESS & FINANCE LTD.

Reg. Off.- 11, Bysack Street, Kolkata-700007, Corp. Off.- DSM-438, DLF Tower, Shivaji Marg, Delhi-110015E-mail- goenkabusiness1987@gmail.com  
Website: www.goenkabusinessfinancelimited.com

CIN: L67120WB1987PLC042960, Contact No.- 011-470 383 43

To,  
Department of Corporate Services  
Bombay Stock Exchange,  
Ground Floor, PJ Towers,  
Dalal Street Fort,  
Mumbai- 400001.

Dated: 17<sup>th</sup> February, 2016

**Subject:- Notice of EGM to be held on 11<sup>th</sup> March,2016.**

Dear Sir/Madam,

With reference to the above captioned matter, please find the enclosed Notice of Extra-Ordinary General Meeting to be held on Friday, 11<sup>th</sup> March, 2016.

You are requested to take the information into your record.

Thanking You.

Yours faithfully,  
For Goenka Business & Finance Limited.

**Mamta Surkali**  
(Company Secretary)  
PAN: DSPPS5707C



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## NOTICE FOR CALLING EGM

Notice is hereby given that the 1<sup>st</sup>/15-16 Extra-Ordinary General Meeting (EGM) of the Members of M/s GOENKA BUSINESS & FINANCE LIMITED will be held on Friday, 11<sup>th</sup> March, 2016 at 02.00 P.M. at Corporate Office of the Company situated at DSM-438, DLF TOWER, SHIVAJI MARG, NEW DELHI-110015 to transact the following business:-

### ORDINARY BUSINESS:

#### ITEM NO. 1- Appointment of M/s Alok Sinhal & Co. as Statutory Auditor of the Company:

To consider and, if thought fit, to pass with or without modification the following as Ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 (8) of the Companies Act, 2013 and other applicable provisions of the Act, if any, including any statutory modifications, amendments or re-enactments thereof, consent of the Company be and is hereby accorded to appoint M/s. Alok Sinhal & Co., Chartered Accountants, New Delhi (FRN: ICAI-013811N) as Statutory auditor of the company who shall hold the office as statutory auditor from the conclusion of this Extra-ordinary General Meeting till the conclusion of ensuing Annual General Meeting on such remuneration as may be decided by the Board.

FURTHER RESOLVED THAT any of the Board of Directors, be and is hereby empowered and authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with Registrar of Companies."

### SPECIAL BUSINESS:

#### ITEM NO. 2- Regularization of Ms. Pooja Kushawaha as a Whole-Time Director of the Company:

To consider and, if thought fit, to pass with or without modification the following as Ordinary resolution:

"RESOLVED THAT Ms. Pooja Kushawaha, who was appointed as an Additional Director of the Company, by a resolution passed by the Board of Directors in its meeting held on 13<sup>th</sup> November, 2015 under Section 161(1) of the Companies Act, 2013 and applicable provisions of the Articles of Association ("AOA") of the Company and who holds office up to the date

of this Extra-Ordinary General Meeting, be and is hereby appointed as a Whole-time Director of the Company.

**FURTHER RESOLVED THAT** pursuant to the provisions of Section 196 & 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and such other approvals/consents as may be required, the consent of the members of the company be and are hereby accorded to the appointment of Ms. Pooja Kushawaha, as Whole Time Director of the Company for a period of 5 years with effect from 13/11/2015 to 12/11/2020 on the terms and conditions as specified in the Explanatory Statement annexed to this Notice, with liberty and power to the Board of Directors (hereinafter referred to as 'the Board'), in the exercise of its discretion, to alter and vary from time to time the terms and conditions of the said appointment and remuneration subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013."

**I. Salary:**

Salary shall not be less than Rs.25,000/- (Rupees Twenty five Thousand only) per month. The Salary may progressively go up based on his performance and industry trends.

**II. Commission:** Nil.

**III. Perquisites:** shall be valued in terms of actual expenditure incurred by the Company. However, in Cases Where the actual amount of expenditure cannot be ascertained with reasonable accuracy the perquisites shall be valued as per Income Tax Rules:

a) **Conveyance Allowance:** Rs3000/- per month

b) **Telephone:** Reimbursement of residential telephone/mobile bills at actual.

**IV. Other Benefits:** On full pay and allowances as per the rules of the company, but not more than one month's leave for every 11 months of service.

**V. Overall Remuneration:** That the total remuneration (i.e., salary, perquisites, commission and Allowances) in any financial year shall not exceed the limits prescribed from time to time under sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with schedule V to the said Act, as may for the time being, be in force and any amendments thereto. In case of any doubt/discrepancy /clarification that may arise with respect to payment of remuneration the same shall be determined and decided by the Board of Directors.

**VI. Minimum Remuneration:** Where in any financial year during the currency of the tenure of the Managing Director, the Company has made no profits or its profits are inadequate, the Company shall pay to the Whole-time Director the above salary and perquisites except commission not exceeding the ceiling limit prescribed in Schedule V of the Companies Act, 2013 as amended from time to time as minimum remuneration

**VII.** One months' notice shall be required, on either side for termination of service.

**FURTHER RESOLVED THAT** that the remuneration committee of directors be and are hereby authorized to increase the remuneration and vary any of the above terms of appointment including remuneration in consultation with Managing Director provided that such increase and variation is within the limit prescribed under the provision of the companies Act ,2013 and /or the provision of law as may be applicable thereto from time to time.

**FURTHER RESOLVED THAT** the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**By order of the Board of Directors  
For Goenka Business & Finance Limited**

  
  
**Mamta Surkali  
Company Secretary  
PAN: DSPPS5707C**

**Date:** 17/02/2016

**Place:** Kolkata

## NOTES:

- A. APPOINTMENT OF PROXY:** A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.
- B. Corporate Members:** Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Extra-ordinary General Meeting.
- C. Members/ Proxies attending the meeting** are requested to bring their copy of Notice of EGM.
- D. Queries at the EGM:** Queries proposed to be raised at the Extra-Ordinary General Meeting may be sent to the Company at its Registered office/Corporate office at least seven days prior to the date of EGM to enable the management to compile the relevant information to reply the same in the meeting.
- E. Members** are requested to notify any change in their address/mandate/bank details immediately to the share transfer Agent 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.
- F. Inspection of Documents:** Documents referred to in the Extra-ordinary General Meeting Notice are open for inspection at the registered office of the Company at all working days except Saturdays upto the date of EGM.
- G. Explanatory Statement:** Explanatory Statement as required under section 102(1) of the Companies Act, 2013, relating to the business to be transacted at the meeting is annexed hereto.
- H. Voting through electronic means**
1. Pursuant to Sec 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the company will provide e-voting facility to the members. All business to be transacted at Extra-ordinary General Meeting can be transacted through the electronic voting system.
  2. The shareholders shall have one vote per equity share held by them. The facility of e-voting would be provided once for every folio/ client id irrespective of the number of joint holders.

3. The Company has appointed Mr. Vikas Kumar Verma, practicing Company Secretary, as the scrutinizer for conducting the e-voting process in the fair and transparent manner.
4. The scrutinizer will submit his final report to the Chairman within three working days after the conclusion of e-voting period.
5. The results shall be declared on 12<sup>th</sup> March, 2016 of the Company. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL.

#### **Instructions of Voting through electronic mode**

- i. The Notice of the Extra-ordinary general meeting of the Company inter alia indicating the process and manner of e-Voting process alongwith printed Attendance Slip and Proxy Form will be sent to the members, whose names appear in the register of members/depositories as at closing hours of business, on 04<sup>th</sup> March, 2016.
- ii. CDSL shall also be sending the User-ID and Password, to those members whose shareholding is in the dematerialized format and whose e- mail addresses are registered with the Company/ Depository Participant(s). For members who have not registered their email address can use the details as provided.
- iii. Log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- iv. Click on Shareholder tab.
- v. Put user ID and password as initial password noted in step (i) above. Click Login
- vi. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share password with any other person and take utmost care to keep your password confidential.
- vii. Home page of e-voting opens. Click on e- voting: Active Voting Cycles.
- viii. Select "EVEN" of Goenka Business & Finance Limited
- ix. Now you are ready for e-voting as Cast Vote page opens.
- x. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- xi. Upon confirmation, the message "Vote caste successfully" will be displayed.
- xii. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xiii. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signator(ies) who are authorized to vote, to the Scrutinizer through e- mail [vikasverma@vvanda.com](mailto:vikasverma@vvanda.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- xiv. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the Downloads section of [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- xv. If you are already registered with CDSL for e-voting then you can use your existing user ID and password for casting your vote.
- xvi. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
6. The e-voting period commences on 9.00 a.m., Tuesday, 08<sup>th</sup> March, 2016 and ends on 5.00 p.m., Thursday, 10<sup>th</sup> March, 2016. During the period shareholders of the company, holding shares either in physical form or in dematerialized form as on the cutoff date of 04<sup>th</sup> March, 2016, may cast their vote electronically. The e-voting module shall also be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
7. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on, 04<sup>th</sup> March, 2016.
8. Since the company is required to provide members facility to exercise their right to vote by electronic means, Shareholders of the Company holding shares either in physical form or in dematerialized form, as on cut- off date of 04<sup>th</sup> March, 2016 and not casting their vote electronically, may only cast their vote at the general meeting.

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

##### **ITEM NO. 1:**

(a). As M/s K. Agarwal & Co., Chartered Accountants, Kolkata (FRN: ICAI- 306104E) has resigned on 15/01/2016 from post of Statutory Auditor of the Company. Hence, for the audit of accounts of the company for the F.Y. 2015-16, the Board proposed the name of M/s. Alok Sinhal & Co., Chartered Accountants, New Delhi, (FRN: ICAI- 013811N) to be appointed as Statutory Auditor of the company pursuant to the provisions of Section 139 (8) of the Companies Act, 2013. As the Board of Directors of a Company cannot, except with the consent of Members in General Meeting by an ordinary resolution, appoint any person as an Auditor of the Company. The Directors therefore, recommend the Ordinary Resolution for approval of the shareholders.

(b). None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company is, in any way, financially or otherwise, concerned or interested in the resolution.

##### **ITEM NO. 2:**

Ms. Pooja Kushawaha, aged 22 years, is a B.Com Graduate from Delhi University, New Delhi.

She was appointed as an Additional (Whole-time) Director of the Company on Board Meeting held on 13<sup>th</sup> November, 2015 pursuant to provisions of Section 161, 196,197 & 203 read with schedule V and other applicable provisions of the Companies Act, 2013 and subject to provisions of article of association of the company for the term from 13/11/2015 to 12/11/2020 by Board of Directors.

Accordingly, Directors recommends the resolution for appointing Ms. Pooja Kushawaha, Additional Director of the Company as Whole- Time Director of the Company for the approval of the members.

Except Ms. Pooja Kushawaha, 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.

**Directorship held in other Companies: 1**

Name: RDS CORPORATE SERVICES PRIVATE LIMITED  
CIN: U74140DL2010PTC200736  
Address: 312-313, 3rd Floor, Pooja Complex, 22 Veer Sawakar  
Block, Shakarpur, Delhi  
Designation: Additional Director

**Membership in Committees in other Companies: NIL**

**Shareholding in the Company: Nil**

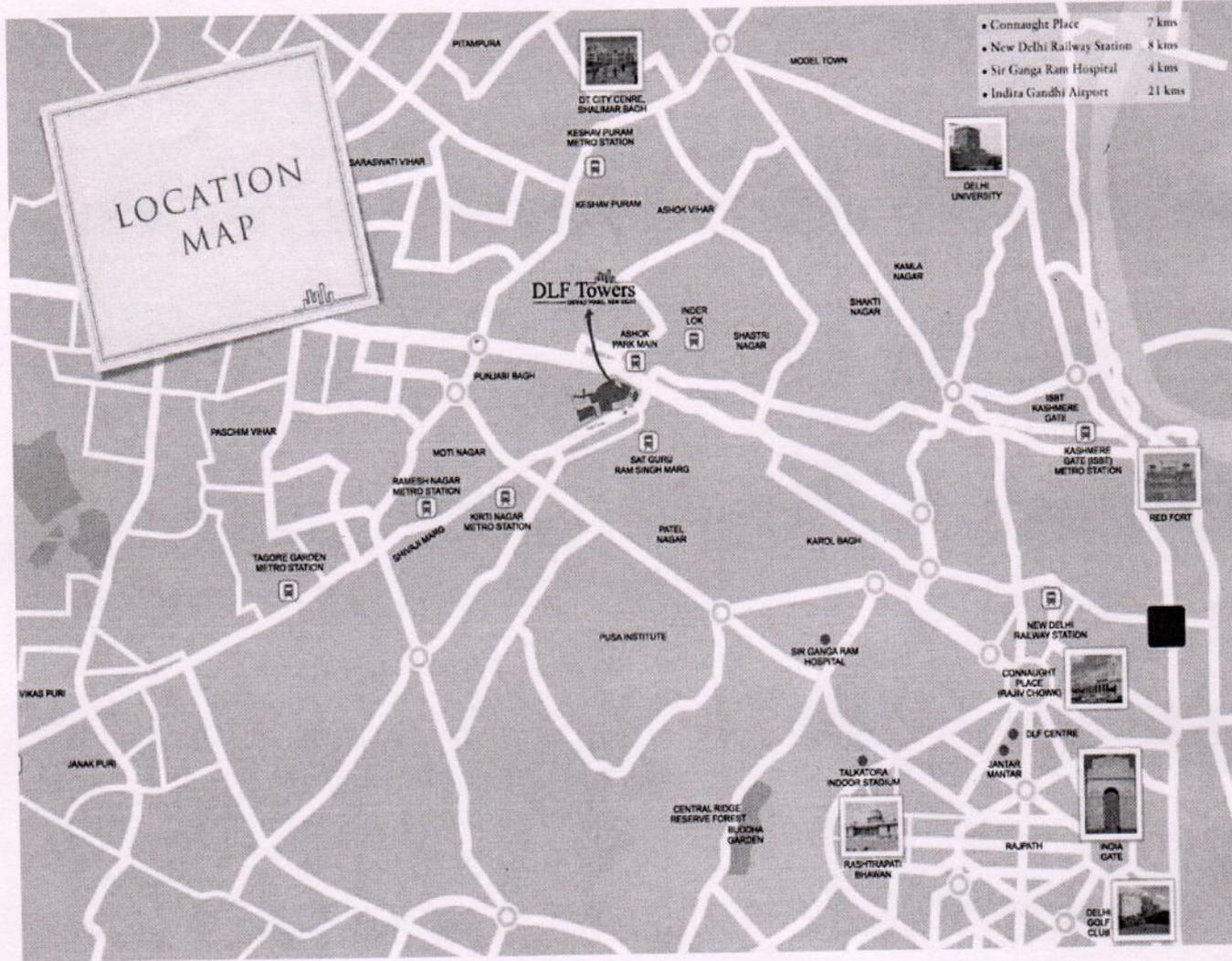
**By order of the Board of Directors  
For Goenka Business & Finance Limited**


**Mamta Surkali  
Company Secretary  
PAN: DSPPS5707C**

**Date: 17/02/2016**

**Place: Kolkata**





# GOENKA BUSINESS & FINANCE LTD.

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Website: www.goenkabusinessfinancelimited.com

CIN: L67120WB1987PLC042960, Contact No.- 011-470 383 43

## ATTENDANCE SLIP ( to be surrendered at the time of Entry to the Venue)

Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

**I hereby record my presence at the Extra-Ordinary General Meeting of Goenka Business & Finance Limited.**

Date: Friday, 11<sup>th</sup> March, 2016.

Time: 02:00 P.M.

Place: DSM- 438, DLF Towers, Shivaji Marg, New Delhi-110015

Signature of the Shareholder/ Proxy/Representative present			
Regd. Folio (If not dematerialised)		DP ID & Client ID (If dematerialised)	
Name of the Shareholder			
Number of Shares			

**NOTE:** Shareholder/Proxy holder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting.

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]

CIN: L67120WB1987PLC042960

Name of the company: GOENKA BUSINESS & FINANCE LTD

Registered Office: 11, Bysack Street, Kolkata-700007.

Corporate Office: DSM-438, 4<sup>th</sup> Floor, DLF Tower, Shivaji Marg, New Delhi-110015.

Name of the member (s):

Registered address:

E-mail Id:

Folio No:

DP ID:

I/We, being the member (s) of ----- shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:....., or failing him

2. Name:

Address:

E-mail Id:

Signature:....., or failing him

3. Name:

Address:

E-mail Id:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary general meeting of the company, to be held on the 11<sup>th</sup> day of March 2016 at 02:00 p.m. at DSM-438, DLF Towers, Shivaji Marg, New Delhi-110015 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Item No. 1: Appointment of M/s Alok Sinhal & Co. as Statutory Auditor of the Company:**

“RESOLVED THAT pursuant to the provisions of Section 139 (8) of the Companies Act, 2013 and other applicable provisions of the Act, if any, including any statutory modifications, amendments or re-enactments thereof, consent of the Company be and is hereby accorded to M/s. Alok Sinhal & Co., Chartered Accountants, New Delhi (FRN: ICAI-

013811N) as Statutory auditor of the company who shall hold the office as statutory auditor from the conclusion of this Extra-ordinary General Meeting till the conclusion of ensuing Annual General Meeting on such remuneration as may be decided by the Board.

**FURTHER RESOLVED THAT** any of the Board of Directors, be and is, hereby empowered and authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with Registrar of Companies."

**Item No. 2: Regularization of Ms. Pooja Kushawaha as a Whole-Time Director of the Company.**

**"RESOLVED THAT** Ms. Pooja Kushawaha, who was appointed as an Additional Director of the Company, by a resolution passed by the Board of Directors in its meeting held on 13<sup>th</sup> November, 2015 under Section 161(1) of the Companies Act, 2013 and applicable provisions of the Articles of Association ("AOA") of the Company and who holds office upto the date of this Extra-Ordinary General Meeting, be and is hereby appointed as a Whole-time Director of the Company.

**"RESOLVED FURTHER THAT** pursuant to the provisions of Section 196 & 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and such other approvals / consents as may be required, the consent of the members of the company be and is hereby accorded to the appointment of Ms. Pooja Kushawaha, as Whole Time Director of the Company for a period of 5 years with effect from **13/11/2015 to 12/11/2020** on the terms and conditions as specified in the Explanatory Statement annexed to this Notice, with liberty and power to the Board of Directors (hereinafter referred to as 'the Board'), in the exercise of its discretion, to alter and vary from time to time the terms and conditions of the said appointment and remuneration subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013."

**I. Salary:**

Salary shall not be less than Rs.25,000/- (Rupees Twenty five Thousand only) per month. The Salary may progressively go up based on his performance and industry trends.

**II. Commission:** Nil.

**III. Perquisites:** shall be valued in terms of actual expenditure incurred by the Company. However, in Cases Where the actual amount of expenditure cannot be ascertained with reasonable accuracy the perquisites shall be valued as per Income Tax Rules:

a) **Conveyance Allowance:** Rs3000/- per month

b) **Telephone:** Reimbursement of residential telephone/mobile bills at actual.

**IV. Other Benefits:** On full pay and allowances as per the rules of the company, but not more than one month's leave for every 11 months of service.

**V. Overall Remuneration:** That the total remuneration (i.e., salary, perquisites, commission and Allowances) in any financial year shall not exceed the limits prescribed from time to time under sections 196,197, 203 and other applicable provisions of the Companies Act, 2013 read with schedule V to the said Act, as may for the time being, be in force and any amendments thereto. In case of any doubt/discrepancy /clarification that may arise with respect to payment of remuneration the same shall be determined and decided by the Board of Directors.

**VI. Minimum Remuneration:** Where in any financial year during the currency of the tenure of the Managing Director, the Company has made no profits or its profits are inadequate, the Company shall pay to the Whole-time Director the above salary and perquisites except commission not exceeding the ceiling limit prescribed in Schedule V of the Companies Act, 2013 as amended from time to time as minimum remuneration

**VII.** One months' notice shall be required, on either side for termination of service.

**FURTHER RESOLVED THAT** that the remuneration committee of directors be and are hereby authorized to increase the remuneration and vary any of the above terms of appointment including remuneration in consultation with Managing Director provided that such increase and variation is within the limit prescribed under the provision of the companies Act ,2013 and /or the provision of law as may be applicable thereto from time to time.

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office/Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.

**Form No. MGT-12****Polling Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

**Name of the Company** : GOENKA BUSINESS & FINANCE LIMITED

**Registered Office** : 11, Bysack Street, Kolkata-700007

**Corporate Office**: DSM-438, 4<sup>th</sup> Floor, DLF Tower, Shivaji Marg, New Delhi-110015.

**BALLOT PAPER**

S. No.	Particulars	Details
1	Name of the First Named Shareholder (In block letters)	
2	Postal address	
3	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Share	Equity

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

S. No.	Item	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1	Appointment of M/s Alok Sinhal & Co. as Statutory Auditor of the Company.			
2	Regularization of Ms. Pooja Kushawaha as a Whole-Time Director of the Company.			

**Date:** 11<sup>th</sup> March, 2016

**Place:** New Delhi

**Signature of the Shareholder**