

FORM No. MGT-13

Report of Scrutinizer(s)

**[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]**

To,
The Chairman,
Of 29th Annual General Meeting of Equity Shareholders of
M/s. Goenka Business and Finance Limited held on
September 30, 2016 at 18, Rabindra Sarani, Poddar Court,
Gate No. 4, 4th Floor, Room no. 3, Kolkata, WB-700001 at 11:00 a.m.

Dear Sir,

I, Vikas Kumar Verma, Practicing Company Secretary, having office at B-502 Statesman House 148, Barakhamba Road, New Delhi-110001 appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 29th Annual General Meeting of the Equity Shareholders of M/s Goenka Business and Finance Limited, held on September 30, 2016 at 18, Rabindra Sarani, Poddar Court, Gate No. 4, 4th Floor, Room no. 3, Kolkata, WB-700001 submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the Poll is as under:

Resolution No. 1

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

a. Voted in favour of resolution

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|-------------------------------------|--|
| 32 | 52,48,774 | 100 |

b. Voted against resolution

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid |
|---|-------------------------------------|-----------------------------------|
|---|-------------------------------------|-----------------------------------|



| | | |
|--------|------|------------|
| proxy) | | votes cast |
| ---- | ---- | ---- |

c. Invalid Votes

| | |
|---|------------------------------------|
| Total Number of members (in person or by proxy) whose votes were declared invalid | Total Number of votes cast by them |
| ---- | ---- |

Resolution No. 2

Ordinary Resolution – 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

a. Voted in favour of resolution

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 32 | 52,48,774 | 100 |

b. Voted against resolution

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| ---- | ----- | ---- |

c. Invalid Votes

| | |
|---|------------------------------------|
| Total Number of members (in person or by proxy) whose votes were declared invalid | Total Number of votes cast by them |
| --- | ---- |

Resolution No. 3

Ordinary Resolution – Appointment of Mrs. Urmilaben Sharadbhai Talsaniya (DIN: 07536129) as Whole Time Director of the Company.

a. Voted in favour of resolution

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 32 | 52,48,774 | 100 |

b. Voted against resolution

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| ---- | ----- | ---- |

c. Invalid Votes

| Total Number of members (in person or by proxy) whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| --- | ---- |

Resolution No. 4

Ordinary resolution- Appointment of Mr. Prashant Ghanshyambhai Ukani (DIN: 03406521) as Director of the Company

a. Voted in favour of resolution

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 32 | 52,48,774 | 100 |

b. Voted against resolution

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| - | - | - |

c. Invalid Votes

| Total Number of members (in person or by proxy) whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| - | - |

Resolution No. 5

Ordinary resolution- Appointment of Mr. Hardik Madhukumar Bhatt (DIN: 07388025) as an Director of the Company



a. Voted in favour of resolution

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|-------------------------------------|--|
| 32 | 52,48,774 | 100 |

b. Voted against resolution

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|-------------------------------------|--|
| - | - | - |

c. Invalid Votes

| Total Number of members (in person or by proxy) whose votes were declared invalid | Total Number of votes cast by them |
|--|---|
| - | - |

5. 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.**
6. 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
Proprietor
Membership No: 29933**

Place: New Delhi
Date: 1st October, 2016