

To,
The Chairman,
GOENKA BUSINESS & FINANCE LTD.
18, Rabindra Sarani, Poddar Court,
Gate No. 4, 4th Floor, Room no. 4,
Kolkata-700 001, India
Dear Sir,

Sub: **Consolidated Scrutinizer's report on remote e-voting conducted pursuant to the provisions of section 108 of the Companies Act 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended by companies (Management and Administration) Amendment Rules,2015 and the Poll taken at the 30th Annual General Meeting (AGM) of the Equity Shareholders of GOENKA BUSINESS & FINANCE LTD. held on Saturday the 16th Day September, 2017 at 11:00 A.M at 18, Rabindra Sarani, Poddar Court, Gate No. 4, 4th Floor, Room no. 4, Kolkata, 700001.**

1. I , Akhil Agarwal, Practising Company Secretary , at 506/1 Grand Trunk Road, Howrah (South)-711101, was appointed as Scrutinizer by the Board of Directors of **GOENKA BUSINESS & FINANCE LTD (the Company)** for the purpose of scrutinizing e-voting process (remote e- voting) and voting through physical paper at the meeting pursuant to Section 108 of the Companies Act , 2013 read with Rule 20 & 21 of the (Companies Management and administration) Rules, 2014 (Amendment Rules ,2015) In respect of the below mentioned resolutions proposed at the 30th Annual General Meeting of the Equity Shareholders of the Company held on **Saturday,16th day of September, 2017 at 11.00 A.M. at 18, Rabindra Sarani, Poddar Court, Gate No.4, 4th Floor, Room No.4, Kolkata-700001** Submit my report as under:
2. The Compliance with the Provisions of the Companies Act , 2013 and the Rules made there under relating to voting through electronic means (by remote e-voting) and voting by use of ballots by the shareholders on the resolutions proposed in the Notice of the 30th Annual General meeting of the Company is the responsibility of the management . My responsibility as Scrutinizer is to ensure that the voting process both through electronic means and by use of physical paper at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour in against if any, to the chairman on the resolution , based on the reports generated from the electronic voting system provided by Central Depository Services Limited (CDSL) and the report generated electronically for voting by use of physical paper at the meeting.



3. The notice dated August 10,2017 along with statement setting out material facts under section 102 of the Act as confirmed by the Company were sent to the shareholders in respect of the below mentioned resolutions proposed at the AGM of the company and e-voting opened at 9:00 AM on September 12th ,2017 and remained open up to 5:00 PM On September 15, 2017.
4. The Equity Share holders holding shares as on September 09, 2017. "cut off date ", were entitled to vote on the resolutions stated in the Notice of the Annual General Meeting of the Company
5. After declaration of voting by use of ballot by the Chairman at the meeting, ballot boxes were locked and kept for voting duly marked by identification mark placed on them. The ballot boxes were locked and kept for voting duly marked by identification mark place on them. The ballot boxes subsequently on close of voting hours, were opened in the presence of two witnesses who are not the employees of the company, and ballots received were serially numbered, sorted, signatures verified and were scrutinized and initialed by me. The ballots were reconciled with the records maintained by the Company \ Registrar and Transfer Agent s (R & TA) of the Company and the authorizations \ proxies lodged with the company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on remote e-voting through Central Depository Services Limited (CDSL) facility had been blocked and ballots duly numbered serially by print were issued only to those members who were present at the Annual General Meeting and who had not voted on remote e-voting.
6. The ballots, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately. The votes cast by use of ballots at the meeting were first counted electronically.
7. After the conclusion of voting at the AGM,the report on voting done through electronic voting system at the meeting was generated in my presence and the voting was diligently scrutinized.
8. The electronic votes cast at the meeting were thereafter unblocked in the presence of two witnesses who are not the employees of the Company and the e-voting results\ list of equity shareholders who have voted for and against were downloaded from the e-voting website of Central Depository Services Limited (CDSL) (<https://www.cdslindia.com>) and the same are being handed over to the chairman.



9. The Management of the company is responsible to ensure compliance with the requirements of the Act and rules relating to e-voting and the voting through physical paper at the meeting on the resolutions contained in the notice of the AGM.
10. My responsibility as scrutinizer for the evoting and voting through physical paper at the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.
11. I now submit my consolidated Report as under on the result of the e-voting and voting by poll at the AGM in respect of the said resolutions :

a) Resolution -1 : Ordinary Business

To receive, consider, approve and adopt the Audited Balance Sheet as on 31st March, 2017 and the Profit And Loss Account for the year ended on that and the reports of Boards and Auditors thereon.

(i) Voted **in favour** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	30	6,64,601	14.18
Voting by poll	51	40,00,847	85.39
Total	83	46,65,448	99.57

(ii) Voted **against** the resolution :

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2	20,222	0.43
Voting by poll	NIL	NIL	NIL
Total	2	20,222	0.43

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



b) Resolution-2 : Ordinary Business

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 And 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.

Voted **in favour** of the resolution :

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	30	6,64,601	14.18
Voting by poll	51	40,00,847	85.39
Total	83	46,65,448	99.57

(i) Voted **against** the resolution :

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2	20,222	0.43
Voting by poll	NIL	NIL	NIL
Total	2	20,222	0.43

(ii) **Invalid** Votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



c) Resolution-3 : Special Business

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

(i) Voted **in favour** of the resolution :

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	30	6,64,601	14.18
Voting by poll	51	40,00,847	85.39
Total	83	46,65,448	99.57

(ii) Voted **against** the resolution :

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2	20,222	0.43
Voting by poll	NIL	NIL	NIL
Total	2	20,222	0.43

(iii) **Invalid** Votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



12. RESULTS:

- My report includes the result of voting through the physical poll papers in addition to votes cast through e-voting.
- I have scrutinized the votes cast through electronic means and also through physical poll papers for the purpose of this report.
- The particulars of all the electronic votes cast by the members through remote e-voting process and votes cast by the members through physical poll papers have been recorded in a register separately maintained for the purpose.

13. All relevant records of voting will remain in my custody until the Chairman Considers, approves and signs the minutes of the 30th Annual General Meeting and the same shall be handed over thereafter to the Chairman/ Company Secretary for safe keeping.

14. RECOMMENDATION:

- All the resolutions having secured requisite majority of votes, the respective resolutions may be considered to have been passed. The chairman may accordingly declare the result of voting.

Thanking You,

Yours Truly .



Akhil Agarwal
Practising Company Secretary
Membership No.ACS35073
CP NO.16313

Place : Kolkata

Date : 16.09.2017