

### DETAILS OF VOTING RESULTS

Date of the Annual General Meeting	September 10, 2014
Total number of shareholders on record date:	1710 (1 <sup>st</sup> August, 2014)
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	5
Public:	143
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	Not Arranged
Public:	Not Arranged

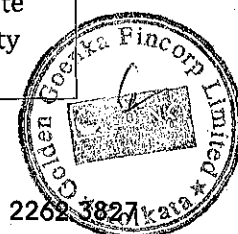
#### Agenda-wise:-

Item No.	Details of the Agenda:	Resolution required (Ordinary /Special)	Mode of voting: (Show of hands/Poll/ Postal Ballot/ E-voting)	Remarks
1	Adoption of Audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.	Ordinary	E-Voting	Passed with Requisite Majority
2	Re-appointment of M/s Das & Prasad, Chartered Accountants as Auditors of the Company.	Ordinary	E-Voting	Passed with Requisite Majority
3	Appointment of Mr. Rhythm Arora, as an Independent Director.	Ordinary	E-Voting	Passed with Requisite Majority
4	Appointment of Mr. Chandra Kumar Chandak, as an Independent Director.	Ordinary	E-Voting	Passed with Requisite Majority
5	Appointment of Mr. Niranjana Kumar Choraria, as an Independent Director.	Ordinary	E-Voting	Passed with Requisite Majority

Registered Office:  
1st, British Indian Street, Room No. B10, Kolkata – 700 069, West Bengal, India, Tel: +91 33 2262 3827

Corporate Office:  
1st, British Indian Street, 1st Floor, Room No. 109, Kolkata – 700 069, West Bengal, India  
Tel: +91 33 4004 2424, 4407 0023-28, Fax: +91 33 4407 0020  
Email: contact@goldengoenka.com, Website: www.goldengoenka.com

CIN :- L65993WB1993PLC060377

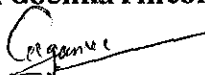


Item No.	Details of the Agenda:	Resolution required (Ordinary /Special)	Mode of voting: (Show of hands/Poll/ Postal Ballot/ E-voting)	Remarks
6	Change in period of office of Mr. Dinesh Burman, Whole-time Director, to be liable to determination by retirement of Directors by rotation.	Special	E-Voting	Passed with Requisite Majority
7	Approval under section 180(1) (a) of the Companies Act, 2013 to mortgage/charge assets of the Company.	Special	E-Voting	Passed with Requisite Majority
8	Approval under section 180(1) (c) of the Companies Act, 2013 for borrowing funds.	Special	E-Voting	Passed with Requisite Majority
9	Approval of alteration of Articles of Association of the Company.	Special	E-Voting	Passed with Requisite Majority
10	Re-appointment of Mr. G. L. Goenka as a Managing Director of the Company	Special	E-Voting	Passed with Requisite Majority

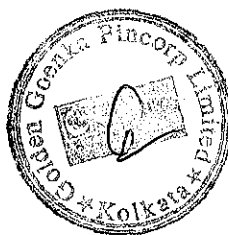
The mode of voting for all resolution was E-voting and the voting details are annexed herewith as "Annexure A" in the prescribed format.

Thanking You,

Yours Faithfully  
**For Golden Goenka Fincorp Limited**



**Girdhari Lal Goenka**  
**(Chairman & Managing Director)**



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 1st, British Indian Street, Room No. B10, Kolkata – 700 069, West Bengal, India, Tel: +91 33 2262 3827

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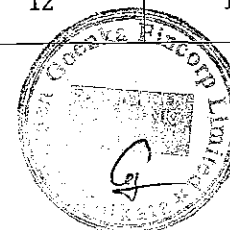
CIN :- L65993WB1993PLC060377

## Annexure A

**Details of reporting as per Clause 35 A of Listing Agreement based on results of voting at the 21<sup>st</sup> Annual General Meeting held on 10<sup>th</sup> September, 2014**

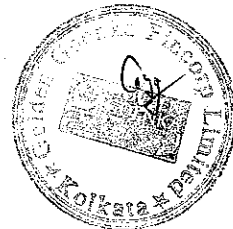
<b>Resolution No. 1 :- Adoption of Annual Accounts of the Company as on March 31, 2014 (Ordinary Resolution)</b>							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	11,39,48,223	11,39,48,223	100.00%	11,39,48,223	-	100.00%	0.00%
Public - Institutional holders	-	-	-	-	-	-	-
Public-Others	7,62,90,106	4,47,86,477	58.71%	4,47,86,465	12	100.00%	0.00%
<b>Total</b>	<b>19,02,38,329</b>	<b>15,87,34,700</b>	<b>83.44%</b>	<b>15,87,34,688</b>	<b>12</b>	<b>100.00%</b>	<b>0.00%</b>

<b>Resolution No. 2 :- Re-appointment of Statutory Auditors of the Company (Ordinary Resolution)</b>							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	11,39,48,223	11,39,48,223	100.00%	11,39,48,223	-	100.00%	0.00%
Public - Institutional holders	-	-	-	-	-	-	-
Public-Others	7,62,90,106	4,47,86,477	58.71%	4,47,86,465	12	100.00%	0.00%
<b>Total</b>	<b>19,02,38,329</b>	<b>15,87,34,700</b>	<b>83.44%</b>	<b>15,87,34,688</b>	<b>12</b>	<b>100.00%</b>	<b>0.00%</b>



<b>Resolution No. 3 :- Appointment of Mr. Rhythm Arora, as an Independent Director (Ordinary Resolution)</b>							
<b>Promoter/Public</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes - in favour</b>	<b>No. of Votes - against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
	<b>(1)</b>	<b>(2)</b>	<b>(3)=[(2)/(1)]*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)]*100</b>	<b>(7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	11,39,48,223	11,39,48,223	100.00%	11,39,48,223	-	100.00%	0.00%
Public - Institutional holders	-	-	-	-	-	-	-
Public-Others	7,62,90,106	4,47,86,477	58.71%	4,47,86,465	12	100.00%	0.00%
<b>Total</b>	<b>19,02,38,329</b>	<b>15,87,34,700</b>	<b>83.44%</b>	<b>15,87,34,688</b>	<b>12</b>	<b>100.00%</b>	<b>0.00%</b>

<b>Resolution No. 4 :- Appointment of Mr. Chandra Kumar Chandak, as an Independent Director (Ordinary Resolution)</b>							
<b>Promoter/Public</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes - in favour</b>	<b>No. of Votes - against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
	<b>(1)</b>	<b>(2)</b>	<b>(3)=[(2)/(1)]*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)]*100</b>	<b>(7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	11,39,48,223	11,39,48,223	100.00%	11,39,48,223	-	100.00%	0.00%
Public - Institutional holders	-	-	-	-	-	-	-
Public-Others	7,62,90,106	4,47,86,477	58.71%	4,47,86,465	12	100.00%	0.00%
<b>Total</b>	<b>19,02,38,329</b>	<b>15,87,34,700</b>	<b>83.44%</b>	<b>15,87,34,688</b>	<b>12</b>	<b>100.00%</b>	<b>0.00%</b>

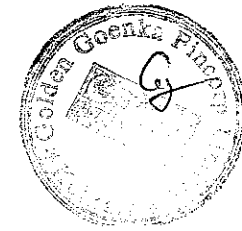


**Resolution No. 5 :- Appointment of Mr. Niranjn Kumar Choraria, as an Independent Director  
(Ordinary Resolution)**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	11,39,48,223	11,39,48,223	100.00%	11,39,48,223	-	100.00%	0.00%
Public - Institutional holders	-	-	-	-	-	-	-
Public-Others	7,62,90,106	4,47,86,477	58.71%	4,47,86,465	12	100.00%	0.00%
Total	19,02,38,329	15,87,34,700	83.44%	15,87,34,688	12	100.00%	0.00%

**Resolution No. 6 : Change in period of office of Mr. Dinesh Burman, Whole-time Director, to be liable to determination by retirement of Directors by rotation (Special Resolution)**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	11,39,48,223	11,39,48,223	100.00%	11,39,48,223	-	100.00%	0.00%
Public - Institutional holders	-	-	-	-	-	-	-
Public-Others	7,62,90,106	4,47,86,477	58.71%	4,47,86,465	12	100.00%	0.00%
Total	19,02,38,329	15,87,34,700	83.44%	15,87,34,688	12	100.00%	0.00%

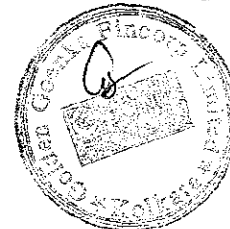


**Resolution No. 7 :- Approval under section 180(1) (a) of the Companies Act, 2013 to mortgage/charge assets of the Company.  
(Special Resolution)**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	11,39,48,223	11,39,48,223	100.00%	11,39,48,223	-	100.00%	0.00%
Public - Institutional holders	-	-	-	-	-	-	-
Public-Others	7,62,90,106	4,47,86,477	58.71%	4,47,86,465	12	100.00%	0.00%
<b>Total</b>	<b>19,02,38,329</b>	<b>15,87,34,700</b>	<b>83.44%</b>	<b>15,87,34,688</b>	<b>12</b>	<b>100.00%</b>	<b>0.00%</b>

**Resolution No. 8 :- Approval under section 180(1) (c) of the Companies Act, 2013 for borrowing funds  
(Special Resolution)**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	11,39,48,223	11,39,48,223	100.00%	11,39,48,223	-	100.00%	0.00%
Public - Institutional holders	-	-	-	-	-	-	-
Public-Others	7,62,90,106	4,47,86,477	58.71%	4,47,86,465	12	100.00%	0.00%
<b>Total</b>	<b>19,02,38,329</b>	<b>15,87,34,700</b>	<b>83.44%</b>	<b>15,87,34,688</b>	<b>12</b>	<b>100.00%</b>	<b>0.00%</b>



Resolution No. 9 :- Alteration of Articles of Association of the Company (Special Resolution)							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	11,39,48,223	11,39,48,223	100.00%	11,39,48,223	-	100.00%	0.00%
Public - Institutional holders	-	-	-	-	-	-	-
Public-Others	7,62,90,106	4,47,86,477	58.71%	4,47,86,465	12	100.00%	0.00%
Total	19,02,38,329	15,87,34,700	83.44%	15,87,34,688	12	100.00%	0.00%

Resolution No. 10 :- Re-appointment of Mr. G. L. Goenka as a Managing Director of the Company (Special Resolution)							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	11,39,48,223	11,15,10,364	100.00%	11,15,10,364	-	100.00%	0.00%
Public - Institutional holders	-	-	-	-	-	-	-
Public-Others	7,62,90,106	4,47,86,477	58.71%	4,47,86,465	12	100.00%	0.00%
Total	19,02,38,329	15,62,96,841	82.16%	15,62,96,829	12	100.00%	0.00%

Date: 10.09.2014

Place:- Kolkata

For Golden Goenka Fincorp Limited

  
Chairman & Managing Director



**ARANI GUHA B.Com(H), LL.B., ACS**

**Company Secretary in Whole Time Practice**

**Scrutinizer's Report**

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies, (Management and Administration) Rules, 2014

To  
The Chairman  
Golden Goenka Fincorp Limited  
1st, British Indian Street  
Room No. B10  
Kolkata: 700 069

Dear Sir,

I, Arani Guha, Company Secretary in whole time practice, have been appointed by the Board of Directors of Golden Goenka Fincorp Limited as a Scrutinizer for the purpose of Scrutinizing the e-voting process, and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20(3)(xi) of the Companies, (Management and Administration) Rules, 2014 on the resolutions contained in the notice (hereinafter referred to as "the resolutions") of the 21<sup>st</sup> Annual General Meeting (AGM) of the members of the Company to be held on 10<sup>th</sup> day of September, 2014 at 11:45 A.M. at "Manthan Banquet Hall", at 3, Waterloo Street, Kolkata-700069.

1. The notice dated 30.07.2014 convening the 21<sup>st</sup> Annual General Meeting (AGM) of the Company along with statement setting out material facts under section 102 of the Companies Act, 2013 was sent to the shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on 10<sup>th</sup> day of September, 2014.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 21<sup>st</sup> AGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to making a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above and "invalid" votes, based on the reports generated from the e-voting system provided by Central Depository Services Limited, the authorised agency to provide e-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under:

- i. The e-voting period remained open from Thursday 04<sup>th</sup> September, 2014 (10:30 A.M.) to Saturday 06<sup>th</sup> September, 2014 (7.00 p.m.).



Address : 1, Graham Road, (Near Indrapuri Studio), Tollygunj, Ground Floor, Kolkata - 700 040  
(O) (033) 40011791, (M) : (0) 9007201535, E-mail : araniguha@gmail.com

Residence : Guha Villa, Balaka Abasan, Near Kalitala,  
P.o.- Joka, P.s. - Haridevpur, Kolkata - 700 104



- ii. The members of the Company as on the "cut off" date i.e. 01<sup>st</sup> August, 2014 were entitled to vote on the resolutions as set out in the notice of the 21<sup>st</sup> Annual General Meeting (AGM) of the Company.
- iii. The votes were unblocked on Monday 08<sup>th</sup> September, 2014 at 6:15 p.m. in the presence of 2 witnesses, Mr. Prateek Kohli and Ms. Anjali Bansal, who are not in the employment of the Company.
- iv. Thereafter, the details containing *inter-alia*, list of Equity Shareholders, who voted "for", "against" and "invalid" on each of the resolutions that were put to vote, were generated from the e-voting website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) and based on such reports generated, the result of the e-voting is as under:

Number of members who cast their votes through e-voting	Total number of shares held by them	Total number of Valid Votes (as per details provided under each one of the Resolution(s) mentioned hereunder)
34	158734700	As mentioned beside each of the resolutions

Item No. of Notice	Particulars of Resolutions	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
		Nos.	%	Nos.	%	Nos.	%
1.	Adoption of Annual Accounts	158734688	99.99	12	00	NIL	NIL
2.	Appointment of Auditors	158734688	99.99	12	00	NIL	NIL
3.	Appointment of Mr. Rhythm Arora as an Independent Director	158734688	99.99	12	00	NIL	NIL
4.	Appointment of Mr. Chandra Kumar Chandak as an Independent Director	158734688	99.99	12	00	NIL	NIL
5.	Appointment of Mr. Niranjan Kumar Choraria as an Independent Director	158734688	99.99	12	00	NIL	NIL
6.	Determination of office of Mr. Dinesh Burman by rotation	158734688	99.99	12	00	NIL	NIL
7.	Consent to the Board of Director to exercise powers under section 180(1)(a) of the Companies Act, 2013	158734688	99.99	12	00	NIL	NIL
8.	Limit of borrowing to be made under section 180(1)(c) of the Companies Act, 2013	158734688	99.99	12	00	NIL	NIL




9.	Amendment of Articles	158734688	99.99	12	00	NIL	NIL
10.	Re-appointment of Mr. G.L. Goenka as the Managing Director of the Company	156296829	99.99	12	00	NIL	NIL

All the Resolutions stand passed under e-voting with the requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider in respect of the votes cast through e-voting by the Shareholders of the Company. All the relevant records and documents will be handed over after getting confirmation of the signing of the minutes of Annual General Meeting by the Chairman.


Thanking you  
Yours faithfully

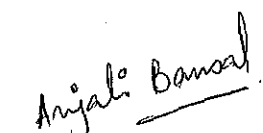
  
ARANI GUHA  
Practicing Company Secretary  
Membership No. 26011  
C.P. No. 9573

**ARANI GUHA**  
COMPANY SECRETARY IN WHOLE-TIME PRACTICE  
C.P. No. 9573  
1, Graham Road (Near Indrapuri Studio)  
Tollygunj, Ground Floor, Kol-700 044  
Ph: 9007201535

Place: Kolkata  
Date: 09.09.2014

We, the undersigned witnesses that the votes in respect of e-voting of shareholders of M/s. Golden Goenka Fincorp Limited were unblocked from e-voting website of CDSL in our presence at 6.15 p.m. on 08<sup>th</sup> September, 2014.

  
Prateek Kohli  
42/2, N.S.C. Bose Road  
Kolkata - 700 040

  
Anjali Bansal  
Hargiri Apartments,  
2.5 Mile Sevoke Road  
Siliguri - 734001