GOENKA BUSINESS & FINANCE LTD.

NBFC RBI NO : 05.00614

Date: 19.09.2026

To,	To,	To,
Department of Corporate Services, BSE Limited Ground Floor, PJ Towers, Dalal Street, Fort, Mumbai 400 001	Metropolitan Stock Exchange of India Limited, Vibgyor Towers, 4th floor, Plot No. C6C, G Block, Opp. Trident Hotel, BKC, Bandra (E), Mumbai 400098, India	The Calcutta Stock Exchange, 7, Lyons Range, Kolkata 700 001
BSE Script Code: 538787	MCX Script Code: GBFL	CSE Script Code:17407

Sub: Outcome of Board Meeting – Submission of Revised Notice of 39th Annual General Meeting for the FY 2025 26 with additional ordinary business agenda item:
Ref: Regulations 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please note that the meeting of the Board of Directors of the Company was held today, Saturday, 19th September 2026 at 01.00 pm. The Board of Directors considered and approved the following:

1) Approved and recommend to the members of the Company for their approval final dividend of 5% i. e. Rs.0.50/- (fifty paisa only) per equity share of Rs. 10/- each for the financial year 2025 26.

2) Approved the revised notice of 39th Annual General Meeting for approval of final dividend of 5% i. e. 0.50 (fifty paisa only) per equity share for the FY 2025 26.

   Please note that there is no change in the schedule of 39th Annual General Meeting, its E Voting Period and agenda items mentioned in the Notice of 39th Annual General Meeting dated 4th September 2026.

We herewith submit the revised notice of 39th Annual General Meeting. The Board meeting was concluded at 1.20 PM on the same day.

Request you to take the same on records.

With regards

For, Goenka Business & Finance Limited

Gori Yasin Abdul Sattar
Digitally signed by Gori Yasin Abdul Sattar
Date: 2026.09.19 13:31:31 +05'30'

Yasin Gori
Whole Time Director
DIN: 08221979

To, Date: 19.09.2026

The Shareholders
Goenka Business & Finance Limited

Sub: Addendum to the Notice convening 39th Annual General Meeting for the financial year 2025 26:

Dear Shareholder,

Please note that the Board of Directors of the Company in their Board Meeting held on 19th September 2026 at 1.00 pm have approved the final dividend of 5% i. e. 0.50 paisa per equity share of Rs. 10/- each for the financial year 2025 26 and have recommended the same to the members of the company for their approval in the ensuing Annual General Meeting.

In this regard, the Board of Directors have approved the revised notice of Annual General Meeting in their Board Meeting held on 19th September 2026 at 1.00 pm and have proposed additional item at agenda item no. 4 for approval of final dividend for the financial year 2025 26.

We herewith attach the revised notice of 39th Annual General Meeting for the financial year 2025 26.

Please note that there is no change in the schedule of 39th Annual General Meeting, period of remote E Voting and agenda items mentioned at sr. no 1 to 5 of the said notice.

Please take note of the same.

With regards,

For GOENKA BUSINESS & FINANCE LIMITED

Gori Yasin Abdul Sattar
Digitally signed by Gori Yasin Abdul Sattar
Date: 2026.09.19 13:31:46 +05'30'

Yasin Gori
Whole Time Director
DIN: 08221979

Dated: 19.09.2026
Place: Ahmedabad

Revised Notice of
39th Annual General Meeting

Notice is hereby given that given that the 39th Annual General Meeting of the Company for the financial year ended on 31st March 2026 will be held on Tuesday, 29th September, 2026 at 11.00 AM IST through Video Conferencing ("VC)/ Other Audio Visual Means ("OAVM) to transact the following business:

Ordinary Business:

Item No. 1. Adoption of Financial Statements & Report Thereon:

To receive, consider and adopt the audited financial statements of the company for the financial year ended on March 31, 2026 together with reports of the directors and auditors thereon.

Item No. 2. Re-Appointment of Director retiring by rotation:

To appoint a director in place of Mr. Yasin Gori (DIN: 08221979), who retires by rotation and being eligible, offers himself for re-appointment.

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act 2013, Mr. Yasin Gori (DIN: 08221979), who retires by rotation and being eligible, offers himself for reappointment, be and is hereby reappointed as a Director of the Company, liable to retire by rotation."

Item No. 3: Appointment of Statutory Auditor:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modifications or re-enactments thereof, the consent of the members of the Company be and is hereby accorded for the appointment of M/s V S S B & Associates, Chartered Accountants (ICAI Firm Registration No. 121356W as the Statutory Auditors of the Company for a period of five years from the conclusion of this Annual General Meeting till the conclusion of the 44th Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, and things, including filing necessary forms with the Registrar of Companies, to give effect to this resolution."

Item No. 4: Declaration of Final Dividend

"RESOLVED THAT the final dividend of Rs.0.50 per equity share be and is hereby declared for the Financial year 2025 26 as recommended by Board of Directors."

Special Business:

Item No. 5: To reappoint Ms. Charmi Parikh as Independent Director of the Company for the second term:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 ('Rules') (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Ms. Charmi Parikh (DIN: 09421573), who was appointed as an Independent Director for a term of five years which expires on 6th December 2026, and who has submitted a declaration confirming that she meets the criteria of independence as provided under the Act and SEBI LODR, be and is hereby re-appointed as an Independent Director of the Company for a second term of five (5) consecutive years commencing from 7th December 2026 to 6th December 2031 (both days inclusive), not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and are hereby authorised to do all such acts, deeds and things as may be necessary in this regard."

Item No. 6: To confirm the appointment of Mr. Atul Sheth as Independent Director:

"RESOLVED THAT in accordance with the provisions of Section 149, 150 and 152 and other applicable provisions of the Companies Act, 2013, Articles of Association of the Company and rules made thereunder, read with Schedule IV of the Act (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), Mr. Atul Sheth (DIN: 09698574), who was appointed as an Independent Director of the company with effect from 26th May 2026 and who has submitted the declaration that he meets the criteria for Independence as provided under the Act and the Listing Regulations, his appointment be and is hereby confirmed as an Independent Director of the Company pursuant to regulation 17(1C) of SEBI (LODR) Regulations 2015 and section 161 of the Companies Act 2013 to hold office for a term of up to 5 (five) years with effect from 26th May 2026 to 25th May 2031."

By Oder of the Board of directors

For GOENKA BUSINESS & FINANCE LIMITED

Sd/-

Yasin Gori
Whole Time Director
DIN: 08221979

Dated: 19.09.2026
Place: Ahmedabad

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act'), in respect of the ordinary and Special Business mentioned at item no. 4 to 6 to be transacted at this 39th Annual General Meeting ('AGM' or the 'Meeting') is annexed. Further, the relevant details with respect to 'Director seeking appointment and re-appointment at this AGM are also provided as Annexure-A and Annexure – B as per the requirement of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the institute of Company Secretaries of India.

2. The Ministry of Corporate Affairs ("MCA") permitted holding of the AGM through VC/OAVM, without physical presence of the Members at a common venue. In compliance with the MCA Circulars, AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM. [General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to "Clarification on holding of AGM through VC/OAVM, collectively referred to as "MCA Circulars".

3. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

   Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.

4. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, Secretarial Standard-2 Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.

5. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in this Notice or Explanatory Statement will be available electronically for inspection by the Members from the date of dispatch of this Notice up to the date of AGM before as well as during the AGM. Members seeking to inspect such documents can send an e-mail to goenkabusiness1987@gmail.com from their registered e-mail addresses mentioning their name, folio number/DP ID and Client ID and PAN.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.goenkabusinessfinancelimited.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. The Company has appointed Ms. Aanal Satyawadi (Membership Number. FCS 9505), Practicing Company Secretaries, as the Scrutinizer for scrutinizing the entire voting process i.e., remote e-voting and e-voting during the AGM to ensure that the process is carried out in a fair and transparent manner.

8. Corporates/Institutional members (i.e. other than Individuals, HUF, NRIs, etc.) are required to send Board Resolution/Authority Letter, etc. authorizing its representative(s) to vote on its behalf, to the Scrutinizer at e-mail ID: asandco.cs@gmail.com with a copy marked to the Company at goenkabusiness1987@gmail.com.

Electronic Dispatch of Annual Report and Process for Registration of Email Id:

9. Pursuant to the provisions of MCA circulars and SEBI circulars, this Notice along with the Annual Report of the Company are being sent through electronic mode to those members whose email addresses are registered with the Company/RTA/National Securities Depository Limited (NSDL) and/or Central Depository Services (India) Limited (CDSL) (collectively referred to as Depositories) and whose names appear in the received from the Depositories.

   Members can request for hard copy of the Annual Report & AGM notice by sending a request at goenkabusiness1987@gmail.com.

10. Members may note that this Notice along with the Annual Report of the Company are available on the website of the Company at www.goenkabusinessfinancelimited.in, website of the stock exchanges i.e., BSE Limited at www.bseindia.com.

11. To support the 'Green Initiative', members who have not yet registered their e-mail address are requested to register the same with their Depository Participants ('DP') in case the shares are held in dematerialized form and with the Company/RTA in case the shares are held in physical form.

Procedure for Remote E-Voting and E-Voting during the AGM:

12. **The remote e-voting period begins on Saturday, 26th September 2026 at 9.00 A.M. and ends on Tuesday, 28th September 2026 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, 23rd September 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September 2026.**

13. Members are requested to attend and participate at the ensuing AGM through VC / OAVM and cast their vote either through remote e-voting facility or through e-voting facility to be provided during AGM.

14. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.

15. The facility of e-voting during the AGM will be available to those members who have not cast their vote by remote e-voting. Members, who cast their vote by remote e-voting, may attend the AGM through VC/OAVM, but will not be entitled to cast their vote once again on the resolutions. If a member cast votes by both modes i.e. voting at AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

16. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI circular SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice.

17. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ('ESP') thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

18. Any person holding shares in physical form and non-individual shareholders, holding shares as on the Cut-off date, may obtain the login ID and password by sending a request at goenkabusiness1987@gmail.com. In case they are already registered for remote e-Voting, they can use their existing user ID and password for voting.

19. A member can opt for only single mode of voting i.e., through remote e-voting or voting at the AGM. If a member cast votes by both modes, then voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

20. Members holding shares as on the Cut-off date i.e., 23rd September, 2026 and who would like to speak or express their views or ask questions during the AGM may register themselves as speakers to send mail at goenkabusiness1987@gmail.com. Those members who have registered themselves as a speaker will only be allowed to speak / express their views / ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

21. Members whose names appear in the Register of date, are entitled to vote on the resolutions set forth in this Notice. A person who is not a member as on the Cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change it subsequently.

Declaration of Voting Results:

22. The scrutinizer shall, immediately after the conclusion of AGM, thereafter unblock the votes cast through remote e-voting and submit, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson of the Company or the person authorized by him, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws.

23. The results declared along with the scrutinizer's report, will be hosted on the website of the Company at https://gbfl.co.in. The Company shall simultaneously forward the results to BSE Limited, MSEI Ltd and CSE where the shares of the Company are listed.

24. The process and manner for remote e-voting and joining and voting at the AGM are explained below:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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<td>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.
NSDL Mobile App is available on
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<td>Individual Shareholders holding securities in demat mode with CDSL</td>
<td>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</td>
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	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?
1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status. 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting". 3. Now you are ready for e-Voting as the Voting page opens. 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted. 5. Upon confirmation, the message "Vote cast successfully" will be displayed. 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page. 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders
1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to goenkabusiness1987@gmail.com OR asandco.cs@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login. 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password. 3. 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 download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to NSDL at at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to goenkabusiness1987@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to goenkabusiness1987@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under **“Join meeting”** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at goenkabusiness1987@gmail.com. The same will be replied by the company suitably.

6. Shareholders who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at goenkabusiness1987@gmail.com between 21st September, 2026 09.00a.m. (IST) and 25th September, 2026 05.00 p.m. (IST). Only those Shareholders who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

By Oder of the Board of directors

For GOENKA BUSINESS **&** FINANCE LIMITED

Sd/-

Yasin Gori
Whole Time Director
DIN: 08221979

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

Item No. 3:

The Board of Directors at its meeting held on 3rd September 2026 based on the recommendation of Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, independence, etc., have approved the appointment of M/s V S S B & Associates, Chartered Accountant (ICAI Firm Registration Number 121356W), a peer reviewed firm subject to approval of the members to be obtained in the General Meeting.

M/s V S S B & Associates is a well-established firm of Chartered Accountants. The partners of the partnership firm have more than fifteen years of experience in the industry and practice. They have worked with Finance Department of large-scale IT MNC Companies. They also have experience in handling finance activities of large scale FMCG Companies. The firm has been Peer Reviewed by the Institute of Chartered Accountants of India, ensuring the highest standards in professional practices.

M/s V S S B & Associates have consented to their appointment as the Statutory Auditor of the Company for the period of five years and have confirmed that they fulfill the criteria for being appointed as the Statutory Auditor of the Company and have also confirmed that they have not incurred any of disqualifications in terms of the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Terms and Conditions of appointment: Term of appointment:

M/s V S S B & Associates are being appointed as the Statutory auditor of the Company for the period of 5 (Five) consecutive years commencing from the conclusion of 39th Annual General Meeting to be held for the FY 2025-26 to 44th Annual General Meeting to be held for the FY 2030-31.

Proposed Fees:

The Audit fees to be paid to M/s V S S B & Associates for FY 2026-27 shall be Rs.150,000/- (Rupees one lakh fifty thousand only) plus applicable taxes and out of pocket expenses. For subsequent years, the Board of Directors shall decide the fees based on the recommendations of the Audit Committee. The proposed audit fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by the statutory auditor, which is in line with the industry benchmark.
There is no material change in the fees payable to the New Auditor from that paid to the outgoing auditor.

Rationale for Change in Auditor:

The Board of Directors proposes to appoint M/s V S S B & Associates, Chartered Accountant pursuant to the provisions of Section 139(2) of Companies Act 2013, as the term of former Statutory Auditor of the Company M/s M A A K & Associates is going to expire at the ensuing Annual General Meeting.

Basis of Recommendation for appointment:

The Audit Committee at its meeting held on 3rd September 2026 had recommended the appointment and proposed fees of M/s V S S B & Associates, Chartered Accountant as the Statutory Auditor of the Company and subsequently the Board of Directors have approved the appointment and proposed fees (subject to approval of members) taking into account the eligibility, experience, expertise of the firm in the field. In view of the aforesaid, the Board recommends the ordinary resolution set forth in Item No. 4 for approval of the members.

None of the Directors, Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested, financially or otherwise in the resolution as set out at item no. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the notice for approval by the members.

Item No. 5:

Ms. Charmi Parikh, is an Independent Director of the Company holding DIN 09421573. She was appointed as an Independent Director of the Company on 7th December 2021 for the initial term of 5 years which is going to expire on 6th December 2026.

Based on the performance evaluation and recommendation of the Nomination and Remuneration Committee ("NRC"), the Board at its meeting held on 3rd September 2026 approved her re-appointment for a second term of five consecutive years starting from 7th December 2026 to 6th December 2031.

Ms. Charmi is a qualified Company Secretary and has completed her Master of Business in Finance, with over 5 years of experience in Secretarial department, Legal Department and Initial Public Offers. She has contributed significantly to strengthening governance and compliance standards of the Company. The Board believes that her continued association will be beneficial to the Company.

Further company has received a letter that she is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. Ms. Charmi Parikh is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given her (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Disqualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of (Appointment & Disqualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) Notices of interest in form MBP-1 pursuant to sub-section (1) of Section 184 of the Companies Act, 2013, (iv) declaration of independence for being appointed as Independent Director, and (v) proof of her registration with Independent Director's Data Bank..

Additional information in respect of Ms. Charmi Parikh as required under Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and as per the relevant provisions of the Secretarial Standard on General Meeting are given in the "Annexure B" to this Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Ms. Charmi Parikh, being an appointee is in any way, concerned or interested, financially or otherwise in the resolution as set out at item no. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the notice for approval by the members.

Item No. 6:

The Board of Directors appointed Mr. Atul Sheth (DIN: 09698574) as an Independent Director of the Company w. e. f. 26th May 2026 who in terms of the provisions of Section 149, 150 and152 and other applicable provisions of the Companies Act, 2013, and rules made thereunder, read with Schedule IV of the Act and Regulation 16(1C) of the said regulations, (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), is eligible to hold the office of Independent Director till the period of three months from the date of his appointment.

His appointment is required to be confirmed by the members of the Company in the General Meeting within three months from the date of appointment. The Company could not obtain the consent of the members in the general meeting or through postal ballot within the prescribed time limit. Hence, now the Board of Directors of the Company proposes to confirm his appointment for the period of five (Five) Consecutive years with effect from 26th May 2026 to 25th May 2031 as an independent director pursuant to provisions of Regulation 17(1C) of SEBI (LODR) Regulations 2015, as amended from time to time.

Further company has received a letter that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. Mr. Atul Sheth is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given his (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Disqualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of (Appointment & Disqualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) Notices of interest in form MBP-1 pursuant to sub-section (1) of Section 184 of the Companies Act, 2013, (iv) declaration of independence for being appointed as Independent Director, and (v) proof of his registration with Independent Director's Data Bank.

Additional information in respect of Mr. Atul Sheth as required under Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and as per the relevant provisions of the Secretarial Standard on General Meeting are given in the "Annexure B" to this Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Atul Sheth, being an appointee is in any way, concerned or interested, financially or otherwise in the resolution as set out at item no. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the notice for approval by the members.

By Oder of the Board of directors
For GOENKA BUSINESS **&** FINANCE LIMITED
Sd/-

Yasin Gori
Whole Time Director
DIN: 08221979

Dated: 19.09.2026
Place: Ahmedabad

Annexure –A

Details of Executive Director seeking reappointment through retire by rotation at the 39th Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings

Name of the Director	Mr. Yasin Gori
Director Identification Number (DIN)	08221979
Date of First Appointment on the Board	19.09.2018
Brief Profile, Experience & Expertise in specific functional areas	Mr. Yasin Gori, Whole Time Director of the Company expertly navigates the Company's day-to-day business operations, utilizing his strategic insight and extensive experience to drive success.
Qualification	Graduate
Capacity/ Position	Executive Director
Relationship between Directors, Managers and other Key Managerial Personnel of the Company.	N. A.
Board Membership of other Listed Companies as on March 31, 2026.	Nil
Chairmanships/ Memberships of the Committee of other Public Limited Companies as on March 31, 2026.	Nil
Name of the listed entities from which the person has resigned in the past three years.	Nil
Number of Shares held in the Company as of March 31, 2026	Nil
Number of Board Meeting attended during the year 2025 26.	Six Out of Six meetings
Terms and conditions of appointment/reappointment	Terms and conditions of appointment remains the same.
Details of Remuneration sought to be paid	No change
Details of Remuneration last drawn during the year 2025 26.	Rs. 11,00,000/-

Annexure B

Details of the Independent Director seeking re-appointment / confirmation of appointment (In pursuance of Regulations 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings)

Particulars	Ms. Charmi Parikh	Mr. Atul Sheth
DIN	09421573	09698574
Date of First Appointment	07.12.2021	26.05.2026
Proposed term	07.12.2026 to 06.12.2031	26.05.2026 to 25.05.2031
Category	Independent Director	Independent Director
Qualification	CS, Master of Business in Finance	Chartered Accountant
Experience	Ms. Charmi Parikh is member of ICSI. She has more than five years of experience of working with Capital Market agency in finance and secretarial department.	Mr. Atul Jashwantrai Sheth is a qualified Chartered Accountant holding Membership No. 045358. He possesses rich experience and expertise in the fields of accounting, finance, taxation, auditing and corporate advisory services
Relationship with Directors / KMP	No.	No.
Directorship held in other companies	NIL	NIL
Committee positions held in other companies	NIL	NIL
Remuneration	NIL	NIL
Details of remuneration Sought to be paid	Rs. 60,000/- as sitting fees.	Rs. 60,000/- as sitting fees.
Resignation from Listed Entities in past three years	NIL	NIL
No. of meetings of the Board attended during the year 2025 26	Six out of Six Meeting held	Not Applicable
Shareholding in Company	NIL	NIL