



## **GOODRICKE GROUP LIMITED**

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CIN-L01132WB1977PLC031054

26<sup>th</sup> July, 2019

To  
The Sr. General Manager  
Dept of Corporate Services  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001  
Email: [corp.relations@bseindia.com/](mailto:corp.relations@bseindia.com)  
Corp. [compliance@bseindia.com](mailto:compliance@bseindia.com)

[Uploaded in http://listing.bseindia.com/](http://listing.bseindia.com/)

Scrip Code: 500166

Sub: Proceedings of the Meeting

Dear Sir,

Pursuant to Schedule III Part A, Para A Sub-rule 13 of the SEBI-LODR, 2015 please take on record the Proceedings of the Annual General Meeting held on 26<sup>th</sup> July, 2019

Yours faithfully,  
**GOODRICKE GROUP LIMITED**

**SR. GENERAL MANAGER &  
COMPANY SECRETARY**

Encl: a/a

## GOODRICKE GROUP LIMITED

**MINUTES OF THE FORTY-THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD AT EASTERN ZONAL CULTURAL CENTRE, IB 201, SECTOR III, SALT LAKE CITY, KOLKATA – 700 106 ON FRIDAY, THE 26<sup>TH</sup> JULY, 2019 AT 10 A.M. AND CONCLUDED AT 10.16 A.M.**

### Present

#### Directors

Mr. P.J. Field	- Chairman
Mr. A.N. Singh	- Vice Chairman & Member
Mr. A. Asthana	- Managing Director & C.E.O & Member
Mr. A. Sengupta	- Wholetime Director & CFO & Member
Mrs. S. A. Walker	- Director
Dr. S. Kaul	- Independent Director, Chairperson, Stakeholders Relationship Committee
Mr. Y. Levin	- Director
Mr. A. Bhattacharya	- Representing the Statutory Auditors, Deloitte Haskins & Sells LLP
Mr. A. K. Roy	- Secretarial Auditor

#### Members present by person

- |                     |                           |
|---------------------|---------------------------|
| 1. Mr. J. Bakshi    | 2. Mr. D. K. Bhattacharya |
| 2. Mr. A. K. Pathak | 4. Mr. T. N. Chakraborty  |

And 42 more members were present.

#### Representation under section 113 of the Companies Act, 2013

Assam Dooars Investments Ltd., U.K	: Represented by Mr. P.J. Field
Western Dooars Investments Ltd., U.K.	: Represented by Mr. P.J. Field

#### In attendance:

Sr. General Manager & Company Secretary : Mr. S. Banerjee (& Member)

The Chairman welcomed the members, to the Forty-third Annual General Meeting. The Chairman stated that all the Directors were present on the dais except Mr. Saurav Adhikari and Mr. K. Sinha, Independent Director, Chairman, Audit Committee. He, thereafter, requested the Sr. General Manager & Company Secretary to read out the Statement of Statutory requirements.

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### **COMPANY SECRETARY'S STATEMENT**

The Company Secretary in his statement confirmed that necessary quorum, as required under the Companies Act, 2013, was present and the meeting could proceed to transact the business as laid out in the Notice of the Meeting dated 24<sup>th</sup> May, 2019. He added that pursuant to Section 170 of the Companies Act, 2013, the Register of Directors' and Key Managerial Personnel shareholding, the Auditors Report and Secretarial Audit Report have been tabled and such register would remain open and accessible to any Member of the Company during the continuance of the meeting.

### **CHAIRMAN'S ADDRESS**

The Chairman in his address drew attention of the members on the salient features of the Company's performance and also the reports and accounts for the financial year ended 31<sup>st</sup> March, 2019.

### **INVITATION TO THE SHAREHOLDERS TO EXPRESS THEIR VIEWS**

The Chairman invited the Members present to express their views in respect of the accounts and /or workings of the Company during the Financial Year ending 31<sup>st</sup> March, 2019 and to raise questions, if any.

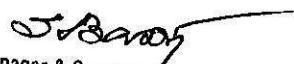
The members present had no queries and requested the Chairman to take up the business as per Agenda.

### **RESULTS OF E-VOTING**

The Chairman stated that the process of E-Voting offered by the Company pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management & Administration) Rules, 2014 in respect of the eight resolutions proposed at the Forty-third Annual General Meeting was concluded on 25<sup>th</sup> July, 2019. The Chairman further stated that Mr. A. K. Roy, Practicing Company Secretary who was appointed as the Scrutinizer of the E-Voting process as well as the process of voting through ballot at the meeting submitted his report. The Chairman informed that the detailed result of the E-voting as furnished by the Scrutinizer be uploaded in the website of the Company, [www.goodricke.com](http://www.goodricke.com) within 48 hours from the conclusion of the Annual General Meeting and also would be sent to the Stock Exchange where the Shares of the Company are listed.

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GOODRICKE GROUP LTD.

  
Sr. General Manager & Company Secretary

The following 8 (eight) resolutions as proposed vide Notice dated 24<sup>th</sup> May, 2019 which were passed through E-voting as well as by ballot voting at the venue of the Annual General Meeting in terms of the Report submitted by Mr. A. K. Roy, Practicing Company Secretary and the Scrutinizer appointed for the said purpose in the manner as written hereunder :-

**A. Ordinary Business**

**Ordinary Resolution**

**Resolution No. 1**

**Adoption of Audited Financial Statements for the year ended 31<sup>st</sup> March 2019.**

Proposed by : Mr. T. N. Chakraborty  
Seconded by : Mr. S. Mitra

"Resolved that the Audited Financial Statements for the year ended 31<sup>st</sup> March 2019, together with the Directors' and Auditors' Reports thereon as published and circulated to all members and now submitted to this Meeting be and the same are hereby received and adopted."

Total No. of votes cast in favour	15985129
Total No. of votes cast against	100
Result	Declared carried by majority

**Resolution No. 2**

**Declaration of Dividend**

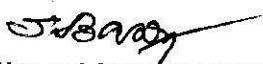
Proposed by : Mr. S. Ghosh  
Seconded by : Mr. T. Dutta

"Resolved that a Dividend of Rs. 4.00/- per share (40%) on 21,600,000 Equity Shares absorbing Rs. 864 lacs be and is hereby declared on the Equity Shares of the Company for the year ended 31<sup>st</sup> March, 2019 for payment to the shareholders whose names appear on the Company's Register of Members on 19<sup>th</sup> July, 2019 subject to the provisions of Section 126 of the Companies Act, 2013."

Total No. of votes cast in favour	15985129
Total No. of votes cast against	100
Result	Declared carried by majority

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Sr. General Manager & Company Secretary

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CHAIRMAN'S

**Resolution No. 3****Re-appointment of Mrs. Susan Ann Walker as a Director**

Proposed by : Mr. P. V. Premarajan  
 Seconded by : Mr. S. Mukherjee

"Resolved that Mrs. Susan Ann Walker (holding DIN 07225692) who retires by rotation and being eligible for reappointment, be and is hereby reappointed a Director of the Company."

Total No. of votes cast in favour	15984943
Total No. of votes cast against	280
Result	Declared carried by majority

**Resolutions No. 4****Reappointment of Mr. Arjun Sengupta as a Director**

Proposed by : Mr. S. Kundu  
 Seconded by : Mr. T. N. Chakraborty

"Resolved that Mr. Arjun Sengupta (holding DIN 00631842) who retires by rotation and being eligible for reappointment, be and is hereby reappointed a Director of the Company."

Total No. of votes cast in favour	15984949
Total No. of votes cast against	280
Result	Declared carried by majority

**B. Special Business****Ordinary Resolution****Resolution No. 5****Reappointment of Mr. Yashpal Levin as a Director**

Proposed by : Mr. S. Malakar  
 Seconded by : Mr. B. C. Paul

" Resolved that Mr. Yashpal Levin (holding DIN 07169755) who was re-appointed as an Additional Director of the Company w.e.f. 1<sup>st</sup> April, 2019 by the Board of Directors under provision of section 161 of the Companies Act 2013 and pursuant to the Article of Association of the Company and who holds such office upto the date of this Annual General Meeting of the Company, and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Companies Act 2013 proposing his candidature for the office of the Director of the Company be and is hereby appointed as a Director of the Company till 31<sup>st</sup> March 2020."

Total No. of votes cast in favour	15984949
Total No. of votes cast against	280
Result	Declared carried by majority

**Resolution No. 6****Appointment of Mr. Saurav Adhakari as an Independent Director**

Proposed by : Mr. P. Neog  
 Seconded by : Mrs. M. Banerjee

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 and all other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013 and the rules framed thereunder (including any modification(s) or re-enactment thereof for the time being in force) ("the Act") and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Saurav Adhikari (holding DIN 08402010) who was appointed as an Additional, Independent Director of the Company effective 24th May, 2019 by the Board of Directors effective 24th May, 2019 in terms of the provisions of Section 161 of the Act and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Companies Act 2013 proposing his candidature for the office of the Director of the Company be and is hereby appointed as an Independent Director not liable to retire by rotation and to hold office for a term of three (3) years effective 24th May 2019."

Total No. of votes cast in favour	15984949
Total No. of votes cast against	280
Result	Declared carried by majority

**Resolution No. 7****Ratification of remuneration of Cost Auditors**

Proposed by : Mr. T. Dutta  
 Seconded by : Mr. T. N. Mukherjee

**"Resolved that** in terms of Section 148 of the Companies Act 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the remuneration payable to the Cost Auditors namely M/s. Shome & Banerjee, Cost Accountants (Firm Registration No.: 000001) for conducting Audit of Cost Accounting records maintained by the Company as applicable, for the year ending 31st March, 2020 as approved by the Board of Directors based on the recommendation of the Audit Committee, the details of which are given in the Explanatory Statement in respect of this item of business be and is hereby ratified."

**"Resolved further that** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Total No. of votes cast in favour	15984854
Total No. of votes cast against	375
Result	Declared carried by majority

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CHAIRMAN



**Special Resolution**

**Resolution No. 8**

**Authorisation to the Board of Directors to mortgage, pledge, hypothecate etc. Company property**

Proposed by : Mr. J. Lee  
Seconded by : Mr. S. Mukherjee

**"RESOLVED THAT** consent of shareholders of the company be and is hereby accorded, pursuant to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed Rs. 90.00 Crores (Rupees Ninety Crores only) at any time."

**"RESOLVED FURTHER THAT** the Board of Directors of the company be and are hereby authorized to finalise with Banks/Financial Institutions the documents for creating aforesaid mortgage and/or the charge and to do all such acts, deeds, matters and things as may be necessary, proper and expedient or incidental for giving effect to this resolution."

Total No. of votes cast in favour	15984850
Total No. of votes cast against	280
Result	Declared carried by majority

**VOTE OF THANKS**

The meeting concluded with a vote of thanks to the Chair proposed by Mr. T. N. Chakraborty a member.

**DECLARATION OF RESULTS**

Based on the scrutiny report submitted by Mr. A. K. Roy, on 26<sup>th</sup> July, 2019 the Chairman announced the combined results of remote e-voting and votes cast through polling at the Annual General Meeting hall, as enclosed and marked as Annexure I and declared that all the resolutions in respect of item mentioned in the Notice dated 24<sup>th</sup> May, 2019 and transacted at the Annual General Meeting of the Company were declared carried by majority

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Chairman

Date : 26.07.2019  
Place : Kolkata

  
Sr. General Manager & Company Secretary

KS(AGM.19MIN)

ANNEXURE - I**GOODRICKE GROUP LIMITED****ANNUAL GENERAL MEETING HELD ON FRIDAY THE 26<sup>TH</sup> JULY, 2019 DECLARATION OF RESULTS OF REMOTE E-VOTING AND POLL AT THE MEETING**

The Annual General Meeting (AGM) of Goodricke Group Limited ("the Company") was held at the Eastern Zonal Cultural Centre, IB 201, Sector - III, Salt Lake City, Kolkata 700 106 on Friday, the 26<sup>th</sup> July, 2019 at 10.00 a.m. As per the provisions of Section 108 of the Companies Act 2013 and Rule 20 of Companies (Management and Administration) Amendment Rules, 2015 and also as per Listing Agreement with the Stock Exchange, the Company had provided the remote e-voting facility to the Shareholders through National Securities Depository Limited (NSDL) to enable them to cast their vote electronically on the resolutions proposed in the Notice convening AGM. In line with the amended Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 the Shareholders present at the Annual General Meeting were offered the facility to vote through polling papers.

The remote e-voting commenced on Tuesday, July 23, 2019 at 9:00 A.M. and closed on Thursday, July 25, 2019 at 5:00 P.M.

The Board of Directors has appointed Mr. A. K. Roy, Practicing Company Secretary as the Scrutinizer for remote e-voting and Poll at AGM. The Scrutinizer has carried out the scrutiny of all the electronic votes cast upto 5:00 P.M. on 25<sup>th</sup> July, 2019, unblocked from NSDL and also the votes cast through polling papers at the AGM and submitted his Report on July 26, 2019.

Based on the Scrutinizers' Report dated Friday, July 26, 2019 the combined results of the votes cast are as under :

Sl. No.	Items of Business	% Votes in favour	% Votes against
1.	Adoption of Audited Financial Statements	99.99	0.01
2.	Declaration of Dividend	99.99	0.01
3.	Reappointment of Mrs. Susan Ann Walker as Director	99.99	0.01
4.	Re-Appointment of Mr. A. Sengupta, as Director	99.99	0.01
5.	Re-Appointment of Mr. Yashpal Levin, as Director.	99.99	0.01
6.	Appointment of Mr. Saurav Adhikari as an Independent Director	99.99	0.01
7.	Ratification of remuneration of Cost Auditors	99.99	0.01
8.	Authorisation to Board of Director to mortgage, pledge, hypothecate etc. Company property.	99.99	0.01

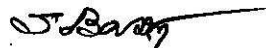
Accordingly, all the Resolutions in respect of the items of business mentioned above were declared and carried with majority by the shareholders of the Company.

**GOODRICKE GROUP LIMITED**

attached to be True Copy  
GOODRICKE GROUP LTD.

  
**CHAIRMAN**

Place : Kolkata  
Dated : 26.07.2019



CHAIRMAN'S