

**GOODRICKE GROUP LIMITED**

**MINUTES OF THE FIRST EXTRA ORDINARY GENERAL MEETING AS PER SECRETARIAL STANDARDS (2) OF THE MEMBERS OF THE COMPANY HELD ON MONDAY, 21<sup>ST</sup> SEPTEMBER 2015 AT 10:00 A.M. AT THE MINI AUDITORIUM OF SCIENCE CITY, JBS HALDANE AVENUE, KOLKATA 700 146.**

Present

Mr. P. J. Field	-	Chairman
Mr. A. N. Singh	-	Managing Director & CEO
Ms. S. A. Walker	-	Director
Mr. K. Sinha	-	Independent Director
Mr. P.K. Sen	-	Independent Director
Dr. S. Kaul	-	Independent Director
Mr. S. Banerjee	-	Company Secretary and Member

107 other members were personally present.

In terms of Article 70 of the Article of Association of the Company Mr. P.J. Field, Chairman of the Board took the Chair and announced that the quoram for the meeting being present in terms of Section 103 of the Companies Act 2013 the EGM of the members of the Company was called to order.

At the outset the Chairman welcomed the members of the Company to the Extra Ordinary General Meeting and introduced Mrs. S. A. Walker, who has joined the Board on 30<sup>th</sup> July 2015.

Mr. A. K. Roy, Practicing Company Secretary, the Secretarial Auditor of the Company was present in the Meeting.

The Register of proxies received were also available for inspection by members throughout the meeting pursuant to Clause 6.8.2 of the Secretarial Standards (2) issued by ICSI.

With the consent of the Members present the Notice dated 30<sup>th</sup> July, 2015 convening the EGM was taken as read. Before taking up the formal item of business to be transacted at the Meeting the Chairman read out his Statement dated 21<sup>st</sup> September, 2015.

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**Certified to be True Copy**

**GOODRICKE GROUP LTD.**

*S. Banerjee*  
Company Secretary

CHAIRMAN'S  
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The Chairman stated that in terms of Sec. 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rule 2015 and Clause 35B of the Listing Agreement with the Stock Exchange and Secretarial Standards (2) issued by ICSI the Company has provided remote e-voting facilities to the members for transacting the business contained in the Notice calling this meeting.

The remote e-voting commenced on Friday the 18<sup>th</sup> September, 2015 (9:00 a.m) and ended on Sunday the 20<sup>th</sup> September, 2015 at (5:00 p.m.) he further informed the members that in terms of the said Rules necessary arrangements were made for voting by ballot for those shareholders who could not vote as per e-voting facilities provided by the Company.

He advised the members that Mr. A. K. Roy practicing Company Secretary (Membership NO. FCS 5684) who was present at the meeting was appointed as the scrutinizer to scrutinizes the e-voting process as well as the process of voting through ballot at the meeting in a fair and transparent manner.

The questions which were raised by various members were replied to by the Chairman and the Chairman thanked the members for taking active interest in the affairs of the Company.

The Chairman thereafter proceeded to transact the business of the meeting in terms of the notice convening the Extra Ordinary General Meeting, ad seriatim :

**1. To approve the remuneration of Mr. Arun Narian Singh the Managing Director & CEO incase of inadequate profit.**

The Chairman recommended the following resolution as a special resolution.

"Resolved that Mr. Arun Narain Singh, (holding DIN 00620929) Managing Director and CEO of the Company be paid, the remuneration as contained in the resolution no. 8 of the special business of the Annual General Meeting of the company held on 30<sup>th</sup> March, 2015 and duly passed by the members in the said meeting and that in case of no profit or inadequate profit in any financial year, during his said tenure, remuneration to be paid in accordance to Section II of Part II of Schedule V to the Companies Act 2013 and that the effective capital of the company being Rs. 213 crores as on 31<sup>st</sup> December 2014 the said remuneration be paid subject to a limit of Rs. 120 lakhs per year or Rs. 10 lakhs per month and that this resolution shall be applicable to the remuneration paid or payable during the period of 3 year commencing from 1<sup>st</sup> January, 2015 and ending on 31<sup>st</sup> December 2017."

CHAIRMAN'S  
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The aforesaid resolution was proposed by Mr. J. N. Kundu, a Member and seconded by Mr. T. N. Chakraborty, a Member.

The Chairman informed that the resolution had been duly proposed and seconded and had already been put up to vote through remote e-voting.

The Chairman thereafter proceeded to transact the remaining business of the Meeting as contained in the Notice convening the EGM.

**2. Ratification of remuneration payable to Cost Auditor for extended accounting period of three months.**

The Chairman informed the members that the following resolution was recommended as an ordinary resolution.

"Resolved that the remuneration of M/s. Shome & Banerjee, Cost Accountants (Firm Registration No. 000001), as Cost Auditors of the Company, for the extended accounting period of another 3 months, ending on 31<sup>st</sup> March 2016, 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."

The aforesaid resolution was proposed by Mr. T. N. Chakraborty, a member and seconded by Mr. S. Mitra, a member. The Chairman mentioned that the resolution was duly proposed and seconded and had already been put to vote through remote e-voting.

Thereafter the Chairman advised Mr. A. K. Roy, the Scrutinizer and Mr. S. Banerjee, Company Secretary to facilitate the voting by the eligible members through polling papers at the Extra Ordinary General Meeting and authorized Mr. A. K. Roy to submit the scrutinizer's report based on the combined voting results.

The Chairman informed the members present that the combined results of the remote e-voting and votes cast through polling papers at the Extra Ordinary General Meeting shall be announced by Tuesday, 22<sup>nd</sup> September 2015 at 5:00 p.m. and the same would be available on the Notice Board of the Company at the Registered Office at Kolkata and would also be uploaded on the website of the Company.

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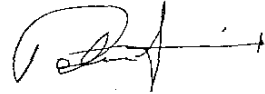
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**Vote of Thanks**

The Meeting concluded at 10:30 a.m. with a Vote of Thanks to the Chair proposed by Mr. J. N. Kundu, a member.

**Declaration of Results**

Based on the Scrutiny report submitted by Mr. A. K. Roy on 22<sup>nd</sup> September, 2015 the Chairman announced the combined results of remote e-voting and votes cast through polling at the Extra Ordinary General Meeting hall, as enclosed and marked as Annexure I and declared that all resolutions in respect of items of business mentioned in the notice dated 30<sup>th</sup> July 2015 and transacted at the Extra Ordinary General Meeting of the Company were carried with requisite majority.



Chairman

Place : LONDON

Dated : 25<sup>th</sup> SEPTEMBER 2015

CHAIRMAN'S  
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ANNEXURE – I**GOODRICKE GROUP LIMITED****EXTRA ORDINARY GENERAL MEETING HELD ON 21<sup>ST</sup> SEPTEMBER, 2015  
DECLARATION OF RESULTS OF REMOTE E-VOTING AND POLL AT THE MEETING**

The Extra Ordinary General Meeting (EGM) of Goodricke Group Limited ("the Company") was held at the Mini Auditorium, Science City, JBS Haldane Avenue, Kolkata – 700 146 on Monday, 21<sup>st</sup> September, 2015 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 Clause 35B of the 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 EGM. In line with the amended Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 the Shareholders present at the Extra Ordinary General Meeting were offered the facility to vote through polling papers.

The remote e-voting commenced on Friday, September 18, 2015 at 9:00 A.M. and closed on Sunday, September 20, 2015 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 EGM. The Scrutinizer has carried out the scrutiny of all the electronic votes cast upto 5:00 P.M. on September 20, 2015, unblocked from NSDL and also the votes cast through polling papers at the EGM and submitted his Report on September 22, 2015.

Based on the Scrutinizers' Report dated Tuesday, September 22, 2015 the combined results of the votes cast are as under :

Sl. No.	Items of Business	% Votes in favour	% Votes against
1.	To approve the remuneration of Mr. Arun Narian Singh the Managing Director & CEO incase of inadequate profit.	99.9954	0.0046
2.	Ratification of remuneration payable to Cost Auditor for extended accounting period of three months.	99.9994	0.0006

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

**GOODRICKE GROUP LIMITED**



**CHAIRMAN**

Place : *LONDON*

Dated : *25<sup>th</sup> SEPTEMBER 2015*

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