

## GOODRICKE GROUP LIMITED

**MINUTES OF THE THIRTY-NINTH 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 MONDAY, THE 30<sup>TH</sup> MARCH 2015 AT 10 A.M.**

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### Present

#### Directors

Mr. P.J. Field	- Chairman
Mr. A.N. Singh	- Managing Director & C.E.O (& Member)
Mr. P. K. Sen	- Director
Mr. K. Sinha	- Director
Dr. S. Kaul	- Director

#### Members present by person

Mr. C. Biswas	Mr. A. K. Dam	Mr. U. Debnath
Mr. B. K. Mondal	Mr. S. S. Saha	Mr. M. K. Kabra
Mr. A. Chowdhury	Mr. I. Banerjee	Mr. D. R. Karwa

And 310 more members were present.

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

Assam Doors Investments Ltd., U.K	: Represented by Mr. P.J. Field
Western Doors Investments Ltd., U.K.	: Represented by Mr. P.J. Field
Borbam Investments Limited	: Represented by Mr. P.N. Rajendran
Lebong Investments Private Limited	: Represented by Mr. P.N. Rajendran

#### Present by Proxy -- 38 Nos.

#### In attendance:

Company Secretary	: Mr. S. Banerjee (& Member)
Chief Financial Officer	: Mr. A. Sengupta (& Member)

The Chairman welcomed the members, the proxy holders and the representatives of the press to the Thirty-ninth Annual General Meeting. The Chairman stated that except Mr. A.K.Mathur all other Directors were present on the dais. He, thereafter, requested the Company Secretary to read out the Statement of Statutory requirements and the Auditors' Report dated 20<sup>th</sup> February, 2015.

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**GOODRICKE GROUP LTD.**

*S. Banerjee*  
Company Secretary

CHAIRMAN'S  
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### **COMPANY SECRETARY'S STATEMENT & AUDITORS' REPORT**

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 20<sup>th</sup> February, 2015. He added that pursuant to Section 170 of the Companies Act, 2013, the Register of Directors' and Key Managerial Personnel shareholdings has been tabled and such register would remain open and accessible to any Member of the Company during the continuance of the meeting. A list of proxies as received was also available.

The Auditors' Report was thereafter read out.

### **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 ending 2014.

### **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 2014 and to raise questions if any.

Several Members including Messrs. A. K. Das, S. Gathani, Manoj Gupta, A. K. Pal and others spoke on the occasion raised certain queries and gave some suggestions for consideration of the management. The Chairman replied to their queries and thanked the Shareholders for their constructive comments and suggestions.

### **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 nine resolutions proposed at the Thirty-Ninth Annual General Meeting was concluded on 26<sup>th</sup> March, 2015. The Chairman further stated that Mr. A. K. Roy, Practicing Secretary who was appointed as the Scrutinizer of the E-Voting process had submitted his report. The Chairman informed that the detailed result of the E-voting as furnished by the Scrutinizer would 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.

The following 9 (nine) resolutions as proposed vide Notice dated 20<sup>th</sup> February, 2015 which were passed through E-voting in terms of the Report submitted by Mr. A. K. Roy, Practicing Secretary and the Scrutinizer appointed for the said purpose in the manner as written hereunder :-

#### **A. Ordinary Business**

##### **Resolution No. 1**

##### **Adoption of Accounts for the year ended 31<sup>st</sup> December 2014.**

"Resolved that the Balance Sheet as on 31<sup>st</sup> December 2014 and the Profit & Loss Account for the year ended as on that date, 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."

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CHAIRMAN'S  
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GOODRICKE GROUP LTD.

Company Secretary

Total No. Of votes cast in favour	100 %
Total No. Of votes cast against	0 %
Result	Carried unanimously

**Resolution No. 2****Declaration of Dividend**

"Resolved that a Dividend of Rs. 4.50/- per share (45%) on 21,600,000 Equity Shares absorbing Rs.972 lacs be and is hereby declared on the Equity Shares of the Company out of the profits for the year ended 31<sup>st</sup> December, 2014 for payment to the shareholders whose names appear on the Company's Register of Members on 21<sup>st</sup> March, 2015 subject to the provisions of Section 126 of the Companies Act, 2013."

Total No. Of votes cast in favour	100 %
Total No. Of votes cast against	0 %
Result	Carried unanimously

**Resolution No. 3****Re-appointment of Mr. A. K. Mathur as a Director**

"Resolved that Mr. A.K. Mathur (holding DIN 01179363) 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	99.99937 %
Total No. Of votes cast against	00.00063 %
Result	Carried by majority

**Resolution No. 4****Appointment of Auditors**

"Resolved that in accordance with applicable provision of the Companies Act, 2013 and the Rules made thereunder (including any Statutory modification (s) re-enactment thereof) Messrs. Lovelock & Lewes (Firm Registration No. 301056E) Chartered Accountants be and are hereby re-appointed Auditors of the Company, to hold office till the conclusion of the next Annual General Meeting, at a remuneration to be determined by the Board of Directors of the Company."

Total No. Of votes cast in favour	99.99937 %
Total No. Of votes cast against	00.00063 %
Result	Carried by majority

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*J. Barry*  
Company Secretary

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**B. Special Business****Resolution No. 5****Appointment of Mr. K. Sinha as Independent Director**

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification (s) or re-enactment thereof for the time being in force) Mr. K. Sinha (holding DIN 00123811), a non-executive Director of the Company who was appointed by the members as a Director liable to retire by rotation, be and is hereby appointed as an independent director of the Company to hold office for five (5) consecutive years until the conclusion of the 44<sup>th</sup> Annual General Meeting of the Company."

Total No. Of votes cast in favour	99.99937 %
Total No. Of votes cast against	00.00063 %
Result	Carried by majority

**Resolution No. 6****Appointment of Mr. P.K. Sen as Independent Director**

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification (s) or re-enactment thereof for the time being in force) Mr. P.K. Sen (holding DIN 00160160), a non-executive Director of the Company who was appointed by the members as a Director liable to retire by rotation, be and is hereby appointed as an independent director of the Company to hold office for five (5) consecutive years until the conclusion of the 44<sup>th</sup> Annual General Meeting of the Company."

Total No. Of votes cast in favour	99.99937 %
Total No. Of votes cast against	00.00063 %
Result	Carried by majority

**Resolution No. 7****Appointment of Dr. S. Kaul as Independent Director**

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification (s) or re-enactment thereof for the time being in force) Dr. S. Kaul (holding DIN 00150593) a non-executive Director of the Company who was appointed by the members as a Director liable to retire by rotation, be and is hereby appointed as an independent director of the Company to hold office for five (5) consecutive years until the 44<sup>th</sup> Annual General Meeting of the Company."

Total No. Of votes cast in favour	99.99937 %
Total No. Of votes cast against	00.00063 %
Result	Carried by majority

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CHAIRMAN'S  
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**Resolution No. 8****Re- Appointment of Managing Director and CEO**

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act 2013 and the Rules made thereunder (including any statutory modification(s) or enactment thereof for the time being in force), the approval of the Company be and is hereby accorded to the re-appointment of Mr. Arun Narain Singh (holding DIN 00620929) as Managing Director and CEO of the Company for a period of three years with effect from 1<sup>st</sup> January, 2015 on the terms and conditions of re-appointment and remuneration as set out in the Explanatory Statement."

Total No. Of votes cast in favour	99.99937 %
Total No. Of votes cast against	00.00063 %
Result	Carried by majority

**Resolution No. 9****Appointment of Cost Auditors**

"RESOLVED THAT in terms of Section 148 of the Companies Act 2013 the remuneration payable to the Cost Auditors namely M/s. Shome & Banerjee, Cost Accountants for conducting Audit of Cost Accounting records maintained by the Company as applicable, for the year ending 31<sup>st</sup> December, 2015 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."

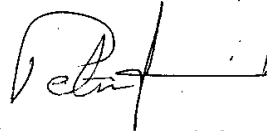
Total No. Of votes cast in favour	99.99937 %
Total No. Of votes cast against	00.00063 %
Result	Carried by majority

**CONCLUSION**

The Chairman thereafter thanked all members and representatives of the press for attending the meeting and for their useful suggestions.

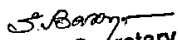
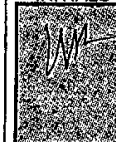
A vote of thanks was moved to the Chair and the same was carried.

The Chairman thereafter declared the meeting closed.



Chairman

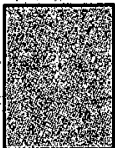
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30<sup>th</sup> MARCH 2015**GOODRICKE GROUP LTD.**
  
 Company Secretary
CHAIRMAN'S  
INITIALS



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INITIALS



GOODRICH GROUP LTD.

Company Secretary