



GOODRICKE GROUP LIMITED

Registered Office: "Camellia House" 14 Gurusaday Road, Kolkata-700019

Phone: (033) 2287-3067 Fax : (033) 2287-2577

E-mail: goodricke@goodricke.com Website: www.goodricke.com

CIN: L01132WB1977PLC031054

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of the Members of Goodricke Group Limited will be held on Monday, the 21st September, 2015 at 10:00 a.m. at the Mini Auditorium of Science City, JBS Haldane Avenue, Kolkata – 700 046 to transact the following business:

Special Business

1. To consider and if thought fit, to pass with or without modification(s), 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 30th 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 31st 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 years commencing from 1st January, 2015 and ending on 31st December 2017"

2. To consider and if thought fit, to pass with or without modification(s), the following resolution 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 31st 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".

Kolkata
30th July, 2015

By Order of the Board
S. Banerjee
Company Secretary

Notes and Information to members:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member. In order to become valid, the proxy forms should be deposited at the Registered Office of the Company, not less than 48 hours before the time fixed for holding the meeting. Proxies submitted on behalf of limited companies, societies etc. must be supported by appropriate resolutions / authority, as applicable. The Attendance Slip and Proxy Form are enclosed.
2. A Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.
3. The Notice of the Extra Ordinary General Meeting (EGM) is being sent to those shareholders whose names are appearing in the Register of Members as on end of business hours on 14th August, 2015. The notice of EGM is being sent by Electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email addresses physical copies of the notice of EGM are being sent by the permitted mode.
4. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the EGM.
5. In compliance with the provisions of section 108 of The Companies Act, 2013, read with the provisions of the Companies (Management & Administration) Amendment Rules 2015 and Clause 35B of the Stock Exchanges Standard Listing Agreement, the company is providing the members with the facility to cast their vote electronically from a location other than the venue of the EGM (hereinafter to be referred as **Remote e-voting**). The business at the EGM may be transacted by Remote e-voting. Company has engaged National Securities Depository Limited (hereinafter to be referred as NSDL) to provide to the members the e-voting platform and services related to it, for casting their vote through the said Remote E-voting on all resolutions set forth in this Notice.
6. The remote e-voting period will be available from 18th September, 2015 (9 a.m.) to 20th September, 2015 (5 p.m.) and during this period Members of the Company holding shares either in physical form or in dematerialized form as on the cut-off-date on 14th September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.

Details of the process and the manner of E-voting along with the User ID and Password are being sent separately on the reverse and bottom of the Attendance Slip respectively to the members whose email ids are not registered with the Company / Depository Participant along with the Notice.
7. The facility for voting through ballot paper will also be made available at the venue of the EGM and members attending the EGM who have not cast their votes by remote e-voting shall be able to exercise the right at EGM through ballot paper.

Statements pursuant to Section 102(1) of the Companies Act, 2013

Item No. 1

Mr. Arun Narain Singh, the Managing Director and CEO of the company was reappointed for a period of three years ending on 31st December, 2017, vide resolution no.8 at the Annual General Meeting of the company, held on 30th day of March, 2015, for such remuneration, terms and conditions as mentioned in the statement under section 102 of the Companies Act 2013, forming part of the notice of the aforesaid Annual General Meeting. However, due to change in accounting period to align with the provisions of Section 2(41) of the Companies Act 2013, the company presumes that there may be "inadequate profit", as per the meaning of the term under Companies Act 2013. The effective capital of the company as defined in Section IV of the Schedule V to the Companies Act 2013 is Rs. 213 crore and as such Section II of Part II of Schedule V to the Companies Act 2013 provides that in the event of inadequate profit in any financial year, the company can pay to its managerial personnel a yearly remuneration of Rs.120 lakhs or Rs. 10 Lakhs per month with the permission of the members of the Company by way of a special resolution.

The Board therefore recommends the aforesaid resolution number 1 to be passed as a special resolution to enable the company to pay remuneration up to the aforesaid limit in case there is inadequate profit in any financial year, during the period of three years ending on 31st December 2017.

Except Mr. Arun Narain Singh, Managing Director and CEO of the company, no other Director or Key Managerial Personnel of the Company or their relatives are interested in this resolution.

Item No. 2

M/s. Shome & Banerjee, Cost Accountants, were appointed as the Cost Auditors of the Company for the financial year ending on 31st day of December 2015 at a remuneration of Rs. 1,75,000/- on the recommendation of the Audit Committee of the Company and ratified by the shareholders at the Annual General Meeting held on 30th March 2015. The Company resolved on 11th May, 2015 to extend its current Accounting period upto 31st March 2016 to comply with the provisions of Section 2(41) of the Companies Act 2013 and thereafter to maintain its financial year ending on 31st March each year. The Board in terms of Companies (Audit and Auditors) Rules 2014 approved the remuneration of Rs. 40,000 to the cost Auditor for the additional period of 3 months ending on 31st March 2016 on the recommendation of the Audit Committee, which is subject to ratification by the shareholders.

The resolution set out in item No. 2 of the convening notice is to be considered accordingly and the Board recommends the same.

No Director or Key Managerial Personnel of the company or their relatives are interested in this resolution.

E-VOTING INSTRUCTIONS

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra-Ordinary General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Extra-Ordinary General Meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
2. The facility for voting through ballot paper shall be made available at the venue of Extra-Ordinary General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
3. The members who have cast their vote by remote e-voting prior to the Extra-Ordinary General Meeting may also attend the Extra-Ordinary General Meeting but shall not be entitled to cast their vote again.
4. The remote e-voting period commences on 18.09.2015 (9:00 am) and ends on 20.09.2015 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on 14.09.2015 may cast their vote by remote e-voting.
5. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open email and open PDF file viz; "Goodricke remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Goodricke Group Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to anjanroy_2003@yahoo.co.in with a copy marked to evoting@nsdl.co.in
 - B. In case a Member receives physical copy of the Notice of Extra-Ordinary General Meeting [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
 - (i) Initial password is provided under 'E-voting Particulars' at the bottom of attendance slip.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
6. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
7. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
8. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
9. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date on 14.09.2015.
10. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e 14.09.2015 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or rta@bmsl.com.
11. Login to 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 "Forgot Password" option available on the site to reset the same.
12. If you forget your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
13. Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
14. A member may participate in the Extra-Ordinary General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the venue of Extra-Ordinary General Meeting.
15. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the Extra-Ordinary General Meeting through ballot paper.
16. Mr. Anjan Kumar Roy, Practising Company Secretary (Membership No. FCS5684 and CP4557) and sole proprietor M/s. Anjan Kumar Roy & Co. Company Secretaries, DPS Business Centre, 9A Sebak Baidya Street, Kolkata 700029 has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
17. The Chairman shall, at the Extra-Ordinary General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "ballot paper" for all those members who are present at the Extra-Ordinary General Meeting but have not cast their votes by availing the remote e-voting facility.
18. The Scrutinizer shall after the conclusion of voting at the venue of the Extra-Ordinary General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Extra-Ordinary General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
19. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.goodricke.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

ROUTE MAP TO THE EGM VENUE OF GOODRICKE GROUP LIMITED TO BE HELD ON MONDAY, SEPTEMBER 21, 2015, AT 10:00 A.M.

