

GOODRICKE GROUP LIMITED

Date of the EGM : 21st September, 2015

Total number of shareholders as on cut-off date (14-SEP-2015) : 14052

No. of shareholders who have

Promoters and Promoter Group : 2  
 Public - Institutional holders : 109  
 Public - Others : 13941  
**TOTAL : 14052**

PROMOTER / PUBLIC	No. of shares held	No. of votes polled			% of Votes Polled on outstanding shares	No. of Votes in favour			No. of Votes against			% of Votes in favour on votes polled			% of Votes against on votes polled		
		e-Voting	Ballot Form	Total		e-Voting	Ballot Form	Total	e-Voting	Ballot Form	Total	e-Voting	Ballot Form	Total	e-Voting	Ballot Form	Total
Item No. 1 - Approval for payment of remuneration to Mr. Arun Narain Singh (DIN : 00620929) Director and CEO of the Company, in case of inadequate profit.																	
Promoter & Promoter Group	15984000	0	0	15984000	100.0000	15984000	0	0	15984000	0	0	0	96.0779	0.0000	96.0779	0.0000	0.0000
Public - Institutional Holders	71175	0	0	0.0000	0.0000	0	0	0	0	0	0	0.0000	2.1884	1.7291	3.9175	0.0046	0.0000
Public - Others	5544825	364841	287657	652498	11.7677	364076	287656	651732	765	1	766	98.2653	1.7291	99.9954	0.0046	0.0000	0.0046
	21600000	1634884	287657	16636498		16348076	287656	16635732	765	1	766						
Item No. 2 - Approval for payment of remuneration to Cost Auditors for extended accounting period of another three months ending 31st March, 2016.																	
Promoter & Promoter Group	15984000	0	0	15984000	100.0000	15984000	0	0	15984000	0	0	0	96.0769	0.0000	96.0769	0.0000	0.0000
Public - Institutional Holders	71175	0	0	0.0000	0.0000	0	0	0	0	0	0	0.0000	2.1935	1.7290	3.9225	0.0006	0.0000
Public - Others	5544825	365021	287657	652678	11.7709	364921	287656	652577	100	1	101	98.2703	1.7290	99.9994	0.0006	0.0000	0.0006
	21600000	16349021	287657	16636678		16348921	287656	16636577	100	1	101						

**GOODRICKE GROUP LTD.**

*S. Bandy*  
 Company Secretary

# ANJAN KUMAR ROY & CO.

## COMPANY SECRETARIES

To,

Date: 22/09/2015

The Chairman  
Goodricke Group Limited  
"Camellia House",  
14, Gurusaday Road,  
Kolkata – 700 019

**Sub: Scrutinizer's Report on the "Remote E – Voting" and "Voting through Ballot at the meeting", in respect of the resolutions contained in the notice of the Extraordinary General Meeting of M/s. Goodricke Group Limited, held on 21<sup>st</sup> of September, 2015**

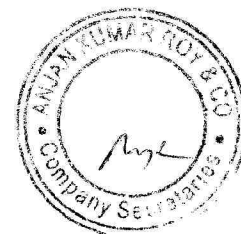
Dear Sir,

(A) I have been appointed as the Scrutinizer by M/s. Goodricke Group Limited ("the company", here in after), vide a resolution passed by the Board of Directors of the Company at their meeting held on the 30<sup>th</sup> Day of July, 2015 pursuant to Section 108 of the Companies Act 2013, read with the relevant rules and pursuant to Clause 35B of the Standard Listing Agreement with Stock Exchanges to carry out the scrutiny of the Remote E – Voting and voting through ballot at the aforesaid Extraordinary General Meeting, for and in respect of the 02 resolutions, as mentioned herein below and as contained in the notice of the said Extraordinary General Meeting ("said EGM", here in after).

(B) Pursuant to the provisions of section 108 of the Companies Act, 2013, read with the relevant rules thereof and read with the provisions of Clause 35B of the Standard Listing Agreement with Stock Exchanges, I have conducted the scrutiny of the aforesaid Remote E - Voting and Voting through Ballot at the said EGM, in respect of the aforesaid resolutions no. 01 & 02. I submit my report hereunder:

- i. As per the information provided to me by the officers of the Company, the Company has completed on 25<sup>th</sup> Day of August, 2015, the dispatch of the relevant notice dated 30<sup>th</sup> July, 2015, along with statement setting out material facts under section 102 of the Companies Act 2013, convening the said EGM, to the members of the Company by Department of Post, Government of India. Further, I have been informed by the officers of the Company and have personally verified that the relevant notice of the aforesaid EGM has been placed on the website of the Company.
- ii. The relevant notice of the said EGM, mentioned, *inter alia*, that the business might be transacted through Remote E - Voting system and through ballot paper at the venue of the said EGM, the necessary facilities whereof were being provided by the Company.

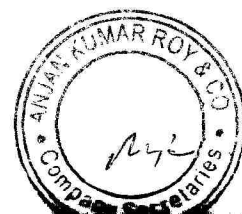
Office Address : DPS Business Centre, 9A, Sebak Baidya Street, Kolkata- 700 029. E-mail: akroyco@yahoo.co.in/  
anjanroy\_2003@yahoo.co.in/anjankumarroyco@hotmail.com. Land Ph. No. 033 6542 0209. Hand Held Nos.  
9830201949/9831891949.



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- iii. I have been shown by the officers of the Company, the relevant advertisement of the said notice, in "Business Standard" and in "Aajkal" published on Wednesday, the 26<sup>th</sup> Day of August, 2015 containing the following information:
- a. Statement that the business may be transacted by Remote E - Voting.
  - b. Statement that dispatch of notices of the said EGM was completed on 25<sup>th</sup> Day of August, 2015.
  - c. Statement that the period of Remote E - Voting would commence at 9:00 A.M. on 18<sup>th</sup> Day of September, 2015 and ends at 5:00 P.M. on 20<sup>th</sup> Day of September, 2015.
  - d. Statement that the business may be transacted by voting through ballot paper at the venue of the said EGM, only by those members who had not participated in the said Remote E – Voting.
  - e. Statement that members who cast their vote by Remote E Voting may attend the said EGM but would not be entitled to cast their votes once again.
  - f. The statement that Remote E - Voting shall not be allowed beyond the said date and time, as mentioned in (c.) above and that the Remote E - Voting module shall be disabled by M/s. National Securities Depository Limited upon expiry of the said date and time, as mentioned in (c.).
  - g. Website address of the Company and of M/s. National Securities Depository Limited ("NSDL", here in after), where notice of the said EGM was displayed.
  - h. Contact details, in case of queries/grievances connected with the Remote E - Voting.
- iv. That to the best of my understanding, the Remote E - Voting for the aforesaid resolutions were open for 3 days i.e., from 9:00 A.M. on 18<sup>th</sup> Day of September, 2015 to 5:00 P.M. on 20<sup>th</sup> Day of September, 2015.
- v. That to the best of my understanding the portal i.e., <https://evoting.nsdl.com>, where Remote E - Voting process was provided, was blocked at 5:00 P.M. on 20<sup>th</sup> Day of September, 2015.
- vi. That after the discussions on the above 02 resolutions at the said EGM were over, a facility for casting the vote by ballot paper at the venue of the said EGM was provided to those members who wanted to cast their votes by said ballot paper.
- vii. That the said Remote E- Voting at portal, <https://evoting.nsdl.com> was unblocked by me at 2:00 P. M. on 21<sup>st</sup> Day of September, 2015 that is after the voting by ballot paper were completed and counted. The said Remote E voting was unblocked by me in the presence of the following persons;



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- a. Mr. Shouvik Dawn *Shouvik Dawn*  
b. Ms. Shailja Kothari *Shailja Kothari*

who are not in the employment of the Company and who have put their signatures alongside their names as above.

- viii. The results, containing the detail of votes cast by Remote E - Voting mode, has been provided to me by NSDL, the agency which was appointed by the Company to provide and maintain and which provided and maintained the Remote E - Voting platform for the aforesaid Remote E - Voting, in respect of the aforesaid 02 resolutions.
- ix. The relevant details of the aforesaid Remote E - Voting process in respect of the aforesaid resolutions have been entered into a register, electronically as per the provisions of Rule 20(3)(xii) of the (Companies Management and Administration) Rules, 2014 read with section 108 of the Companies Act, 2013 and are available as on this day at the website <https://evoting.nsdl.com>.
- x. The cut-off date for determining eligibility to cast vote was on 14<sup>th</sup> Day of September, 2015 and such persons who were the members of the company as on the said cut-off date were entitled to cast their vote either by Remote E - Voting or through Ballot at the said EGM on the relevant resolutions.

(C) That the details of voting, through Remote E - Voting and through Ballot at the said EGM, in respect of the said 02 Resolutions, are as hereunder:

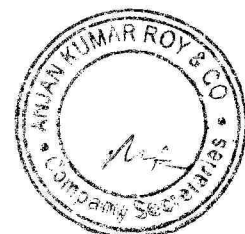
### AS SPECIAL BUSINESS:

#### Item No. 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 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

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[anjanroy\\_2003@yahoo.co.in](mailto:anjanroy_2003@yahoo.co.in)/[anjankumarroyco@hotmail.com](mailto:anjankumarroyco@hotmail.com). Land Ph. No. 033 6542 0209. Hand Held Nos.  
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resolution shall be applicable to the remuneration paid or payable during the period of 3 years commencing from 1<sup>st</sup> January, 2015 and ending on 31<sup>st</sup> December 2017”

i. Voted in **favour** of the resolution:

Mode of Voting	Total No. of Voters (folios)	Total Voters (folios) in favour	Total no. of valid votes cast (One share, one vote basis)	Total no. of Valid Votes Cast in favour	% of total number of valid votes cast
Remote E- voting	41	37	16348841	16348076	98.2663
Through Ballot	11	6	287657	287656	1.7291
Total	52	43	16636498	16635732	99.9954

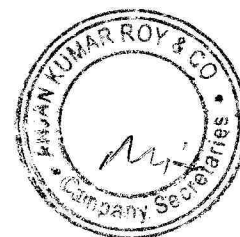
ii. Voted **against** the resolution:

Mode of Voting	Total No. of Voters (folios)	Total Voters (folios) against	Total no. of valid votes cast (One share, one vote basis)	Total no. of Valid Votes Cast against	% of total number of valid votes cast
Remote E- voting	41	4	16348841	765	0.0046
Through Ballot	11	1	287657	1	0.0000
Total	52	5	16636498	766	0.0046

iii. **Invalid** Votes:

Mode of Voting	Total No. of Voters (folios)	Total No. of Invalid Voters (folios)	Total no. of valid votes cast (One share, one vote basis)	Total no. of Invalid Votes Cast	% of total number of valid votes cast
Remote E- voting	41	N/A	16348841	N/A	N/A
Through Ballot	11	4	287657	1322	0.0079

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Total	52	4	16636498	1322	0.0079
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### Item No. 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 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".

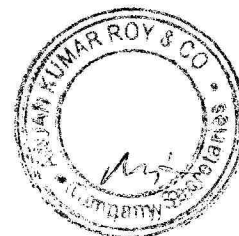
i. Voted in **favour** of the resolution:

Mode of Voting	Total No. of Voters (folios)	Total Voters (folios) in favour	Total no. of valid votes cast (One share, one vote basis)	Total no. of Valid Votes Cast in favour	% of total number of valid votes cast
Remote E- voting	42	41	16349021	16348921	98.2703
Through Ballot	11	6	287657	287656	1.7291
Total	53	47	16636678	16636577	99.9994

ii. Voted **against** the resolution:

Mode of Voting	Total No. of Voters (folios)	Total Voters (folios) against	Total no. of valid votes cast (One share, one vote basis)	Total no. of Valid Votes Cast against	% of total number of valid votes cast
Remote E- voting	42	1	16349021	100	0.0006
Through Ballot	11	1	287657	1	0.0000
Total	53	2	16636678	101	0.0006

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anjanroy\_2003@yahoo.co.in/anjankumarroyco@hotmail.com. Land Ph. No. 033 6542 0209. Hand Held Nos.  
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### iii. Invalid Votes:

Mode of Voting	Total No. of Voters (folios)	Total No. of Invalid Voters (folios)	Total no. of valid votes cast (One share, one vote basis)	Total no. of Invalid Votes Cast	% of total number of valid votes cast
Remote E- voting	42	N/A	16349021	N/A	N/A
Through Ballot	11	4	287657	1322	0.0079
Total	53	4	16636678	1322	0.0079

(D) A comprehensive chart showing the details of votes cast through Remote E Voting and voting through Ballot at the EGM of the Company is attached with this report as **Annexure A**.

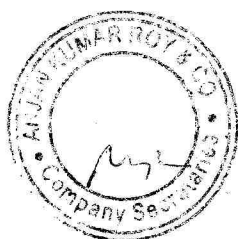
(E) The Register, all other papers and relevant records relating to Remote E - Voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid EGM and the same will be handed over to the Company Secretary for safe keeping.

FOR, **ANJAN KUMAR ROY & CO.**  
Company Secretaries

  
**ANJAN KUMAR ROY**

FCS 5684

CP 4557



*Scrutinizer for and in respect of the Remote E – Voting and voting through Ballot at the EGM of M/s. Goodricke Group Limited held on 21<sup>st</sup> Day of September, 2015*

# ANJAN KUMAR ROY & CO.

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## "Annexure A"

M/s. Goodricke Group Limited

Voting by ballots at the Extraordinary General Meeting held on 21/09/2015

Remote E Voting during the period 18/09/2015 to 20/09/2015

### Comprehensive results of Remote E Voting and voting through Ballot at the EGM

Resolution No.	No. of Voters (Folio) Valid	No. of Shares /votes held	No. of Shares /votes exercised	No. of Shares/votes exercised in favour	No. of Shares/ Votes exercised against	Total % of votes, cast in favour (Valid Votes)	Total % of votes, cast against (Valid Votes)
1	48	16636498	16636498	16635732	766	99.9954	0.0046
2	49	16636678	16636678	16636577	101	99.9994	0.0006

### Statement of Invalid votes

Resolution Number	Number of Voters (folios) declared invalid	Number of votes contained
1	4	1322
2	4	1322

