# 29th July, 2016

# GOODRICKE GROUP LIMITED

Registered Office:

"Camellia House" 14, Gurusaday Road, Kolkata-700 019 Telephone: 2287-3067, 2287-8737, 2287-1816 Fax No. (033) 2287-2577, 2287-7089

E-mail: goodricke@goodricke.com visit us at : www.goodricke.com CIN-L01132WB1977PLC031054

- 1. The Shareholders Goodricke Group Limited
- 2. Mr. Nitin Ambure Vice President **National Securities Depository Limited** Trade World - A Wing, Kamala Mills Compound Lower Parel, Mumbai - 400013

Scrip Code: 500166 Sub: Regulation 44 of SEBI- LODR 2015

Dear Sir,

The Annual General Meeting of the Company was held on Thursday, 28th July, 2016 at Kolkata and all the Resolutions contained in the Notice convening the meeting were voted upon both by remote e voting and by ballot at the venue.

Mr. Anjan Kumar Roy FCS of M/s Anjan Kumar Roy & Company, Practicing Company Secretaries, Membership No F5684 and COP No 4557 was appointed the Scrutinizer and he has submitted his Report to the Chairman of the Company.

Pursuant to Regulation 44, we hereby enclose the Voting Results in the prescribed format and Scrutinizers Report for your information and record.

Yours faithfully,

**GOODRICKE GROUP LIMITED** 

Encl: a/a

# GOODRICKE GROUP LIMITED

Voting Results pursuant to Regulation 44(3) of the SEBI -LODR, 2015

28.07.2016

2 118

No of shareholders present in the meeting either in person or through proxy Date of the AGM Total no of Shareholders on Record Date a.Promoters & Promoter Group

No of Shareholders present through video conferencing a.Promoters & Promoter Group

RESOLUTION NO. "1"			Total	Total Vote Cast	1		Votes	Votes in favour		700	, to	Votes Assine	
CATEGORY					% on Total				% on Total				% on Total
	TOTAL HOLDING e-Votin	e-Voting A1	g A1 Ballot A2		(A1+A2) Shares	e-Voting B1 Ballot B2	Ballot B2	(B1+B2)	B3 Outstanding B2) Shares	e-Voting C1	Ballot C2	e-Voting C1 Ballot C2 (C1-C2) Shares	Total C3 Outstanding (C1+C2) Shares
Promoter / Promoter Group	15984000	15984000	0	15984000	100	15984000	0	15984000	100.00	_		0	0.00
Public-Institution	3900	0	0	0	0	0	0	0	0.00	0	0	°	0.00
Public-Non Institution	5612100	69901	18	61669	100	10669	18	69919	10	0	0		0.00
TOTAL	100	21600000 16053901		16053919	18 16053919 100.0001121 16053901	16053901	18	160					000

			Total	Total Vote Cast			Votes	Votes In favour			Vote	Votes Against	
CATEGORY	TOTAL HOLDING e-Votin	e-Voting A1	Ballot A2	% on To	% on Total Total A3 Outstanding (A1+A2) Shares		Ballot B2	Total B3 (B1+B2)	% on Total Total B3 Outstanding (B1+B2) Shares	e-Votting C1 Ballot C2	Ballot C2	Total G (C1+C2)	% on Total Total C3 Outstanding (C1+C2) Shares
Promoter /Promoter Group	15984000	15984000	,	15984000	100	15984000	0	15984000	100.00	0	9		
Public -Institution	3900	0	J	0	0	0	0	0	0.00	0			0
Public-Non Institution	5612100	10669	18	61669	1.24586162	69901	18	69919	100.00	0	0		0.0
TOTAL	21600000	16053901	18	16053919	74.32369907	16053901	18	16053919	100,00	0			00

RESOLUTION NO. "3"

RESOLUTION NO. "2"

			Total \	Total Vote Cast			Votes	Votes In favour			Votes /	Votes Against	
CATEGORY	% on To	e-Voting A1	Ballot A2	Total A3 (A1+A2)	% on Total Total A3 Outstanding (A1+A2) Shares	e-Voting B1	-Voting 81 Ballot 82 (81+82) Shares	Total B3 (81+82)	% on Total Total B3 Outstanding (B1+B2) Shares	e-Voting CI	e-Voting C1 Ballot C2	8 2	% on Total Outstanding Shares
Promoter /Promoter Group	15984000	15984000	0	15984000	100	15984000	0	15984000	100.00	0	0	0	0.00
Public Institution	3900	0	0	0	0	0	0	0	0.00	0	0	0	000
Public-Non Institution	5612100	10669	18	69919	1.24586162	69901	18	69919	100.00	0	0	0	0.00
TOTAL	21600000	16053901	18	16053919	74.32369907	16053901	18	16053919	100.00	0	0	6	000

RESOLUTION NO. "4"

e-Voting B1 Ballot B2 (B1-B2) Shares e-Voting C1 Ballot C2 (C1 15984000 0 15984000 100.00 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0				Total Vote Cast			Vote	Votes in favour			
Total HOLDING   F-Voting A1   Rallot A2   A1-A2   Shares   F-Voting B1   Ballot B2   Total B3   Outstanding   F-Voting C1   Ballot B2   Total B3   Outstanding   F-Voting C1   Ballot C2   C1   C1   C2   C3   C4   C4   C4   C4   C4   C4   C4	CATEGORY	THE PARTY NAMED IN COLUMN	CONTROL OF A SERVICE ASSESSMENT A	THE RESERVE AND THE PERSON NAMED IN	10/ On Total			1		votes Against	
roup         15984000         15984000         0         15984000         10         15984000         10         15984000         10         1598400         10         1598400         10		TOTAL HOLDING	e-Voting A1 Ballot	Total A A2 (A1+A2)	3 Outstanding Shares	e-Vorting 81	a foliat	Total		Total	% on Total C3 Outstanding
15984000   15984000   15984000   15984000   15984000   15984000   15984000   100.00   0   0   0   0   0   0   0   0	Promoter /Promoter Groun		1			to guine a	70 100	(SGLTG)	e-Voting C1 Ballo	±00 ±0 ±0 ±0 ±0	
3900   0   0   0   0   0   0   0   0   0	don o como di como	15984000		0 1598400	•		0				
Sel12100   Sel12100   Sel2301   Se	Public -Institution					1	0	St. Committee of	0	0	000
S612100   S601   18   G9919   1.24586162   G9901   18   G9919   1.24586162   G9901   18   G9919   10   16053919   10   10   10   10   10   1		3900	0	0	0	c	C				
S61210   69901   18   69919   1.24586162   69901   18   69919   1.24586162   1.24	Public-Non Institution				,	0	0	0	0	0	000
21600000 16053901 18 16053907 15053907 15053901	TO BOTTON	5612100					0,0				
Z1600000 16053901 18 16053919 74256901 1000000 16053901	LATOT.				1	-	18	_	00	0	000
	JAIN!		16053901		TA 3736907	15052001	40	The state of the s		THE REAL PROPERTY.	5

RESOLUTION NO. "5"

CATEGORY         TOTAL HOLDING         e-Voting A1         Total A3 Pointsanding         % on Total B leg by the service of the				Total	Total Vote Cast			Votes	Votes in favour				
15984000   15984000   15984000   0   1598400   100   15984000   0   15984000   100   15984000   100   100   0   100   0   100   0	CATEGORY	TOTAL HOLDING	e-Voting A1	Ballot A2	Total A3 (A1+A2)	% on Total Outstanding Shares	100		% on Total Total Outstanding			Total G	% on Total Outstanding
cardinary         15984000         15984000         0         15984000         10         15984000         0         15984000         15984000         100.00           ion         5612100         69901         18         69919         1.24586462         69901         18         69919         100.00           IOTAL         21600000         16053901         18         16053901         18         16053901         18         16053901         18         1605391         100.00	Promoter / Dromoter Cross			- TO	STATE OF THE PARTY		To Simos o	Dallot DZ	79+T9)	-	/oting C1   Ballot (	(0+0)	Sharac
ion         3900         0 <td>done language</td> <td>15984000</td> <td></td> <td>0</td> <td>15984000</td> <td></td> <td></td> <td>-</td> <td>ľ</td> <td>-</td> <td>·</td> <td></td> <td></td>	done language	15984000		0	15984000			-	ľ	-	·		
Sel2100         68901         18         69919         1.24586162         69901         18         69919         1.60533901         18         166833901         18         166833901         18         166833901         18         166833901         18         166833901         18         166833901         18         166833901         18         166833901         18         166833901         18         166833901         18         166833901         <	Public -Institution	0000		1				-		00.00	D	0	0.0
5612100         69901         18         69915         1.24586162         69901         18         69919         10           TOTAL         216000000         16053901         18         16053901         18         16053901         18         16053901         18         16053910         10		3900	0	0	0	0	0	0	c	000			
21600000 16053901 18 16053919 74.3236907 16053901 18 15053919	Public-Non Institution	5612100		40				1	2	0000	0	0	0.0
21600000 16053901 18 16053919 74.32369907 16053901 18 1505391				RT				18		00 00	C		
18 16053907 16053901 18 16053919 74.32369907 16053901 18 16063919	TOTAL				19					00.00	0	5	0.0
				18		•		18	16053919	00 00	•		The second second

RESOLUTION NO. "6"

			Total	Total Vote Cast		THE PARTY OF THE P	Votes	Votes in favour		The state of the state of		Christian Spills and
CATERDOV			The state of the s		10/ 00- 7-4-1						Votes Against	
	TOTAL HOLDING e-Voti	e-Voting A1	Ballot A2		Total A3 Outstanding (A1+A2) Shares	e-Voting B1 Ballot 82 (R1+R2)	Rallot RO	Total B3	otal nding		Total	% on Total Total C3 Outstanding
Promoter /Promoter Group	0000000	1			A SECTION OF THE PARTY OF THE P	-		(20110)	orderes e-Vo	ting C1 Ballor	e-voting C1 Ballot C2 (C1+C2) Shares	Shares
	15984000	15984000	0	15984000	100	15984000	•	15984000	100 001	•		
Public -Institution	2000	•	1				1	2001000	700.00	0	0	0.00
	DOCC	0	0	0	0	0	0	•	00 0			
Disc-Non Institution	2513100	50000	-		1		-	1	0.00	0	0	0.00
	3017100	TOSSO	18	61669	1.24586162	69901	18	64919	0.44		c	-
TOTAL	21600000	16053901	18	16053010	TA 23250007	4000000	The same distance	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		0	0	0.00
			A 100 OF 1700	-	553	TOGSSOOT	18	16053919	100.00		0	•

RESOLUTION NO. "7"

			Total	Total Vote Cast		Vote	Votes In favour			Makes	Annal	1 1 2 2 2 1
CATEGODY	THE PERSON NAMED IN	Control of the Contro	S 11785 CHES	The state of the state of	0/ on Total		1	大大の下 野 一野 一日 日	STATE OF THE STATE OF	Votes	votes Against	
	TOTAL HOLDING e-Votin	e-Voting A1	Ballot A2	Total A3 8.A1 Ballot A2 (A1+A2)	70 cm lotal Total A3 Outstanding (A1+A2) Shares	% on To Total B3 Outstan e-Votine B1 Ballot B2 (81.82) Grand	% on Total Total 83 Outstanding	tal ding			Total G3	% on Total Total C3 Outstanding
Promoter / Promoter Group	15004000					-			e-voting C1 Ballot C2 (C1+C2)	Ballot C2	400	Shares
	13384000	15984000	_	15984000	100	15984000	15984000	00000				
Public -Institution	2000	•					DOOLOGGE TO	100.00	0	0	0	0.00
	20066	0	3	ت	0	0	-	00 0		•	1	
Public-Non Institution	5612100	50046					2	000	0	0	0	0.00
	200		18	69964	1.246663459	69766	69784	PZ 00	1001	•	00,	
TOTAL	21600000	TENESONE	100 FEB 1858 185	A CONTRACTOR OF THE PARTY OF TH				11:00		2	180	0.26
	200000	T00333#0	27	15053964	74.32390741	16053766 18	16053784	66.66	180	•	400	
						The second secon	Carlotte Control of Co	THE PERSON NAMED AND ADDRESS OF THE PERSON NAMED AND ADDRESS O		MATERIAL CASOCICION AND AND AND AND AND AND AND AND AND AN		Control of the contro

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#### **COMPANY SECRETARIES**

To,

Date: 29/07/2016

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 40<sup>th</sup> Annual General Meeting of M/s. Goodricke Group Limited, held on 28<sup>th</sup> Day of July, 2016.

Dear Sir,

Please find enclosed herewith The Scrutinizer's Report, dated  $29^{th}$  July, 2016 on the "Remote E – Voting" and "Voting through Ballot at the meeting", in respect of the  $40^{th}$  Annual General Meeting of M/s. Goodricke Group Limited, held on  $28^{th}$  Day of July, 2016.

Regards,

FOR, ANJAN KUMAR ROY & CO.

**Company Secretaries** 

ANJAN KUMAR ROY

**FCS** 

Scrutinizer for and in respect of the Remote E – Voting and voting through Ballot at the AGM of M/s. Goodricke Group Limited, related to their  $40^{th}$  AGM held on  $28^{th}$  Day of July, 2016.

Place: Kolkata

Enclosures: as above

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#### **COMPANY SECRETARIES**

To,

Date: 29/07/2016

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 40<sup>th</sup> Annual General Meeting of M/s. Goodricke Group Limited, held on 28<sup>th</sup> Day of July, 2016.

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 23<sup>rd</sup> Day of May, 2016, pursuant to Section 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to carry out the scrutiny of the Remote E Voting and Voting through Ballot at the said Annual General Meeting, for and in respect of all the resolutions, as mentioned herein below and as contained in the notice of the said Annual General Meeting ("said AGM", 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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I have conducted the scrutiny of the aforesaid Remote E Voting and Voting through Ballot at the said AGM, in respect of the following resolutions no. 1 to 7 as contained in the aforesaid Notice dated 23<sup>rd</sup> day of May, 2016. I submit my report hereunder:
  - i. As per the information and documents provided to me, by the officers of the Company, the Company has completed on 2<sup>nd</sup> Day of July, 2016, the dispatch of the relevant notice dated 23<sup>rd</sup> May, 2016 along with statement setting out material facts under Section 102 of the Companies Act 2013, convening the said AGM, to the members of the Company. Further, I have been informed by the officers of the Company and have personally verified that the relevant notice of the said AGM has been placed on the website of the Company.
  - ii. The relevant notice of the said AGM, mentioned *inter alia* that the business might be transacted through Remote E voting system and through ballots at the venue of the said AGM, the necessary facilities whereof were being provided by the company.

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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 2475 0112. Hand Held Nos. 9830201949/9831891949.

#### COMPANY SECRETARIES

- 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 Sunday, the 3<sup>rd</sup> Day of July, 2016 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 AGM was completed on 2<sup>nd</sup> day of July, 2016.
  - c. Statement that the period of Remote E Voting would start at 9.00 A.M. on 25<sup>th</sup> Day of July, 2016 and ends at 5.00 P.M. on 27<sup>th</sup> Day of July, 2016.
  - **d.** Statement that the business may be transacted by voting through ballots at the venue of the said AGM, 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 AGM but would not be entitled to cast their votes once again.
  - f. The statement that Remote E Voting shall be blocked by M/s. National Securities Depository Limited ("NSDL", here in after) after 5.00 P.M. on 27<sup>th</sup> Day of July, 2016.
  - g. Website address of the Company and of NSDL, where notice of the aforesaid Annual General Meeting was displayed.
  - h. Contact details, in case of grievances/queries in respect of the Remote E Voting.
  - iv. That to the best of my understanding the aforesaid Remote E Voting for the aforesaid resolutions were open for 3 days i.e., from 9:00 A.M. on 25<sup>th</sup> of July, 2016 to 5:00 P.M. on 27<sup>th</sup> of July, 2016.
  - v. That to the best of my understanding the portal i.e., <a href="www.evoting.nsdl.com">www.evoting.nsdl.com</a>, where Remote E Voting process was provided, was blocked at 5:00 P.M. on 27<sup>th</sup> Day of July, 2016.
  - vi. That after the discussions on the above 7 resolutions at the said AGM were over, a facility for casting the vote by physical ballot at the venue of the said AGM was provided to those members who wanted to cast their votes by said physical ballots.
  - vii. That the said Remote E voting at portal <a href="www.evoting.nsdl.com">www.evoting.nsdl.com</a> was unblocked by me at 11.45 A.M. on 28<sup>th</sup> Day of July, 2016, that is after the voting by physical ballots were completed and counted. The said Remote E voting was unblocked by me in the presence of the following persons;
    - a. Ms. Deepika Bhutra
    - b. Mr. Sourav Kumar Lal

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#### COMPANY SECRETARIES

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

- viii. The result of votes cast by Remote E Voting mode, has been downloaded from the aforesaid portal of 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 7 resolutions.
- ix. The cut-off date for determining eligibility to cast vote was on 21<sup>st</sup> Day of July, 2016 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 AGM on the aforesaid resolutions.
- (C) That the details of voting, through Remote E Voting and through Ballot at the said AGM, in respect of the said 7 Resolutions, are as hereunder:

#### **ORDINARY BUSINESS:**

#### Item No. 1

# Adoption of Accounts for the fifteen months ended 31.03.2016

Ordinary Business Ordinary Resolution: To receive, consider and adopt the Audited Financial Statements of the Company relating to fifteen months period ended 31.03.2016 and Directors and Auditors reports thereon.

Voted in favour of the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	What % of votes cast in favour is valid	
Remote E- voting	36	16053901	100	100
Through Ballot	7	18	100	100
Total	43	16053919	100	100



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#### **COMPANY SECRETARIES**

#### ii. Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	What % of votes cast against is valid	% of total number of valid votes cast against
Remote E- voting	0	0	N/A	0
Through Ballot	0	0	N/A	0
Total	0	0	N/A	0

#### iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	Total Number of valid votes cast	What % of votes cast is invalid
Remote E- voting	N/A	N/A	16053901	0
Through Ballot	Nil	Nil	18	0
Total	Nil	Nil	16053919	0

#### Item No. 2

# **Declaration of Dividend**

Ordinary Business Ordinary Resolution: To declare Dividend on Equity Shares of the Company for the fifteen months period ended 31.03.2016.

# Voted in favour of the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	What % of votes cast in favour is valid	% of total number of valid votes cast in favour
Remote E- voting	37	16053946	100	100
Through Ballot	7	18	100	100
Total	44	16053964	100	100

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 2475 0112. Hand Held Nos. 9830201949/9831891949.



# COMPANY SECRETARIES

# ii. Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	What % of votes cast against is valid	% of total number of valid votes cast against
Remote E- voting	0	0	N/A	0
Through Ballot	0	0	N/A	0
Total	0	0	N/A	0

#### iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	Total Number of valid votes cast	What % of votes cast is invalid
Remote E- voting	N/A	N/A	16053946	0
Through Ballot	Nil	Nil	18	0
Total	Nil	Nil	16053964	0

#### Item No. 3

# Appointment of Mr. P.J.Field as Director

Ordinary Business Ordinary Resolution: To appoint Mr. P. J. Field (DIN: 02634920) as a Director who retire by rotation and being eligible seeks re-appointment.

# i. Voted in favour of the resolution:

No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	What % of votes cast in favour is valid	% of total number of valid votes cast in favour
35	16053721	100	100
7	18	100	100
42	16053739	100	100
	Voters (folios)	Voters (folios) cast (One Shares, one vote basis)  35 16053721  7 18	Voters (folios) cast (One Shares, one vote basis) cast in favour is valid  35 16053721 100  7 18 100

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Office Address: DPS Business Centre, 9A, Sebak Baidya Street, Kolkata- 700 029. E-mail: akroyco@yahoo.co.in/anjankumarroyco@hotmail.com. Land Ph. No. 033 2475 0112. Hand Held Nos. 9830201949/9831891949.

#### **COMPANY SECRETARIES**

#### ii. Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	What % of votes cast against is valid	
Remote E- voting	0	0	N/A	0
Through Ballot	0	0	N/A	0
Total	0	0	N/A	0

#### iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	Total Number of valid votes cast	What % of votes cast is invalid
Remote E- voting	N/A	N/A .	16053721	0
Through Ballot	Nil	Nil	18	0 ,
Total	Nil	Nil	16053739	0

#### Item No. 4

#### Appointment of Statutory Auditors and fixation of their remuneration

Ordinary Business Ordinary Resolution: To appoint M/s Deloitte Haskins& Sells LLP (Firm regn. No. 117366W/W100018) as Statutory Auditors of the Company for a period of 5 years from this AGM and to authorize the Board of Directors to fix their remuneration.

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

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	The state of the s	% of total number of valid votes cast in favour
Remote E- voting	37	16053946	100	100
Through Ballot	7	18	100	100
Total	44	16053964	100	100

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#### COMPANY SECRETARIES

## ii. Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)		% of total number of valid votes cast against
Remote E- voting	0	0	N/A	0
Through Ballot	0	0	N/A	0
Total	0	0	N/A	0

#### iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	Total Number of valid votes cast	What % of votes cast is invalid
Remote E- voting	N/A	N/A	16053946	0
Through Ballot	Nil	Nil	18	0
Total	Nil	Nil	16053964	0

#### SPECIAL BUSINESS

To consider, and if thought fit, to pass with or without modification(s) the following Resolutions:

Item No. 5 as an Ordinary Resolution:

# Appointment of Mrs. S.A.Walker as a Director

Special Business Ordinary Resolution: To appoint Ms. S. A. Walker (DIN: 07225692) as a Director who will be liable for retirement upon rotation.

#### Voted in favour of the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	What % of votes cast in favour is valid	% of total number of valid votes cast in favour
Remote E- voting	35	16053721	100	100
Through Ballot	7	18	100	100

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 2475 0112. Hand Held Nos. 9830201949/9831891949.

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#### **COMPANY SECRETARIES**

		Accessed to the second		
Total	42	16053739	100	100

#### ii. Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)		% of total number of valid votes cast against
Remote E- voting	0	0	N/A	0
Through Ballot	0	0	N/A	0
Total	0	0	N/A	0

#### iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	Total Number of valid votes cast	What % of votes cast is invalid
Remote E- voting	N/A	N/A	16053721	0
Through Ballot	Nil	Nil	18	0
Total	Nil	Nil	16053739	0

#### Item No. 6 as an Ordinary Resolution:

#### **Approval of remuneration of Cost Auditors**

Special Business Ordinary Resolution: To approve the remuneration of M/s Shome & Banerjee (Firm regn. No. 000001), Cost Auditors of the Company.

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

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	What % of votes cast in favour is valid	THE THE TANK OF THE PROPERTY O
Remote E- voting	36	16053901	100	100
Through Ballot	7	18	100	100
Total	43	16053919	100	100

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# **COMPANY SECRETARIES**

## ii. Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)		% of total number of valid votes cast against
Remote E- voting	0	0	N/A	0
Through Ballot	0	0	N/A	0
Total	0	0	N/A	0

#### iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	Total Number of valid votes cast	What % of votes cast is invalid
Remote E- voting	N/A	N/A	16053901	0
Through Ballot	Nil	Nil	18	0 +
Total	Nil	Nil	16053919	0

#### Item No. 7 as a Special Resolution:

#### Adoption of new Articles of Association

Special Business Special Resolution: To adopt new Articles of Association.

## i. Voted in favour of the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	What % of votes cast in favour is valid	
Remote E- voting	36	16053766	100	99.999
Through Ballot	7	18	100	100
Total	43	16053784	100	99.999

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#### **COMPANY SECRETARIES**

#### ii. Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	the state of the second	% of total number of valid votes cast against
Remote E- voting	1	180	100	0.001
Through Ballot	0	0	N/A	0
Total	1	180	100	0.001

#### iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	Total Number of valid votes cast	What % of votes cast is invalid
Remote E- voting	N/A	N/Ą	16053946	0
Through Ballot	Nil	Nil	18	0 ,
Total	Nil	Nil	16053964	0

(D) 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 AGM 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 AGM of M/s. Goodricke Group Limited, related to their  $40^{th}$  AGM held on  $28^{th}$  Day of July, 2016.