



## 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

29<sup>th</sup> July, 2016

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, 28<sup>th</sup> 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**

  
**COMPANY SECRETARY**

Encl: a/a

# GOODRICKE GROUP LIMITED

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

28.07.2016  
14861

Date of the AGM

Total no of Shareholders on Record Date

No of shareholders present in the meeting either in person or through proxy

a. Promoters & Promoter Group

b. Public

No of Shareholders present through video conferencing

a. Promoters & Promoter Group

b. Public

2

118

NIL

NIL

## RESOLUTION NO. "1"

CATEGORY	TOTAL HOLDING	Total Vote Cast				Votes In favour				Votes Against			
		Ballot		Total	% on Total	Ballot		Total	% on Total	Ballot		Total	% on Total
		A1	A2	A3	Outstanding	B1	B2	B3	Outstanding	C1	C2	C3	Outstanding
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	0.00	0	0	0	0	0.00
Public-Non Institution	5612100	69901	18	69919	100	69901	18	69919	100.00	0	0	0	0.00
<b>TOTAL</b>	<b>21600000</b>	<b>16053901</b>	<b>18</b>	<b>16053919</b>	<b>100.0001121</b>	<b>16053901</b>	<b>18</b>	<b>16053919</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

## RESOLUTION NO. "2"

CATEGORY	TOTAL HOLDING	Total Vote Cast				Votes In favour				Votes Against			
		Ballot		Total	% on Total	Ballot		Total	% on Total	Ballot		Total	% on Total
		A1	A2	A3	Outstanding	B1	B2	B3	Outstanding	C1	C2	C3	Outstanding
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	0.00	0	0	0	0	0.00
Public-Non Institution	5612100	69901	18	69919	1.24586162	69901	18	69919	100.00	0	0	0	0.00
<b>TOTAL</b>	<b>21600000</b>	<b>16053901</b>	<b>18</b>	<b>16053919</b>	<b>74.32369907</b>	<b>16053901</b>	<b>18</b>	<b>16053919</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

## RESOLUTION NO. "3"

CATEGORY	TOTAL HOLDING	Total Vote Cast				Votes In favour				Votes Against			
		Ballot		Total	% on Total	Ballot		Total	% on Total	Ballot		Total	% on Total
		A1	A2	A3	Outstanding	B1	B2	B3	Outstanding	C1	C2	C3	Outstanding
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	0.00	0	0	0	0	0.00
Public-Non Institution	5612100	69901	18	69919	1.24586162	69901	18	69919	100.00	0	0	0	0.00
<b>TOTAL</b>	<b>21600000</b>	<b>16053901</b>	<b>18</b>	<b>16053919</b>	<b>74.32369907</b>	<b>16053901</b>	<b>18</b>	<b>16053919</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

**RESOLUTION NO. "4"**

CATEGORY	Total Vote Cast						Votes In Favour			Votes Against			
	TOTAL HOLDING	e-Voting A1	Ballot A2	Total A3 (A1+A2)	% on Total Outstanding Shares	e-Voting B1	Ballot B2	Total B3 (B1+B2)	% on Total Outstanding Shares	e-Voting C1	Ballot C2	Total C3 (C1+C2)	% 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	0.00
Public-Non Institution	5612100	69901	18	69919	1.24586162	69901	18	69919	100.00	0	0	0	0.00
<b>TOTAL</b>	<b>21600000</b>	<b>16053901</b>	<b>18</b>	<b>16053919</b>	<b>74.32369907</b>	<b>16053901</b>	<b>18</b>	<b>16053919</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

**RESOLUTION NO. "5"**

3

CATEGORY	Total Vote Cast						Votes In Favour			Votes Against			
	TOTAL HOLDING	e-Voting A1	Ballot A2	Total A3 (A1+A2)	% on Total Outstanding Shares	e-Voting B1	Ballot B2	Total B3 (B1+B2)	% on Total Outstanding Shares	e-Voting C1	Ballot C2	Total C3 (C1+C2)	% 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	0.00
Public-Non Institution	5612100	69901	18	69919	1.24586162	69901	18	69919	100.00	0	0	0	0.00
<b>TOTAL</b>	<b>21600000</b>	<b>16053901</b>	<b>18</b>	<b>16053919</b>	<b>74.32369907</b>	<b>16053901</b>	<b>18</b>	<b>16053919</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

**RESOLUTION NO. "6"**

CATEGORY	Total Vote Cast						Votes In Favour			Votes Against			
	TOTAL HOLDING	e-Voting A1	Ballot A2	Total A3 (A1+A2)	% on Total Outstanding Shares	e-Voting B1	Ballot B2	Total B3 (B1+B2)	% on Total Outstanding Shares	e-Voting C1	Ballot C2	Total C3 (C1+C2)	% 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	0.00
Public-Non Institution	5612100	69901	18	69919	1.24586162	69901	18	69919	0.44	0	0	0	0.00
<b>TOTAL</b>	<b>21600000</b>	<b>16053901</b>	<b>18</b>	<b>16053919</b>	<b>74.32369907</b>	<b>16053901</b>	<b>18</b>	<b>16053919</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

**RESOLUTION NO. "7"**

CATEGORY	Total Vote Cast						Votes In Favour			Votes Against			
	TOTAL HOLDING	e-Voting A1	Ballot A2	Total A3 (A1+A2)	% on Total Outstanding Shares	e-Voting B1	Ballot B2	Total B3 (B1+B2)	% on Total Outstanding Shares	e-Voting C1	Ballot C2	Total C3 (C1+C2)	% 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	0.00
Public-Non Institution	5612100	69946	18	69964	1.246663459	69766	18	69784	99.74	180	0	180	0.26
<b>TOTAL</b>	<b>21600000</b>	<b>16053946</b>	<b>18</b>	<b>16053964</b>	<b>74.32390741</b>	<b>16053766</b>	<b>18</b>	<b>16053784</b>	<b>99.99</b>	<b>180</b>	<b>0</b>	<b>180</b>	<b>0.01</b>

*CS Bovey*  
**COMPANY SECRETARY**

**ANJAN KUMAR ROY & CO.**

**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<sup>th</sup> July, 2016 on the "Remote E – Voting" and "Voting through Ballot at the meeting", in respect 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.

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<sup>th</sup> AGM held on 28<sup>th</sup> Day of July, 2016.*

Place: Kolkata

Enclosures: as above

# ANJAN KUMAR ROY & CO.

## COMPANY SECRETARIES

To,

Date: 29/07/2016

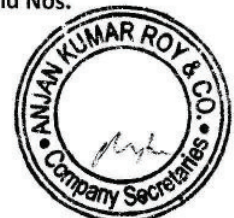
The Chairman  
Goodricke Group Limited  
Camellia House,  
14, Gurusaday Road,  
Kolkata – 700 019

**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.

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.



- 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., [www.evoting.nsdl.com](http://www.evoting.nsdl.com), 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 [www.evoting.nsdl.com](http://www.evoting.nsdl.com) 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



**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.

- 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	% of total number of valid votes cast in favour
Remote E- voting	36	16053901	100	100
Through Ballot	7	18	100	100
Total	43	16053919	100	100



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.

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	% 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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 anjanroy\_2003@yahoo.co.in/anjanumarroyco@hotmail.com. Land Ph. No. 033 2475 0112. Hand Held Nos.  
 9830201949/9831891949.





## 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:

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
Total	42	16053739	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.



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	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)	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



# ANJAN KUMAR ROY & CO.

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

## 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.

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	% 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.



Total	42	16053739	100	100
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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	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	% of total number of valid votes cast in favour
Remote E- voting	36	16053901	100	100
Through Ballot	7	18	100	100
Total	43	16053919	100	100



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. 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	% of total number of valid votes cast in favour
Remote E- voting	36	16053766	100	99.999
Through Ballot	7	18	100	100
Total	43	16053784	100	99.999



# ANJAN KUMAR ROY & CO.

## COMPANY SECRETARIES

ii. Voted against the resolution:

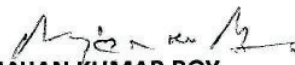
Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	What % of votes cast against is valid	% of total number of valid votes cast against
Remote E- voting	1	180	100	0.001
Through Ballot	0	0	N/A	0
Total	1	180	100	0.001

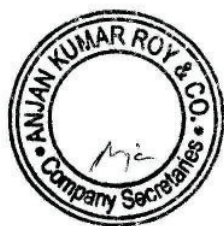
iii. Invalid Votes:

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/A	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<sup>th</sup> AGM held on 28<sup>th</sup> Day of July, 2016.*

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