



## GOODRICKE GROUP LIMITED

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CIN-L01132WB1977PLC031054

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

To

The Sr. General Manager

Dept of Corporate Services

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai- 400001

Email: [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)/

Corp. [compliance@bseindia.com](mailto:compliance@bseindia.com)

Uploaded in <http://listing.bseindia.com/>

Scrip Code: 500166

Sub: Proceedings of the Meeting

Dear Sir,

Pursuant to Schedule III Part A, Para A Sub-rule 13 of the SEBI-LODR, 2015 please take on record the Proceedings of the Annual General Meeting held on 28<sup>th</sup> July, 2016.

Yours faithfully,

**GOODRICKE GROUP LIMITED**

  
**COMPANY SECRETARY**

Encl: a/a

## GOODRICKE GROUP LIMITED

**MINUTES OF THE FORTIETH 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 THURSDAY, THE 28<sup>TH</sup> JULY, 2016 AT 10 A.M. AND CONCLUDED AT 11:30 A.M.**

### Present

#### Directors

Mr. P.J. Field	- Chairman
Mr. A.N. Singh	- Managing Director & C.E.O (& Member)
Mrs. S. A. Walker	- Director
Mr. P. K. Sen	- Director
Mr. K. Sinha	- Director, Chairman, Audit Committee & Nomination and Remuneration Committee
Dr. S. Kaul	- Director, Chairperson, Stakeholders Relationship Committee
Mr. P.K. Sarkar	- Representing the Statutory Auditors, Lovelock & Lewes
Mr. A. K. Roy	- Secretarial Auditor

#### Members present by person

Mr. S. K. Modak,	Mr. N. Nag,	Mr.C. Ghosh,	Mr. A. K. Lahoti ,
Mrs. Mitra Bakshi,	Mr. S. Sen,	Mr. U. K. Shaw,	Mr. J. N. Kundu,
Mrs. Ashima Bose.			

And 129 more members were present.

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

Assam Dooars Investments Ltd., U.K	: Represented by Mr. P.J. Field
Western Dooars Investments Ltd., U.K.	: Represented by Mr. P.J. Field
Borbam Investments Limited	: Represented by Mr. A. Sengupta

#### Present by Proxy – 3 Nos.

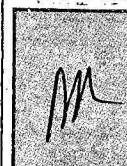
#### In attendance:

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

The Chairman welcomed the members, the proxy holders and the representatives of the press to the Fortieth Annual General Meeting. The Chairman stated that all the Directors were present on the dais. He, thereafter, requested the Company Secretary to read out the Statement of Statutory requirements.

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CHAIRMAN'S  
INITIALS



**COMPANY SECRETARY'S STATEMENT**

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 23<sup>rd</sup> May, 2016. He added that pursuant to Section 170 of the Companies Act, 2013, the Register of Directors' and Key Managerial Personnel shareholding, the Auditors Report and Secretarial Audit Report have 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.

**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 period ended 31<sup>st</sup> March, 2016.

**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 Period ending 31<sup>st</sup> March, 2016 and to raise questions, if any.

Several Members including Messrs. T. N. Chakraborty, S. N. Saraf, P. K. Banerjee 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 seven resolutions proposed at the Fortieth Annual General Meeting was concluded on 27<sup>th</sup> July, 2016. The Chairman further stated that Mr. A. K. Roy, Practicing Company Secretary who was appointed as the Scrutinizer of the E-Voting process as well as the process of voting through ballot at the meeting submitted his report. The Chairman informed that the detailed result of the E-voting as furnished by the Scrutinizer 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 7 (seven) resolutions as proposed vide Notice dated 23<sup>rd</sup> May, 2016 which were passed through E-voting as well as by ballot voting at the venue of the Annual General Meeting in terms of the Report submitted by Mr. A. K. Roy, Practicing Company Secretary and the Scrutinizer appointed for the said purpose in the manner as written hereunder :-

CHAIRMAN'S  
INITIALS

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**A. Ordinary Business****Ordinary Resolution****Resolution No. 1****Adoption of Audited Financial Statements for the period ended 31<sup>st</sup> March 2016.**

Proposed by : Mr. J. N. Kundu  
 Seconded by : Mr. S. Mallick

"Resolved that the Audited Financial Statements for the period ended 31<sup>st</sup> March 2016, 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."

Total No. Of votes cast in favour	100 %
Total No. Of votes cast against	NIL
Result	Declared carried unanimously

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

Proposed by : Mr. N. Nag  
 Seconded by : Mr. A. C. Das

"Resolved that a Dividend of Rs. 4.00/- per share (40%) on 21,600,000 Equity Shares absorbing Rs. 864 lacs be and is hereby declared on the Equity Shares of the Company for the period ended 31<sup>st</sup> March, 2016 for payment to the shareholders whose names appear on the Company's Register of Members on 21<sup>st</sup> July, 2016 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	NIL
Result	Declared carried unanimously

Thereafter Mr. A.N. Singh took the Chair for next item of business.

***Resolution No. 3*****Re-appointment of Mr. P. J. Field as a Director**

Proposed by : Mr. J. N. Kundu  
 Seconded by : Mr. N. Nag

"Resolved that Mr. P. J. Field (holding DIN 02634920) who retires by rotation and being eligible for reappointment, be and is hereby reappointed a Director of the Company."

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CHAIRMAN'S  
INITIALS

Total No. Of votes cast in favour	100 %
Total No. Of votes cast against	NIL
Result	Declared carried unanimously

Again Mr. P. J. Field took the Chair for remainder of the Meeting.

**Resolution No. 4**

**Appointment of Auditors**

Proposed by : Mr. S. Mallick  
Seconded by : Mr. N. Nag

"Resolved that pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Kolkata (ICAI Registration No. 117366W/W100018), who have offered themselves for appointment and have confirmed their eligibility under Section 141 of the Act and the relevant provisions of Chapter X of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 be and are hereby appointed as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting (AGM) in place of M/s. Lovelock & Lewes, Chartered Accountants, (Regn. No. 301056E), Statutory Auditors of the Company who are retiring at the conclusion of this Annual General Meeting (subject to ratification of reappointment by the members at every AGM held after this AGM), till the conclusion of the forty fifth Annual General Meeting of the Company, and at such remuneration fixed by the Board of Directors of the Company on the recommendation of the Audit Committee."

Total No. Of votes cast in favour	100%
Total No. Of votes cast against	NIL
Result	Declared carried unanimously

**B. Special Business**

**Ordinary Resolution**

**Resolution No. 5**

**Appointment of Mrs. S. A. Walker as Director**

Proposed by : Mr. J. N. Kundu  
Seconded by : Mr. A. C. Das

"Resolved that Mrs. Susan Ann Walker (DIN 07225692) who was appointed as an Additional Director of the Company with effect from 30<sup>th</sup> July, 2015 by the Board of Directors in terms of Section 161 of the Companies Act 2013 and pursuant to the Articles of Association of the Company, and who holds such office until this Annual General Meeting and in respect of whom the Company received a notice from a Shareholder under Section 160 of the Companies Act 2013 proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, who shall be liable to retire by rotation."

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CHAIRMAN'S  
INITIALS



"Resolved further that the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Total No. Of votes cast in favour	100%
Total No. Of votes cast against	NIL
Result	Declared carried unanimously

**Resolution No. 6**

**Ratification of remuneration of Cost Auditor**

Proposed by : Mr. A. Ghosh Roy  
Seconded by : Mr. N. Nag

"Resolved that in terms of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 Read with Companies (Audit and Auditors) Rules, 2014 (including any statutory Modification(s) or re-enactment(s) thereof, for the time being in force) the remuneration payable to the Cost Auditors namely M/s. Shome & Banerjee, Cost Accountants (Firm Registration No.: 000001) for conducting Audit of Cost Accounting records maintained by the Company as applicable, for the year ending 31<sup>st</sup> March, 2017 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."

"Resolved further that the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Total No. Of votes cast in favour	100%
Total No. Of votes cast against	NIL
Result	Declared carried unanimously

**Special Resolution**

**Resolution No. 7**

**Adoption of New Articles of Association**

Proposed by : Mr. J. N. Kundu  
Seconded by : Mr. A. Ghosh Roy

"Resolved that pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification (s) or re-enactment thereof, for the time being in force), the *draft* regulations contained in the Articles of Association submitted to this meeting, be approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company."

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CHAIRMAN'S  
INITIALS



"Resolved further that approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such Acts, deeds, matters and things and take such steps as may be required in this connection including seeking of necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

Total No. Of votes cast in favour	99.99%
Total No. Of votes cast against	0.01%
Result	Declared carried by majority

#### **VOTE OF THANKS**

The meeting concluded with a vote of thanks to the Chair proposed by Mr. J. N. Kundu, a member.

#### **DECLARATION OF RESULTS**

Based on the scrutiny report submitted by Mr. A. K. Roy, on 29<sup>th</sup> July, 2016 the Chairman announced the combined results of remote e-voting and votes cast through polling at the Annual General Meeting hall, as enclosed and marked as Annexure I and declared that all the resolutions in respect of item mentioned in the Notice dated 23<sup>rd</sup> May, 2016 and transacted at the Annual General Meeting of the Company were carried unanimously except one which was carried with requisite majority.

  
Chairman

Date : 29<sup>th</sup> July 2016  
Place : KOLKATA

KS(AGM.16MIN)

CHAIRMAN'S  
INITIALS

