



## 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

28<sup>th</sup> July, 2017

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, 27<sup>th</sup> July, 2017 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

  
SR. GENERAL MANAGER &  
COMPANY SECRETARY

Encl: a/a

**GOODRICKE GROUP LIMITED**

Resolution-wise Figures of Regulation 44(3) of SEBI LODR Regulation 2015 pursuant to 41st Annual General Meeting held on 27.07.2017

**RESOLUTION NO. "1"**

CATEGORY	TOTAL HOLDING	Total Vote Cast				Votes In favour				Votes Against			
		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	100.00	15984000	0	15984000	100.00	0	0	0	0.00
Public -Institution	3900	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00
Public-Non Institution	5612100	9485	16	9501	0.17	7785	16	7801	82.11	1700	0	1700	17.89
<b>TOTAL</b>	<b>21600000</b>	<b>15993485</b>	<b>16</b>	<b>15993501</b>	<b>74.04</b>	<b>15991785</b>	<b>16</b>	<b>15991801</b>	<b>99.99</b>	<b>1700</b>	<b>0</b>	<b>1700</b>	<b>0.01</b>

**RESOLUTION NO. "2"**

CATEGORY	TOTAL HOLDING	Total Vote Cast				Votes In favour				Votes Against			
		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	100.00	15984000	0	15984000	100.00	0	0	0	0.00
Public -Institution	3900	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00
Public-Non Institution	5612100	9485	16	9501	0.17	7785	16	7801	82.11	1700	0	1700	17.89
<b>TOTAL</b>	<b>21600000</b>	<b>15993485</b>	<b>16</b>	<b>15993501</b>	<b>74.04</b>	<b>15991785</b>	<b>16</b>	<b>15991801</b>	<b>99.99</b>	<b>1700</b>	<b>0</b>	<b>1700</b>	<b>0.01</b>

**RESOLUTION NO. "3"**

CATEGORY	TOTAL HOLDING	Total Vote Cast				Votes In favour				Votes Against			
		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	100.00	15984000	0	15984000	100.00	0	0	0	0.00
Public -Institution	3900	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00
Public-Non Institution	5612100	9485	16	9501	0.17	7785	16	7801	82.11	1700	0	1700	17.89
<b>TOTAL</b>	<b>21600000</b>	<b>15993485</b>	<b>16</b>	<b>15993501</b>	<b>74.04</b>	<b>15991785</b>	<b>16</b>	<b>15991801</b>	<b>99.99</b>	<b>1700</b>	<b>0</b>	<b>1700</b>	<b>0.01</b>

**GOODRICKE GROUP LIMITED**

*S. B. Singh*  
**SR. GENERAL MANAGER &  
 COMPANY SECRETARY**



**RESOLUTION NO. "4"**

CATEGORY	TOTAL HOLDING	Total Vote Cast				Votes In favour				Votes Against			
		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	100.00	15984000	0	15984000	100.00	0	0	0	0.00
Public -Institution	3900	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00
Public-Non Institution	5612100	9475	16	9491	0.17	7775	16	7791	82.09	1700	0	1700	17.91
<b>TOTAL</b>	<b>21600000</b>	<b>15993475</b>	<b>16</b>	<b>15993491</b>	<b>74.04</b>	<b>15991775</b>	<b>16</b>	<b>15991791</b>	<b>99.99</b>	<b>1700</b>	<b>0</b>	<b>1700</b>	<b>0.01</b>

**RESOLUTION NO. "5"**

3

CATEGORY	TOTAL HOLDING	Total Vote Cast				Votes In favour				Votes Against			
		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	100.00	15984000	0	15984000	100.00	0	0	0	0.00
Public -Institution	3900	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00
Public-Non Institution	5612100	9485	16	9501	0.17	7785	16	7801	82.11	1700	0	1700	17.89
<b>TOTAL</b>	<b>21600000</b>	<b>15993485</b>	<b>16</b>	<b>15993501</b>	<b>74.04</b>	<b>15991785</b>	<b>16</b>	<b>15991801</b>	<b>99.99</b>	<b>1700</b>	<b>0</b>	<b>1700</b>	<b>0.01</b>

**RESOLUTION NO. "6"**

CATEGORY	TOTAL HOLDING	Total Vote Cast				Votes In favour				Votes Against			
		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	100.00	15984000	0	15984000	100.00	0	0	0	0.00
Public -Institution	3900	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00
Public-Non Institution	5612100	9485	16	9501	0.17	7785	16	7801	82.11	1700	0	1700	17.89
<b>TOTAL</b>	<b>21600000</b>	<b>15993485</b>	<b>16</b>	<b>15993501</b>	<b>74.04</b>	<b>15991785</b>	<b>16</b>	<b>15991801</b>	<b>99.99</b>	<b>1700</b>	<b>0</b>	<b>1700</b>	<b>0.01</b>

**RESOLUTION NO. "7"**

CATEGORY	TOTAL HOLDING	Total Vote Cast				Votes In favour				Votes Against			
		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	100.00	15984000	0	15984000	100.00	0	0	0	0.00
Public -Institution	3900	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00
Public-Non Institution	5612100	9425	16	9441	0.17	7725	16	7741	81.99	1700	0	1700	18.01
<b>TOTAL</b>	<b>21600000</b>	<b>15993425</b>	<b>16</b>	<b>15993441</b>	<b>74.04</b>	<b>15991725</b>	<b>16</b>	<b>15991741</b>	<b>99.99</b>	<b>1700</b>	<b>0</b>	<b>1700</b>	<b>0.01</b>

# ANJAN KUMAR ROY & CO.

## COMPANY SECRETARIES

To,

Date: 28/07/2017

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 41<sup>st</sup> Annual General Meeting of M/s. Goodricke Group Limited, held on 27<sup>th</sup> Day of July, 2017.**

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, 2017, pursuant to Section 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by 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 resolutions no. 1 to 7 as contained in the aforesaid Notice dated 23<sup>rd</sup> day of May, 2017. 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 1<sup>st</sup> Day of July, 2017, the dispatch of the relevant notice dated 23<sup>rd</sup> May, 2017 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.
- 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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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

- iii. I have been shown by the officers of the company, the relevant advertisement of the said notice, in "Business Standard" and in "Ajkal" published on Monday, the 3<sup>rd</sup> Day of July, 2017 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 1<sup>st</sup> day of July, 2017.
  - c. Statement that the period of Remote E - Voting would start at 9.00 A.M. on 24<sup>th</sup> Day of July, 2017 and ends at 5.00 P.M. on 26<sup>th</sup> Day of July, 2017.
  - 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 26<sup>th</sup> Day of July, 2017.
  - 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 24<sup>th</sup> of July, 2017 to 5:00 P.M. on 26<sup>th</sup> of July, 2017.
- 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 26<sup>th</sup> Day of July, 2017.
- vi. That after the discussions on the said 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 and had not voted through Remote E - Voting.



# ANJAN KUMAR ROY & CO.

## COMPANY SECRETARIES

vii. That the said Remote E - voting at portal [www.evoting.nsdl.com](http://www.evoting.nsdl.com) was unblocked by me at 11.15 a.m. on 27<sup>th</sup> Day of July, 2017, 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. Sukhjot Kaur

*Sukhjot Kaur*

b. Mr. Sourav Kumar Lal

*Sourav Kumar Lal*

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 20<sup>th</sup> Day of July, 2017 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 Audited Financial Statements of the Company for the financial year

Ordinary Business and Ordinary Resolution: Adoption of Audited Financial Statements of the Company for the financial year



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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 2475 0112. Hand Held Nos.

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# ANJAN KUMAR ROY & CO.

## COMPANY SECRETARIES

i. Voted in **favour** of 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 in favour
Remote E- voting	46	15991785	99.99%
Through Ballot	5	16	0.0001%
Total	51	15991801	99.99%

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	2	1700	0.01%
Through Ballot	NIL	NIL	NIL
Total	2	1700	0.01%

iii. **Invalid** Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)
Remote E- voting	N/A	N/A
Through Ballot	2	2
Total	2	2

### Item No. 2

#### Declaration of Dividend

Ordinary Business and Ordinary Resolution: Declaration of Dividend for the financial year ended 31st March, 2017.

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# ANJAN KUMAR ROY & CO.

## COMPANY SECRETARIES

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

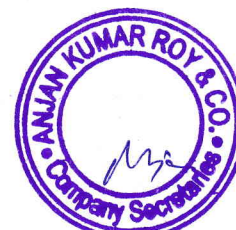
Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	% of total number of valid votes cast in favour
Remote E- voting	46	15991785	99.99%
Through Ballot	5	16	0.0001%
Total	51	15991801	99.99%

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	2 *	1700	0.01%
Through Ballot	NIL	NIL	NIL
Total	2	1700	0.01%

iii. **Invalid** Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)
Remote E- voting	N/A	N/A
Through Ballot	2	2
Total	2	2





# ANJAN KUMAR ROY & CO.

## COMPANY SECRETARIES

### Item No. 3

#### Appointment of Director

Ordinary Business and Ordinary Resolution: Appointment of Director in place of Mrs. S. A. Walker, Holding DIN 07225692 who retires by rotation and being eligible, offers herself for 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)	% of total number of valid votes cast in favour
Remote E- voting	46	15991785	99.99%
Through Ballot	5	16	0.0001%
Total	51	15991801	99.99%

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	2	1700	0.01%
Through Ballot	NIL	NIL	NIL
Total	2	1700	0.01%

iii. **Invalid** Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)
Remote E- voting	N/A	N/A
Through Ballot	2	2
Total	2	2



# ANJAN KUMAR ROY & CO.

## COMPANY SECRETARIES

### Item No. 4

#### To ratify the appointment of Messrs. Deloitte Haskins & Sells LLP

Ordinary Business and Ordinary Resolution: To ratify the appointment of Messrs. Deloitte Haskins & Sells LLP, Chartered Accountants, Firm's registration no. 117366W W-100018, as the Auditors of the Company, 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)	% of total number of valid votes cast in favour
Remote E- voting	45	15991775	99.99%
Through Ballot	5	16	0.0001%
Total	50	15991791	99.99%

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	2	1700	0.01%
Through Ballot	NIL	NIL	NIL
Total	2	1700	0.01%

iii. **Invalid** Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)
Remote E- voting	N/A	N/A
Through Ballot	2	2
Total	2	2



# ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

## 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 Mr. Atul Asthana

Special Business and Ordinary Resolution: Appointment of Mr. Atul Asthana holding DIN 00631932 as a wholetime Director and COO 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)	% of total number of valid votes cast in favour
Remote E- voting	46	15991785	99.99%
Through Ballot	5	16	0.0001%
Total	51	15991801	99.99%

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	2	1700	0.01%
Through Ballot	NIL	NIL	NIL
Total	2	1700	0.01%

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

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# ANJAN KUMAR ROY & CO.

## COMPANY SECRETARIES

### iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)
Remote E- voting	N/A	N/A
Through Ballot	2	2
Total	2	2

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

#### Re appointment of Mr. Arun Narain

Special Business and Ordinary Resolution: Re appointment of Mr. Arun Narain Singh holding DIN 00620929 as Managing Director and CEO 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)	% of total number of valid votes cast in favour
Remote E- voting	46	15991785	99.99%
Through Ballot	5	16	0.0001%
Total	51	15991801	99.99%

#### 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	2	1700	0.01%
Through Ballot	NIL	NIL	NIL
Total	2	1700	0.01%

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.  
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# ANJAN KUMAR ROY & CO.

## COMPANY SECRETARIES

### iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)
Remote E- voting	N/A	N/A
Through Ballot	2	2
Total	2	2

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

#### Ratification of remuneration of Ms Shome & Banerjee Cost Accountants

Special Business and Ordinary Resolution: Ratification of remuneration of Ms Shome & Banerjee Cost Accountants Firm Registration No 000001 for conducting Audit of Cost Accounting records for the financial year 2017 2018

### i. Voted in **favour** of 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 in favour
Remote E- voting	45	15991725	99.99%
Through Ballot	5	16	0.0001%
Total	50	15991741	99.99%



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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)	% of total number of valid votes cast against
Remote E- voting	2	1700	0.01%
Through Ballot	NIL	NIL	NIL
Total	2	1700	0.01%

iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)
Remote E- voting	N/A	N/A
Through Ballot	2	2
Total	2	2

(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 41<sup>st</sup> AGM held on 27<sup>th</sup> Day of July, 2017.

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