



GOODRICKE GROUP LIMITED

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CIN-L01132WB1977PLC031054

28th 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/
Corp. 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 27th July, 2017.

Yours faithfully,

GOODRICKE GROUP LIMITED


**SR. GENERAL MANAGER &
COMPANY SECRETARY**

Encl: a/a

GOODRICKE GROUP LIMITED

MINUTES OF THE FORTY-FIRST 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 27TH JULY, 2017 AT 10 A.M. AND CONCLUDED AT 10:50 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. A. Asthana	- Wholetime Director & COO (& Member)
Mr. K. Sinha	- Director, Chairman, Audit Committee & Nomination and Remuneration Committee
Dr. S. Kaul	- Director, Chairperson, Stakeholders Relationship Committee
Mr. A. Bhattacharya	- Representing the Statutory Auditors, Deloitte Haskins & Sells LLP
Mr. A. K. Roy	- Secretarial Auditor

Members present by person

Mr. J. N. Kundu,	Mr. T. N. Chakraborty,	Mr. S. Mallick,
Mr. S. Mitra,	Mr. N. Nag,	Mr. V. Sukhani,
Mr. S. Ganguly,	Mr. D. Majumdar	Mr. B. Saha

And 102 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

Present by Proxy – 6 Nos.

In attendance:

Sr. General Manager & 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 Forty-first Annual General Meeting. The Chairman stated that all the Directors except Mr. P. K. Sen were present on the dais. He, thereafter, requested the Sr. General Manager & 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 23rd May, 2017. 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 year ended 31st March, 2017.

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 Year ending 31st March, 2017 and to raise questions, if any.

Several Members including Messrs. V. Sukhani, J. Bakshi, S. Modak, D. Majumdar 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 Forty-first Annual General Meeting was concluded on 26th July, 2017. 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 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 23rd May, 2017 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 :-

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CHAIRMAN'S
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A. Ordinary Business**Ordinary Resolution****Resolution No. 1****Adoption of Audited Financial Statements for the year ended 31st March 2017.**

Proposed by : Mr. J. N. Kundu
 Seconded by : Mr. T. N. Chakraborty

"Resolved that the Audited Financial Statements for the year ended 31st March 2017, 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	99.99%
Total No. Of votes cast against	0.01%
Result	Declared carried by majority

Resolution No. 2**Declaration of Dividend**

Proposed by : Mr. S. Modak
 Seconded by : Mr. S. Mallick

"Resolved that a Dividend of Rs. 4.50/- per share (45%) on 21,600,000 Equity Shares absorbing Rs. 972 lacs be and is hereby declared on the Equity Shares of the Company for the year ended 31st March, 2017 for payment to the shareholders whose names appear on the Company's Register of Members on 20th July, 2017 subject to the provisions of Section 126 of the Companies Act, 2013."


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

Resolution No. 3**Re-appointment of Mrs. S. A. Walker as a Director**

Proposed by : Mr. T. N. Chakraborty
 Seconded by : Mr. B. Saha

"Resolved that Mrs. S. A. Walker (holding DIN 07225692) 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
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Total No. Of votes cast in favour	99.99%
Total No. Of votes cast against	0.01%
Result	Declared carried by majority

Resolution No. 4**Appointment of Auditors**

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

"Resolved that pursuant to the resolution passed by the members at the 40th Annual General Meeting of the Company held on 28th July, 2016 in terms of Section 139 of the Companies Act, 2013 ("the Act") read with Companies (Audit and Auditors) Rules, 2014 and other provisions as may be applicable, if any, the Company hereby ratifies the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants having Firm's registration no. 117366W/W-100018, as the Statutory Auditors of the Company from the conclusion of this 41st Annual General Meeting till conclusion of the 42nd Annual General Meeting, at such remuneration as may be fixed by the Board of Directors of the Company on recommendation of the Audit Committee."

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

B. Special Business**Ordinary Resolution****Resolution No. 5****Appointment of Mr. A. Asthana as a Wholetime Director & Chief Operating Officer (COO)**

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

"Resolved that pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 Mr. Atul Asthana (holding DIN 00631932), who was appointed as an Additional Director of the Company with effect from 1st June, 2017 by the Board of Directors of the Company pursuant to Section 161 (1) of the Companies Act, 2013 and Article 66 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable of determination by retirement of directors by rotation;

Resolved further that pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the appointment of Mr. Atul Asthana as a Wholetime Director and Chief Operating Officer (COO) of the Company for a period of one year beginning from 1st June 2017 till 31st May, 2018 on the remuneration and other terms and conditions of service as detailed in the Explanatory Statement under Section 102 (1) of the

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CHAIRMAN'S
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Companies Act 2013 annexed to the Notice convening the meeting, with liberty to the Board of Directors, including any Committee thereof to alter or vary the terms and conditions of appointment and / or remuneration, subject to the limits specified under Schedule V of the Companies Act, 2013 and any statutory modification (s) or re-enactment thereto;

Resolved further that his re-appointment as a Director immediately on retirement by rotation shall not be deemed to constitute a break in his appointment / service as Whole Time Director of the Company;

Resolved further that the Board, including any Committee thereof, be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the aforesaid resolution."

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

Resolution No. 6

Re-appointment of Mr. A. N. Singh as Managing Director & Chief Executive Officer (CEO)

Proposed by : Mr. T. N. Chakraborty
Seconded by : Mr. A. Kundu

"Resolved that pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act 2013 and the Rules made thereunder (including any statutory modification (s) or enactment thereof for the time being in force) the approval of the Company be and is hereby accorded to the re-appointment of Mr. Arun Narain Singh (holding DIN 00620929) as Managing Director & CEO of the Company for a period of three months with effect from 1st January, 2018 on the terms and conditions of re-appointment and remuneration as set out in the Explanatory Statement

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

Resolution No. 7

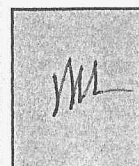
Ratification of remuneration of Cost Auditor

Proposed by : Mr. J. Bakshi
Seconded by : Mr. S. Modak

"Resolved that in terms of Section 148 of the Companies Act 2013 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 31st March, 2018 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."

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CHAIRMAN'S
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"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	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 28th July, 2017 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 23rd May, 2017 and transacted at the Annual General Meeting of the Company were declared carried by majority.



Chairman

Date : 28 JULY 2017
Place : KOLKATA

KS(AGM.17MIN)

CHAIRMAN'S
INITIALS



ANNEXURE – I

GOODRICKE GROUP LIMITED**ANNUAL GENERAL MEETING HELD ON 27TH JULY, 2017 DECLARATION OF RESULTS OF REMOTE E-VOTING AND POLL AT THE MEETING**

The Annual General Meeting (AGM) of Goodricke Group Limited ("the Company") was held at the Eastern Zonal Cultural Centre, IB 201, Sector – III, Salt Lake City, Kolkata 700 106 on Thursday, the 27th July, 2017 at 10.00 a.m. As per the provisions of Section 108 of the Companies Act 2013 and Rule 20 of Companies (Management and Administration) Amendment Rules, 2015 and also as per Listing Agreement with the Stock Exchange, the Company had provided the remote e-voting facility to the Shareholders through National Securities Depository Limited (NSDL) to enable them to cast their vote electronically on the resolutions proposed in the Notice convening AGM. In line with the amended Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 the Shareholders present at the Annual General Meeting were offered the facility to vote through polling papers.

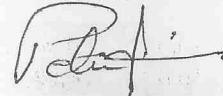
The remote e-voting commenced on Monday, July 24, 2017 at 9:00 A.M. and closed on Wednesday, July 26, 2017 at 5:00 P.M.

The Board of Directors has appointed Mr. A. K. Roy, Practicing Company Secretary as the Scrutinizer for remote e-voting and Poll at AGM. The Scrutinizer has carried out the scrutiny of all the electronic votes cast upto 5:00 P.M. on 26th July, 2017, unblocked from NSDL and also the votes cast through polling papers at the AGM and submitted his Report on July 28, 2017.

Based on the Scrutinizers' Report dated Friday, July 28, 2017 the combined results of the votes cast are as under :

Sl. No.	Items of Business	% Votes in favour	% Votes against
1.	Adoption of Audited Financial Statements	99.99	0.01
2.	Declaration of Dividend	99.99	0.01
3.	Reappointment of Mrs. S. A. Walker as Director	99.99	0.01
4.	Appointment of Auditors	99.99	0.01
5.	Appointment of Mr. A. Asthana as Wholetime Director & Chief Operating Officer (COO)	99.99	0.01
6.	Reappointment of Mr. A. N. Singh as Managing Director & Chief Executive Officer (CEO)	99.99	0.01
7.	Ratification of remuneration of Cost Auditor	99.99	0.01

Accordingly, all the Resolutions in respect of the items of business mentioned above were declared and carried with requisite majority by the shareholders of the Company.

GOODRICKE GROUP LIMITED

CHAIRMAN

Place : KOLKATA

Dated : 28 July 2017

CHAIRMAN'S
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