

27th July, 2018

- 1. The Shareholders **Goodricke Group Limited**
- 2. 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
- 3. 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 Friday, 27th July, 2018 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.

A Camellia Plc. U.K. ญ Group Company

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

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



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

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 42nd Annual General Meeting held on 27.07.2018

RESOLUTION NO. "1"

		STATES - STATES	Tota	Vote Cast	Den All 2	AND DE LA COMPANY	民政治回知	Vote	s In favour		A REAL PROPERTY OF	1940.00	latar	Against	A Rented Stand
CATEGORY	TOTAL HOLDING	e-Voting A1	Ballot A2		% on Total Outstanding Shares	e-Voting B1	Ballot	BZ	and the second second	% on Total Outstanding			Sales of	Total C3	% on Total Outstanding
Promoter /Promoter Group	15984000	15984000	0	15984000			and the second second	DZ			e-Voting C1	Ballot	C2	(C1+C2)	Shares
Public -Institution	2151				100.00			0	15984000	100.00	0		0	0	0.00
			0	0	0.00	0		0	0	0.00	0		0	0	0.00
Public-Non Institution	5613849	5828	252570	258398	4.60	5728	25	2570	258298			-	-		0.00
TOTAL	21600000	15989828	252570	1001000	Contraction of the second second	Sector of the sector of the sector	Contraction of the local	2370	236298	99.96	100		0	100	0.04
		AU 303020	252570	16242398	75.20	15989728	25	2570	16242298	100.00	100	SP-11/2	0	100	0.01

RESOLUTION NO. "2"

		E SALANSA	Tota	l Vote Cast	Hand States		Vote	es In favour	APR SHARE AND	STATEMEN	Va	es Against	
CATEGORY TOTAL HOLDING	BEALSTRATE AND	e-Voting A1	Ballot A2	and the second second	% on Total Outstanding Shares	e-Voting B1	Ballot B2		% on Total Outstanding			Total C3	% on Total Outstanding
Promoter /Promoter Group	15984000	15984000	0	15984000			Children Children I		2010000	e-Voting C1	Ballot C	2 (C1+C2)	Shares
Public -Institution	2151	0		13304000			0	15984000	100.00	0		0	0.00
		-	C	0	0.00	0	0	0	0.00	0		0	
Public-Non Institution	5613849	5828	252570	258398	4.60	5728	252570	250200	1 Alexandre			0	0.00
TOTAL	21600000	15989828	252570	The local division of the local division of the	The second secon	CHILDREN CONTRACTOR CONTRACTOR		258298	99.96	100		0 10	0.04
		13303020	252570	16242398	75.20	15989728	252570	16242298	100.00	100		0 10	0.01

RESOLUTION NO. "3"

And the second second		Setting of the set	Tota	Vote Cast	ALFE THE THE REAL	The second	Vote	es In favour		14721 E 44	Voto	s Against	No. of Concession, Name
CATEGORY	TOTAL HOLDING	e-Voting A1	Ballot A2	and the second se	% on Total Outstanding Shares	e-Voting B1	Ballot B2	the second second second	% on Total Outstanding			Total C3	% on Total Outstanding
Promoter /Promoter Group	15984000	15984000	0	15984000	IN BY MICHTER TRANSPORT	LENDER AND ARE A TAKEN AND	THE ALLOW THE COLUMN	/		e-Voting C1	Ballot C2	(C1+C2)	Shares
Public -Institution	2151		0	15984000			0	15984000	100.00	0	0	0	0.00
Canada a contra contra contra a	2151	0	0	0	0.00	0	0	0	0.00	0	0	-	1000
Public-Non Institution	5613849	5828	252570	258398	4.60	5640				-	0	0	0.00
TOTAL	21600000	And the Party of the	And Description of the owner of the	Constitute out of the second		5648	252570	258218	99.93	180	0	180	0.07
IUIAL	2100000	15989828	252570	16242398	75.20	15989648	252570	16242218	100.00	180	0	180	A REAL PROPERTY OF THE OWNER.

GOODRICKE GROUP LTD.

JBaan Sr. General Manager & Company Secretary

RESOLUTION NO. "4"

	Contraction of the local division of the loc	The state of	Total	Vote Cast		· 注意的是一些问题。	Vote	s In favour			Votes	Against	A CONTRACTOR OF
the second se	TOTAL HOLDING	e-Voting A1	Ballot A2	Total A3	% on Total Outstanding Shares	e-Voting B1	Ballot B2	Total B3	% on Total Outstanding Shares	e-Voting C1	Ballot C2	Total C3	% 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	2151	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00
Public-Non Institution	5613849	5828	252570	258398	4.60	5548	252570	258118	99.89	280	0	280	0.11
TOTAL	21600000	15989828	252570	16242398	75.20	15989548	252570	16242118	100.00	280	0	280	0.01

RESOLUTION NO. "5"

3

Columbia and an in the second state	in mean and	Line of Sol Shirt	Tota	Vote Cast			Vote	s In favour			Votes	Against	
the second se	TOTAL HOLDING	e-Voting A1	Ballot A2	Total A3	% on Total Outstanding Shares	e-Voting B1	Ballot B2	Total B3	% on Total Outstanding Shares	e-Voting C1	Ballot C2	STATISTICS.	% 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	2151	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00
Public-Non Institution	5613849	5828	252570	258398	4.60	5548	252570	258118	99.89	280	0	280	0.11
TOTAL	21600000	15989828	252570	16242398	75.20	15989548	252570	16242118	100.00	280	0	280	0.01

RESOLUTION NO. "6"

Statements and the second second		Mar Alexandre	Total	Vote Cast	and the second second		Vote	s In favour	Weiter and a second		Votes	Against	SHIT NOT THE
CATEGORY	TOTAL HOLDING	e-Voting A1	Ballot A2	Total A3	% on Total Outstanding Shares	e-Voting B1	Ballot B2	Total B3	% on Total Outstanding Shares	e-Voting C1	Ballot C2	Total C3	% 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	2151	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00
Public-Non Institution	5613849	5828	252570	258398	4.60	5548	252570	258118	99.89	280	0	280	0.11
TOTAL	21600000	15989828	252570	16242398	75.20	15989548	252570	16242118	100.00	280	0	280	0.00

RESOLUTION NO. "7"

ŝ	IT AND A CANADA THE REAL PROPERTY OF	Here and the second			Total	Vote Cast	Statistics of the second	张金星中国 在19	1	/ote	s In favour		Stimile President	Vo	tes /	Against	
eneral Man	CATEGORY	TOTAL HOLDING	e-Voting A1	Ballot	Contraction in which the	Total A3	% on Total Outstanding Shares	e-Voting B1	Ballot	B2	and the second second	% on Total Outstanding Shares	e-Voting C1	Ballot C	2	Total C3	% on Total Outstanding Shares
5	Promoter /Promoter Group	15984000	15984000		0	15984000	100.00	15984000		0	15984000	100.00	0		0	0	0.

reason,

Public -Institution	2151	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00
Public-Non Institution	5613849	5828	252570	258398	4.60	5548	252570	258118	99.89	280	0	280	0.11
TOTAL	21600000	15989828	252570	16242398	75.20	15989548	252570	16242118	99.99	280	0	280	0.01

RESOLUTION NO. "8"

E.S. Barris and States and		2000年1月1日	Total	Vote Cast		ALE TO ALE	Vote	es In favour	The Market States of the		Votes	Against	Hard Hard
CATEGORY TOTAL HOLDING Promoter /Promoter Group		e-Voting A1	Ballot A2	Total A3	% on Total Outstanding Shares	e-Voting B1	Ballot B2	- HERRICH STREET	% on Total Outstanding Shares	e-Voting C1	Ballot C2	Total C3	% on Total Outstanding Shares
Promoter /Promoter Group	15984000	15984000	0	15984000	100.00	15984000	C	15984000	100.00	0	0	0	0.00
Public -Institution	2151	0	0	0	0.00	0	C	0	0.00	0	0	0	0.00
Public-Non Institution	5613849	5828	252570	258398	4.60	5548	252570	258118	99.89	280	0	280	0.11
TOTAL	21600000	15989828	252570	16242398	75.20	15989548	252570	16242118	99.99	280	0	280	0.01

RESOLUTION NO. "9"

State State of State		一方のない	Total	Vote Cast			Vote	s In favour	MARTIN AND THE	Children and	Vote	s Against	
CATEGORY	TOTAL HOLDING	e-Voting A1	Ballot A2	Total A3	% on Total Outstanding Shares	e-Voting B1	Ballot B2	A REAL PROPERTY AND	% on Total Outstanding Shares	e-Voting C1	Ballot C2	Total C3	% 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	2151	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00
Public-Non Institution	5613849	5828	252570	258398	4.60	5548	252570	258118	99.89	280	0	280	A CONTRACTOR OF A CONTRACTOR A CONTRACT
TOTAL	21600000	15989828	252570	16242398	75.20	15989548	252570	16242118	99.99	280	0	280	0.01

GOODRICKE GROUP LTD.

JBarry Sr. General Manager & Company Secretary

COMPANY SECRETARIES

To,

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 42nd Annual General Meeting of M/s. Goodricke Group Limited, held on 27th Day of July, 2018.

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 24th Day of May, 2018, 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 9 as contained in the aforesaid Notice dated 24th day of May, 2018. 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 30th Day of June, 2018, the dispatch of the relevant notice dated 24th May, 2018 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.

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.

Date: 27/07/2018



COMPANY SECRETARIES

- I have been shown by the officers of the company, the relevant advertisement of the said notice, in
 "Business Standard" and in "Aajkaal" published on Sunday, the 1st Day of July, 2018 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 30th day of June, 2018.
 - c. Statement that the period of Remote E Voting would start at 9.00 A.M. on 24th Day of July, 2018 and ends at 5.00 P.M. on 26th Day of July, 2018.
 - **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 26th Day of July, 2018.
 - 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 24th of July, 2018 to 5:00 P.M. on 26th of July, 2018.
- v. That to the best of my understanding the portal i.e., <u>www.evoting.nsdl.com</u>, where Remote E Voting process was provided, was blocked at 5:00 P.M. on 26th Day of July, 2018.
- vi. That after the discussions on the said 9 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.



COMPANY SECRETARIES

That the said Remote E - voting at portal www.evoting.nsdl.com was unblocked by me at 11.22 a.m. vii. on 27th Day of July, 2018, 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;

Sowar Kumar h.J. Mr. Sourav Kumar Lal a.

b. Ms. Priyanca Desai

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 9 resolutions.
- The cut-off date for determining eligibility to cast vote was on 20th Day of July 2018 and such persons ix. 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.



COMPANY SECRETARIES

(C) That the details of voting, through Remote E – Voting and through Ballot at the said AGM, in respect of the said 9 Resolutions, are as hereunder:

ORDINARY BUSINESS:

Item No. 1

Adoption of audited financial statements for the year ended 31st March 2018, and the Report of the Board of Directors and the Auditors thereon.

Ordinary Business and Ordinary Resolution: Adoption of audited financial statements for the year ended 31st March 2018, and the Report of the Board of Directors and the Auditors thereon.

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	55	15989728	98.44%
Through Ballot	2	252570	1.55%
Total	57	16242298	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	1	100	0.01%
Through Ballot	NIL	NIL	NIL
Total	1	100	0.01%



COMPANY SECRETARIES

iii. Invalid Votes:

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

Item No. 2

Declaration of Dividend.

Ordinary Business and Ordinary Resolution: Declaration of Dividend.

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	55	15989728	98.44%
Through Ballot	2	252570	1.55%
Total	57	16242298	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	1	100	0.01%
Through Ballot	NIL	NIL	NIL
Total	1	100	0.01%



Page

COMPANY SECRETARIES

iii. Invalid Votes:

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

Item no. 3

Re-appointment of Mr. P J Field (DIN 02634920) who retires by rotation and being eligible, offers himself for re-appointment.

Ordinary Business and Ordinary Resolution: Re-appointment of Mr. P J Field (DIN 02634920) who retires by rotation and being eligible, offers himself 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	55	15989648	98.44%
Through Ballot	2	252570	1.55%
Total	57	16242218	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	1	180	0.01%
Through Ballot	NIL	NIL	NIL
Total	1	180	0.01%

Page

COMPANY SECRETARIES

iii. Invalid Votes:

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

SPECIAL BUSINESS:

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

Item No. 4 as an Ordinary Resolution:

To consider it and if though fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution

Appointment of Mr. Atul Asthana (DIN 00631932) as Managing Director & CEO for 3 years w.e.f 01.04.2018.

Special Business and Ordinary Resolution: Appointment of Mr. Atul Asthana (DIN 00631932) as Managing Director & CEO for 3 years w.e.f 01.04.2018.

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	54	15989548	98.44%
Through Ballot	2	252570	1.55%
Total	56	16242118	99.99%

