



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

27th July, 2018

CIN-L01132WB1977PLC031054

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

[Uploaded in http://listing.bseindia.com/](http://listing.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.  Group Company



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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"

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	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	5728	252570	258298	99.96	100	0	100	0.04
TOTAL	21600000	15989828	252570	16242398	75.20	15989728	252570	16242298	100.00	100	0	100	0.01

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	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	5728	252570	258298	99.96	100	0	100	0.04
TOTAL	21600000	15989828	252570	16242398	75.20	15989728	252570	16242298	100.00	100	0	100	0.01

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	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	5648	252570	258218	99.93	180	0	180	0.07
TOTAL	21600000	15989828	252570	16242398	75.20	15989648	252570	16242218	100.00	180	0	180	0.01

GOODRICKE GROUP LTD.

J. Baan

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	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

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	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"

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	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"

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	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"

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	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. "9"

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	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

GOODRICKE GROUP LTD.

S. Bandy
Sr. General Manager & Company Secretary

ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

To,

Date: 27/07/2018

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.



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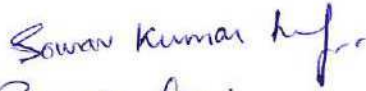

COMPANY SECRETARIES

- iii. I have been shown by the officers of the company, the relevant advertisement of the said notice, in "Business Standard" and in "Aajkaal" published on Sunday, the 1st Day of July, 2018 containing the following information:
- Statement that the business may be transacted by Remote E - Voting.
 - Statement that dispatch of notices of the said AGM was completed on 30th day of June, 2018.
 - 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.
 - 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.
 - 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.
 - 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.
 - Website address of the Company and of NSDL, where notice of the aforesaid Annual General Meeting was displayed.
 - 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., www.evoting.nsdl.com, 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.



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- vii. That the said Remote E - voting at portal www.evoting.nsdl.com was unblocked by me at 11.22 a.m. 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;
- a. Mr. Sourav Kumar Lal 
- 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.
- ix. The cut-off date for determining eligibility to cast vote was on 20th Day of July 2018 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.



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(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%



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anjanroy_2003@yahoo.co.in/anjankumarroyco@hotmail.com. Land Ph. No. 033 2475 0112. Hand Held Nos.
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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%



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anjanroy_2003@yahoo.co.in/anjankumarroyco@hotmail.com. Land Ph. No. 033 2475 0112. Hand Held Nos.
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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%



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.

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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%

