



## Goodricke Group Limited

CIN : L01132WB1977PLC031054  
**Registered Office** : "Camellia House" 14, Gurusaday Road, Kolkata-700 019  
**Phone** : (033) 22873067/8737 **Fax** : (033) 22872577  
**Email** : goodricke@goodricke.com **Website** : www.goodricke.com  
**42<sup>nd</sup> Annual General Meeting on Friday, the July 27, 2018 at 10:00 A.M. (IST)**

### ATTENDANCE SLIP

Please hand over the Attendance Slip at the entrance of the AGM Hall. Proxies are requested to carry a Photo Identity to the AGM Hall.

DP. Id		NAME AND ADDRESS OF THE REGISTERED MEMBER
Client Id / Folio No.		
No. of Shares		

I hereby record my presence at the 42<sup>nd</sup> Annual General Meeting of the Company held on Friday, July 27, 2018 at Eastern Zonal Cultural Centre, IB 201, Sector III Salt Lake City Kolkata-700106 at 10.00a.m or any adjournment thereof.

\_\_\_\_\_  
Signature of the Shareholder

\_\_\_\_\_  
Signature of the Proxy



## Goodricke Group Limited

CIN : L01132WB1977PLC031054  
**Registered Office** : "Camellia House" 14, Gurusaday Road, Kolkata-700 019  
**Phone** : (033) 22873067/8737 **Fax** : (033) 22872577  
**Email** : goodricke@goodricke.com **Website** : www.goodricke.com  
**42<sup>nd</sup> Annual General Meeting on Friday, the July 27, 2018 at 10:00 A.M. (IST)**

### PROXY FORM (MGT 11)

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address	
Email ID	
Folio No. / DP ID - Client ID	

I / We being the Member(s) holding \_\_\_\_\_ shares of above named Company, hereby appoint :

(1) Name : \_\_\_\_\_ Address : \_\_\_\_\_  
 Email ID : \_\_\_\_\_ Signature : \_\_\_\_\_ Or failing him / her

(2) Name : \_\_\_\_\_ Address : \_\_\_\_\_  
 Email ID : \_\_\_\_\_ Signature : \_\_\_\_\_ Or failing him / her

(3) Name : \_\_\_\_\_ Address : \_\_\_\_\_  
 Email ID : \_\_\_\_\_ Signature : \_\_\_\_\_



## Goodricke Group Limited

CIN : L01132WB1977PLC031054  
**Registered Office** : "Camellia House" 14, Gurusaday Road, Kolkata-700 019  
**Phone** : (033) 22873067/8737 **Fax** : (033) 22872577  
**Email** : goodricke@goodricke.com **Website** : www.goodricke.com  
**42<sup>nd</sup> Annual General Meeting on Friday, the July 27, 2018 at 10:00 A.M. (IST)**

Dear shareholder,

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The electronic voting particulars are set out below :

EVEN (e-Voting Event Number)	USER ID	PASSWORD

Remote e-Voting facility is available during the following voting period :

Commencement of Remote e-Voting	End of Remote e-Voting
July 24, 2018 from 9:00 am	July 26, 2018 till 5:00 pm

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or [www.goodricke.com](http://www.goodricke.com)

The e-voting period commences on July 24, 2018 (9:00 am) and ends on July 26, 2018 (5:00 pm). During this period shareholders of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of July 20, 2018. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. July 20, 2018, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or ([goodricke@goodricke.com](mailto:goodricke@goodricke.com) / [rta@cbmsl.com](mailto:rta@cbmsl.com)).

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

#### Step 1 : Log-in to NSDL e-Voting system

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com>
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details will be as per details given below :
  - For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*).
  - For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*).
  - For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*).
- Your password details are given below:
  - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.

- c. How to retrieve your 'initial password'?
  - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. pdf file. Open the pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
  - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a. Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - b. "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders:**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail ([anjanroy\\_2003@yahoo.co.in](mailto:anjanroy_2003@yahoo.co.in) / [anjankumarroy@hotmail.com](mailto:anjankumarroy@hotmail.com)) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

Other information:

- o Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- o It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

as my/our proxy to attend and vote (on a poll) for me/our behalf at the Annual General Meeting of the Company, to be held on Friday, July 27, 2018 at Eastern Zonal Cultural Centre, IB 201, Sector III Salt Lake City, Kolkata-700 106 at 10:00 A.M. or at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution Number	Description	Optional (✓)	
		For	Against
1.	Adoption of audited financial statements for the year ended 31 st March, 2018 and the Report of the Board of Directors and Auditors thereon.		
2.	Declaration of Dividend		
3.	Re-appointment of Mr. P. J. Feild (DIN 02634920) who retires by rotation and being eligible offers himself for re-appointment.		
4.	Appointment of Mr. Atul Asthana (DIN 00631932) as Managing Director & CEO for 3 years w.e.f. 01.04.2018.		
5.	Appointment of Mr. Arjun Sengupta (DIN 00631842) as Wholtime Director & CFO for 3 years w.e.f. 01.09.2017.		
6.	Appointment of Mr. Yeshpal Levin (DIN 07169755) as an Additional Director for 1 year w.e.f. 01.04.2018.		
7.	Appointment of Mr. Arun Narayan Singh (DIN 00620929) as an Additional Director to be designated as Vice Chairman w.e.f. 01.05.2018.		
8.	Approval to continue in office as a non-executive Independent Director for Mr. P. K. Sen (DIN 00160160).		
9.	Ratification of remuneration payable to Cost Auditor's for the Financial Year 2018-19.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature of Shareholder(s) \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Affix  
Revenue  
Stamp

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**