

# Goodricke Group Ltd. announces 39th Annual General Meeting in Kolkata. 30.03.2015

NOTICE is hereby given that the Thirty-ninth Annual General Meeting of the Members of Goodricke Group Limited will be held at the Eastern Zonal Cultural Centre, IB 201, Sector – III, Salt Lake City, Kolkata 700 106 on Monday, the 30th March, 2015 at 10.00 a.m. to transact the following business:

## Ordinary Business

1. To consider and adopt the Profit & Loss Account of the Company for the year ended 31st December 2014 and the Balance Sheet as at that date and the Reports of Directors and Auditors thereon.
2. To declare a Dividend for the year ended 31st December, 2014.
3. To appoint a Director in place of Mr. A.K. Mathur who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint Auditors and to authorise the Board of Directors to fix their remuneration.

## Special Business

5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification (s) or re-enactment thereof for the time being in force) Mr. K. Sinha (holding DIN 00123811), a non-executive Director of the Company who was appointed by the members as a Director liable to retire by rotation, be and is hereby appointed as an independent director of the Company to hold office for five (5) consecutive years until the conclusion of the 44th Annual General Meeting of the Company.”

6. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification (s) or re-enactment thereof for the time being in force) Mr. P.K. Sen (holding DIN 00160160), a non-executive Director of the Company who was appointed by the members as a Director liable to retire by rotation, be and is hereby appointed as an independent director of the Company to hold office for five (5) consecutive years until the conclusion of the 44th Annual General Meeting of the Company.”

7. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification (s) or re-enactment thereof for the time being in force) Dr. S. Kaul (holding DIN 00150593) a non-executive Director of the Company who was appointed by the members as a Director liable to retire by rotation, be and is hereby appointed as an independent director of the Company to hold office for five (5) consecutive years until the 44th Annual General Meeting of the Company.”

8. To consider and if thought fit, to pass with or without modification (s), the following Resolution as an Ordinary Resolution:

“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 and CEO of the Company for a period of three years with effect from 1st January, 2015 on the terms and conditions of re-appointment and remuneration as set out in the Explanatory Statement.”

9. To consider and if thought fit, to pass with or without modification (s), the following Resolution as an Ordinary Resolution:

“RESOVELD THAT in terms of Section 148 of the Companies Act 2013 the remuneration payable to the Cost Auditors namely M/s. Shome & Banerjee, Cost Accountants for conducting Audit of Cost Accounting records maintained by the Company as applicable, for the year ending 31st December, 2015 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.”

The Register of Members and Share Transfer books of the Company shall remain closed from Monday, the 23rd March to Monday, the 30th March 2015, both days inclusive.

*By Order of the Board*  
**S. Banerjee**  
*Company Secretary*

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Kolkata, 20<sup>th</sup> February, 2015