

NOTICE

NOTICE is hereby given that the Forty-third 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 Friday, the 26th July, 2019 at 10.00 a.m. to transact the following business :-

Ordinary Business

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

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2019, and the Reports of the Board of Directors and the Auditors thereon.
2. To declare Dividend for the financial year ended 31st March, 2019.
3. To appoint a Director in place of Mrs Susan Ann Walker, (Holding DIN 07225692) who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint a Director in place of Mr Arjun Sengupta, (Holding DIN 00631842) who retires by rotation and being eligible, offers himself for re-appointment.

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 Mr. Yashpal Levin (holding DIN 07169755) who was re-appointed as an Additional Director of the Company w.e.f. 1st April, 2019 by the Board of Directors under provision of section 161 of the Companies Act, 2013 and pursuant to the Article of Association of the Company and who holds such office upto the date of this Annual General Meeting of the Company, and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Companies Act 2013 proposing his candidature for the office of the Director of the Company be and is hereby appointed as a Director of the Company till 31st March 2020.”

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 and all other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013 and the rules framed thereunder (including any modification(s) or re-enactment thereof for the time being in force) (“the Act”) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Saurav Adhikari (holding DIN 08402010) who was appointed as an Additional, Independent Director by the Board of Directors effective 24th May, 2019 in terms of the provisions of Section 161 of the Act and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Companies Act 2013 proposing his candidature for the office of the Director of the Company be and is hereby appointed as an Independent Director not liable to retire by rotation and to hold office for a term of three (3) years effective 24th May 2019.

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

“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, 2020 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.”

“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.”

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

“RESOLVED THAT consent of shareholders of the company be and is hereby accorded, pursuant to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed Rs. 90 Crores (Rupees Ninety Crores only) at any time.”

“RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorised to finalise with Banks/Financial Institutions the documents for creating aforesaid mortgage and/or the charge and to do all such acts, deeds, matters and things as may be necessary, proper and expedient or incidental for giving effect to this resolution.”

Record Date : Notice is also given under Section 91 of the Companies Act, 2013 read with Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that the Record Date will be Friday, the 19th July, 2019 to determine those members who will be entitled to receive dividend which will be declared at the Annual General Meeting.

Cut off Date : Notice is also given that the Cut off Date will be Friday, the 19th July, 2019 to determine the members entitled to undertake voting electronically on the business and all resolutions set forth in this Notice by remote e-voting and also by voting at the meeting venue.

By Order of the Board

S. Banerjee
Sr. General Manager &
Company Secretary
ACS 4359

Place : Kolkata

Dated : 24th May, 2019

NOTES & INFORMATION TO SHAREHOLDERS

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy, in order to be effective, must be received at the Company's Registered Office not less than forty-eight hours before the Meeting.**

In terms of Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total Share capital of those carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of items of Special Business is annexed hereto.
3. The information as required to be provided in terms of the Listing Regulations with the Stock Exchange regarding the Directors who are proposed to be appointed / re-appointed is annexed.
4. The dividend that may be declared by the Company at the Forty-third Annual General Meeting will be paid on or after 5th August, 2019 (i) to those members holding shares in physical mode whose names appear on the Register of member on Friday, 19 July, 2019 (ii) In respect of the shares held in electronic form the dividend will be paid to the 'beneficial owners' of the shares at the end of business hours on Friday, the 19th July, 2019 as per details provided by the Depositories for this purpose.
5. Dividend in respect of shares held in dematerialized form shall be credited to the owner's bank account directly through National Automated Clearing House (NACH), wherever, NACH facility is available subject to availability of bank account details with 9 digit MICR and 11 digit IFS Code. In case the said details have not been provided to the concerned Depository Participant or there is any change, the same may please be intimated to the concerned Depository Participant immediately.

Securities and Exchange Board of India (SEBI) vide its Circular No. CIR/MRD/DP/10/2013 dated 21st March, 2013 has mandated usage of electronic mode for making cash payments such as dividend etc. to the investors of Companies whose securities are listed on the Stock Exchange.

6. Shareholders holding shares in physical form and desirous of having NACH facility, should provide their bank details and 9 digit MICR and 11 digit IFS Code number to the Registrar and Share Transfer Agent of the Company immediately. The shareholders who have already given their bank details should furnish the same only if there is any change.

Members who are holding shares in physical form are requested to notify change in address, if any, to the Company's Share Transfer Agent quoting their Folio Numbers. Shareholders holding shares in dematerialized form, should intimate change of their address, if any, to their Depository Participant.

7. Under Section 124 of the Companies Act, 2013 the amount of dividend remaining unpaid or unclaimed for a period of 7 years from due date is required to be transferred to the Investors Education and Protection Fund, established under corresponding Section 125 of the Companies Act, 2013. In accordance with the Notification of the Ministry of Corporate Affairs any amount of dividend which remained unpaid or unclaimed for a period of seven years from the date such dividend became due for payment have been transferred to the Investor Education and Protection Fund set up by the Government of India.

The Company has uploaded the details of unpaid or unclaimed amounts lying with the Company as on the date of the last AGM (27th July 2018) on its website www.goodricke.com.

8. Notice regarding dividend lying unclaimed have been sent to all shareholders concerned on 17th January, 2019.
9. Shares in respect of which dividend has been transferred to the Investor Education and Protection Fund ("IEPF") of the Central Government shall also be transferred to IEPF pursuant to Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016 ("Rules") read with Section 124 of the Companies Act, 2013. Intimations have been sent to Shareholders concerned requesting them to encash their unclaimed dividends failing which the

Corresponding shares will be transferred to IEPF. The list of Shareholders and the corresponding shares are available on the Company's website www.goodricke.com. in respect of whom such shares have already been transferred to IEPF.

10. As per Regulation 40 of Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 except in case of transmission or transposition of securities, request for transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository. Letters have been sent to shareholders holding shares in physical form advising the contents of the said notification.
11. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

12. Instructions for voting

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and Listing Regulation the company is pleased to provide members holding shares either in physical form or in dematerialized form, the facility to exercise their right to vote on all the resolutions set forth in this notice by electronic means. The process and manner of voting by electronic means, the time schedule including the time period during which the votes may be cast and all other necessary instructions and information in this respect have been given in a separate sheet attached hereto forming part of the notice.

The Company has also made available voting through ballot at the venue of the Annual General Meeting and the members attending the Annual General Meeting, who have not cast their votes through electronic means shall be able to exercise the right at the Annual General Meeting through ballot.

Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 5

Mr. Yashpal Levin, (DIN 07169755) aged about 62 years is a Senior Planter.

In terms of the provisions of the Companies Act, 2013 ("The Act"), the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors had at its meeting held on 12th February, 2019 re - appointed Mr. Yashpal Levin, as an additional director of the Company w.e.f. 1st April, 2019. Mr. Yashpal Levin, being an additional director holds office upto the date of this Annual General Meeting and as proposed in the resolution shall hold office upto 31st March, 2020.

Given his vast experience as a planter the Board considers his appointment to be in the interest of the Company and recommends the resolution contained in Item No. 5 of the convening notice for approval of the members as an ordinary resolution.

Since Mr. Yashpal Levin's appointment is upto 31st March 2020 his office shall not be considered to be liable to determination by retirement of directors by rotation. Except Mr. Yashpal Levin none of the Directors, Key Managerial Personnel (KMPs), or relatives of Directors or Key Managerial Personnel are interested or concerned in the said resolution.

ITEM NO. 6

Mr. Saurav Adhikari (DIN 08402010) aged about 62 years is responsible for driving corporate strategy at HCL, a \$8.3bn global technology enterprise. In this role he works closely with HCL Founder & Chairman, Shiv Nadar and the leadership teams across HCL to ideate, incubate and operationalise new businesses.

Mr Adhikari brings over 3 decades of global strategic business insight to the role, from his diverse experience with leading global firms like Unilever, Pepsi and Group SEB, in markets across North America, EMEA, APAC and India. His responsibilities include visioning and execution of HCL's mid to long term business strategy. During his 2 decades with HCL, He has been responsible for incubating new businesses, building high impact relationships with consulting majors, private equity funds, investment banks, partners and customers, that have had significant revenue and profit impact for HCL.

He earlier lead the global positioning and branding exercise for HCL drawing on his marketing heritage.

Mr Adhikari schooled at Mayo College, Ajmer in Rajasthan. He did his B.A. in Economics from Hindu College, Delhi University, an MBA from JBIMS, Bombay University and an AMP from INSEAD Fontainebleau, France. and has a passion for integrating strategic and creative thinking processes into delivering business impact.

Given his vast experience the Board considers his appointment to be in the interest of the Company and recommends the resolution contained in Item No. 6 of the convening notice for approval of the members as an ordinary resolution.

He meets the criteria of Independence and has consented to be appointed as a Director. Except Mr. Adhikari none of the Directors, Key Managerial Personnel (KMPs), or relatives of Directors or Key Managerial Personnel are interested or concerned in the said resolution.

ITEM NO. 7

In terms of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 ('the Rule'), the Board of Directors of the Company at its Meeting held on 12th February, 2019 appointed Messrs Shome & Banerjee, Cost Accountants, (Firm Registration No. 000001) as the Cost Auditors of the Company for the financial year ending 31st March, 2020 on the recommendation of the Audit Committee of the Company.

The Board, in terms of the Rule, approved the remuneration of the Cost Auditors as recommended by the Audit Committee, which is subject to ratification by the Members of the Company.

The remuneration fixed by the Board is as under :

Cost Auditors	Remuneration
Shome & Banerjee	Rs. 1,85,000/- for auditing the records of the Company

In addition to above, the Cost Auditors will be reimbursed out of pocket expenses as may be incurred by them on actual basis.

The Resolution set out in Item No. 7 of the convening Notice is to be considered accordingly and the Board recommends the same.

No Director or any Key Managerial Personnel of the Company or any of their relatives are concerned or interested, financially or otherwise, in respect of the said resolution.

ITEM No. 8

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in passing of the Resolution.

The Board recommends that the resolution be adopted by the members.

PARTICULARS RELATING TO DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED				
Name of Director	Mr. Arjun Sengupta	Mrs Susan Ann Walker	Mr. Saurav Adhikari	Mr. Yashpal Levin
Date of Birth	5 th December 1957	18 th July, 1967	29 th July, 1958	18 th November 1956
Qualification	Chartered Accountant	Chartered Accountant (UK)	MBA from JBIMS, Bombay University and AMP from INSEAD Fontainebleau, France.	B A
Expertise	Indepth knowledge and experience in the field of Finance & Accounts. Joined the Company in 1987 and become Wholetime Director & CFO from 1 st September 2017.	Financial Professional with varied experience in business planning, strategic reviews, Investor Relation, Acquisition, valuation, fund raising(debt and equity including IPO) and reconstructions.	From his diverse experience with leading global firms like Unilever, Pepsi and Group SEB, in markets across North America, EMEA, APAC and India, he imparts global strategic business insight to financial and business development of any organization.	Having varied experience as a senior planter and was involved in various operational activities of the Company. He was inducted in operations department in 2010 and was promoted to Vice President (Operations) in 2014.
Directorship held in other Companies (excluding foreign Companies)	Stewart Holl (India) Limited Elgin Investments & Trading Company Limited Goodricke Technical & Management Services Limited Borbam Investments Ltd.	Stewart Holl (India) Limited Elgin Investments & Trading Company Limited Goodricke Technical & Management Services Limited	NIL	NIL
Committee Memberships,if any, with position	NIL	Member- Audit Committee, Goodricke Group Limited	NIL	NIL
Shareholding in the Company	6 shares of Rs. 10/- each	NIL	NIL	NIL

There is no inter-se relationship between the Directors of the Company



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
43rd Annual General Meeting on Friday, the July 26, 2019 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 43rd Annual General Meeting of the Company held on Friday, July 26, 2019 at Eastern Zonal Cultural Centre, IB 201, Sector III Salt Lake City Kolkata-700106 at 10.00 a.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
43rd Annual General Meeting on Friday, the July 26, 2019 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 : _____

Calcutta Marketing Ph. : 9836945105, 9339749340
 06/19



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
43rd Annual General Meeting on Friday, the July 26, 2019 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 23, 2019 from 10:00 am	July 25, 2019 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

The e-voting period commences on July 23, 2019 (10:00 am) and ends on July 25, 2019 (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 19, 2019. 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 19, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or (goodricke@goodricke.com/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'?
- 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'.
 - 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:
- 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
 - "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
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.

- 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.
- 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.
- Select "EVEN" of the Company.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

- 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 / anjankumarroy@hotmail.com) with a copy marked to evoting@nsdl.co.in
- 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 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 scrutiner, 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 scrutiner'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 26, 2019 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	Resolution	Optional (✓)	
		For	Against
Ordinary Business			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March 2019, and the Reports of the Board of Directors and the Auditors thereon.		
2.	To declare Dividend for the financial year ended 31 st March, 2019.		
3.	To appoint a Director in place of Mrs Susan Ann Walker, (Holding DIN 07225692) who retires by rotation and being eligible, offers herself for re-appointment.		
4.	To appoint a Director in place of Mr Arjun Sengupta, (Holding DIN 00631842) who retires by rotation and being eligible, offers himself for re-appointment.		
Special Business			
5.	To appoint Mr. Yashpal Levin (holding DIN 07169755) as a Non Executive Director.		
6.	To appoint Mr. Saurav Adhikari (holding DIN 08402010) as an Independent Director.		
7.	To approve the remuneration payable to M/s. Shome & Banerjee, Cost Accountants (Firm Registration No.: 000001) for the year ended 31 st march 2020.		
8.	To accord consent to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company.		

Signed this _____ day of _____ 2019

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.