



# GOODRICKE GROUP LIMITED

CIN – L01132WB1977PLC031054  
REGISTERED OFFICE :- "CAMELLIA HOUSE" 14 GURUSADAY ROAD, KOLKATA 700019  
PHONE: (033) 22873067/8737 FAX: (033) 22872577  
e-MAIL – goodricke@goodricke.com  
WEBSITE: www.goodricke.com

Name :  
Address :

Joint Holder(s) :

Folio No./DPId/Client Id :

No. of shares held :

Dear Member,

Sub: Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Goodricke Group Ltd. ("GGL" or "the Company") is offering e-Voting facility to its Members in respect of the businesses to be transacted at the Thirty Ninth Annual General Meeting scheduled to be held on Monday, 30<sup>th</sup> March 2015 at 10 a.m.

The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-Voting facilities. The e-Voting particulars are set out below:

### ELECTRONIC VOTING PARTICULARS

EVEN (e-Voting Event Number)	USER ID	PASSWORD

The e-Voting facility will be available during the following voting period:

e-Voting commencing - From 9.00 a.m. (IST) on 24<sup>th</sup> March 2015  
e-Voting closing - At 6.00 p.m. (IST) on 26<sup>th</sup> March 2015

Please read the instructions printed overleaf before exercising the vote. This communication forms an integral part of the Notice dated 20th February, 2015 for the Thirty Ninth Annual General Meeting scheduled to be held on 30<sup>th</sup> March 2015. A copy of the said Notice is sent herewith. Attention is invited to the statements on the accompanying Notice that the businesses of the Meeting may be transacted through electronic voting system and that the Company is providing facility for voting by electronic means.

The Notice of the Annual General Meeting and this communication are also available on the website of the Company at [www.goodricke.com](http://www.goodricke.com)

Yours faithfully,  
**Goodricke Group Ltd.**

Kolkata  
20th February, 2015

S Banerjee  
Company Secretary



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### ATTENDANCE SLIP

Sl No.

Name

Address

Joint Holder(s)

Folio No./DPId/Client Id

I/We hereby record my presence at the 39th Annual General Meeting of the Company being held on Monday, 30th March, 2015 at 10.00 am at Eastern Zonal Culture Centre, IB 201 Sector III, Salt Lake City, Kolkata 700106.

-----  
Name of Proxy in block letter  
(If the Proxy attends instead of the Members)

-----  
Signature of Member/Proxy

----- CUT HERE ✂ -----

### MGT 11 PROXY FORM

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

CIN : L01132WB1977PLC031054  
Name of the Company : GOODRICKE GROUP LIMITED  
Registered Office :- "CAMELLIA HOUSE" 14 GURUSADAY ROAD, KOLKATA 700019

Name of the Member(s)

Registered Address

e-Mail id

Folio No./DPId/Client Id

I/We, being the member(s), holding..... shares of the above named Company, hereby appoint:

- |                |                                   |
|----------------|-----------------------------------|
| (1) Name.....  | Address.....                      |
| E-mail ID..... | Signature..... or failing him/her |
| (2) Name.....  | Address.....                      |
| E-mail ID..... | Signature..... or failing him/her |
| (3) Name.....  | Address.....                      |
| E-mail ID..... | Signature..... or failing him/her |
| (4) Name.....  | Address.....                      |
| E-mail ID..... | Signature..... or failing him/her |

P.T.O

**Voting through electronic means**

- In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members facility to exercise their right to vote at the 39<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).

The instructions for e-voting are as under:

**A. Members receiving an email from NSDL** [for members whose email ids are registered with the Company/Depository Participant(s)]:

- Open your email and open PDF file viz. "Goodrick e-Voting-pdf" with your Client id or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
- Launch internet browser by typing the following URL : <http://www.evoting.nsdl.com/>
- Click on Shareholder – Login.
- Put user id and password as initial password/PIN noted in step (i) above. Click Login.
- "Password change" menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- Home page of e-voting opens. Click on E-voting : Active Voting Cycles.
- Select "EVEN" of Goodricke Group Limited.
- Now you are ready for e-voting as Cast Vote page opens.
- Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- Once you have voted on the resolution, you will not be allowed to modify your vote.
- 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email to [anjanroy\\_2003@yahoo.co.in](mailto:anjanroy_2003@yahoo.co.in) /[anjankumarroy@hotmail.com](mailto:anjankumarroy@hotmail.com)

**B. Members receiving physical copy of the Notice of AGM** [for members whose email ids are not registered with the Company/Depository Participant(s) or requesting physical copy]

- Initial password is provided on the reverse of this intimation as per following format:

EVEN (E-voting Event Number)	USER ID	PASSWORD
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- Please follow all steps from Sl. No. (ii) above, to cast vote.

**GENERAL**

- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- If you are already registered with NSDL for e-voting then you can use your existing id and password/PIN for casting your vote.
- You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communications(s).
- The e-voting period commences on Tuesday, 24<sup>th</sup> March, 2015 (from 9.00 A.M.) and ends on Thursday, 26<sup>th</sup> March, 2015 (upto 6.00 P.M.). During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date 20<sup>th</sup> February, 2015 may cast their vote electronically. The e-voting module shall be disabled by NSDL 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 shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date 20<sup>th</sup> February, 2015.
- Mr. Anjan Kumar Roy, Practicing Company Secretary (Membership No. FCS 5684 and CP 4557) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unlock the votes in presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against the resolutions to the Chairman of the Company.
- The Results of e-voting will be announced by the Company in its website ([www.goodricke.com](http://www.goodricke.com)) as well as on the website of NSDL within two (2) days from the date of the Meeting or any adjournment thereof and also inform the Stock Exchanges where the Company's Shares are listed, i.e. BSE

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39<sup>th</sup> Annual General Meeting of the Company, to be held on Monday, 30<sup>th</sup> March, 2015 at 10.00 a.m. at Eastern Zonal Culture Centre, IB 201, Sector III, Salt Lake City, Kolkata 700106 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Resolutions
<b>Ordinary Business</b>	
1	Adoption of Audited Financial Statement of the Company for the Financial year ended 31st December, 2014 together with the Report of the Board of Directors and Auditors thereon.
2	Declaration of Dividend
3	Appointment of Mr. AK Mathur who retires by rotation and, being eligible, offer himself for re-appointment.
4	Appointment of Messrs. Love Lock & Lewes. Chartered Accountants, as the statutory Auditors of the Company and to authorise the Board of Directors to fix their remuneration
<b>Special Business</b>	
5	Appointment of Mr. K Sinha as an Independent Director of the Company
6	Appointment of Mr. P K Sen as an Independent Director of the Company
7	Appointment of Dr. S Kaul as an Independent Director of the Company
8	Re-appointment of Mr. Arun Narain Singh as Managing Director and CEO for a period of 3 years with effect from 1st January, 2015.
9	Ratification of remuneration of the Cost Auditors as fixed by the Board of Directors in terms of Section 148 of the Companies Act, 2013

Signed this ..... day of .....2015

Signature of Shareholder(s) .....

Signature of proxy holder(s).....



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.