



GOODRICKE GROUP LIMITED

Registered Office: "Camellia House" 14 Gurusaday Road, Kolkata-700019

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E-mail: goodricke@goodricke.com Website: www.goodricke.com

CIN: L01132WB1977PLC031054

NOTICE

NOTICE is hereby given that the Forty-second 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 27th July, 2018 at 10.00 a.m. to transact the following businesses:-

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 2018, and the Reports of the Board of Directors and the Auditors thereon.
2. To declare Dividend for the financial year ended 31st March, 2018.
3. To appoint a Director in place of Mr. P. J. Field, (Holding DIN 02634920) who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

4. 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 188, 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Mr. Atul Asthana (holding DIN 00631932), be and is hereby appointed as Managing Director and CEO of the Company for a period of 3 (three) years commencing from 1st April, 2018 till 31st March, 2021 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting and approved by the Board of Directors, upon recommendation made by the Nomination and Remuneration Committee of the Board in accordance with Schedule V of the Companies Act 2013 and also approved by the Audit Committee of the Board in accordance with the Policy of the Company on related party transactions."

"Resolved further that the Board of Directors, including any Committee thereof, be and is hereby authorized to do and perform all such acts, deeds, matters and things and to take all such steps as may be considered necessary to give effect to the aforesaid resolution."

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 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 Mr. Arjun Sengupta (holding DIN 00631842), who was appointed as an Additional Director of the Company with effect from 1st September 2017 by the Board of Directors of the Company pursuant to Section 161 (1) of the Companies Act, 2013 and Article 66 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation;"

"Resolved further that pursuant to the provisions of Section 188, 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), and Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 approval of the Company be and is hereby accorded to the appointment of Mr. Arjun Sengupta (holding DIN 00631842) as a Wholtime Director and Chief Financial Officer of the Company for a period of 3 (three) years commencing from 1st September 2017 till 31st August 2020 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting and approved by the Board of Directors, upon recommendation made by the Nomination and Remuneration Committee of the Board in accordance with Schedule V of the Companies Act 2013 and also approved by the Audit Committee of the Board in accordance with the Policy of the Company on related party transactions."

"Resolved further that his re-appointment as a Director immediately on retirement by rotation shall not be deemed to constitute a break in his appointment / service as Whole Time Director of the Company;"

"Resolved further that the Board of Directors, including any Committee thereof, be and is hereby authorized to do and perform all such acts, deeds, matters and things and to take all such steps as may be considered necessary to give effect to the aforesaid resolution."

6. 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 appointed as an Additional Director of the Company w.e.f. 1st April, 2018 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 2019."

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

"RESOLVED that Mr. Arun Narain Singh (holding DIN 00620929) who was appointed as a Non-Executive Additional Director of the Company to be designated as Vice Chairman w.e.f. 1st May, 2018 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, whose period of office shall be liable to determination by retirement of Directors by rotation."

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

"Resolved that pursuant to the provisions of Regulation 17 (1A) of SEBI (Listing Obligations & Disclosure Requirements) (Amendment) Regulations 2018 notified on 9th May, 2018 and all other applicable provisions if any (including any statutory modification (s) or enactment thereof for the time being in force) approval be and is hereby accorded to the continuance of Mr. P.K. Sen (DIN 00160160) as Non-executive Independent Director of the Company till the conclusion of his present tenure of appointment."

9. 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, 2019 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."

The Register of Members and Share Transfer books of the Company shall remain closed from Saturday, the 21st July, 2018 to Friday, the 27th July 2018, both days inclusive for payment of dividend.

Place : Kolkata

Dated : 24th May, 2018

By Order of the Board

S. Banerjee

*Sr. General Manager &
Company Secretary*

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 Statutory Auditors were appointed at the 40th Annual General Meeting of the Company for a period of five years subject to ratification in each subsequent Annual General Meeting. Vide the Companies (Amendment) Act 2017 the provision of ratification of appointment in each Annual General Meeting has been omitted.
4. 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.
5. The dividend that may be declared by the Company at the Forty-second Annual General Meeting will be paid on or after 4th August, 2018 (i) to those members holding shares in physical mode whose names appear on the Register of member on 20th July 2018 (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 20th July, 2018 as per details provided by the Depositories for this purpose.
6. 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.

7. 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.

8. 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 2017) on its website www.goodricke.com.

9. Notice regarding dividend lying unclaimed have been sent to all shareholders concerned on 16th January, 2018.
10. Shares in respect of which dividend has been transferred to the Investors Education and Protection Fund ("IEPF") of the Central Government shall also be transferred to IEPF pursuant to Rule 6 of the Investors 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.
11. The Securities and Exchange Board of India (SEBI) vide Circular ref. No. MRD/DOP/CIR-05/2007 dated April 27, 2007 made PAN mandatory for all securities market transactions and off market/private transaction involving transfer of shares in physical form of listed Companies, it shall be mandatory for the transferee (s) to furnish copy of PAN Card to the Company/RTAs for registration of such transfer of shares.

SEBI further clarified that it shall be mandatory to furnish a copy of PAN in the following cases:-

- a) Deletion of name of the deceased shareholder (s), where the shares are held in the name of two / more shareholders.
 - b) Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares.
 - c) Transposition of shares - when there is a change in the order of names in which physical shares are held jointly in the name of two or more shareholders.
12. 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.

13. 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 Statements

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

Item No. 4

The Board of Directors of the Company at its meeting held on 13th February, 2018 appointed Mr. Atul Asthana (DIN 00631932), as the Managing Director and CEO for a period of three year from 1st April 2018 to 31st March, 2021, subject to the approval of the members in the General Meeting. He was holding the position of Wholetime Director and Chief Operating Officer of the Company. Mr. Asthana is an Engineer and associated with the Company since 1985 in various positions. As part of the Senior Management Team he was also involved in policy decision at the Corporate level. Considering his wide experience and leadership qualities, the Nomination and Remuneration Committee has recommended his elevation with effect from 1st April, 2018 in terms of remuneration policy of the Company. Since Mr. Asthana is a related party as per Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 the Audit Committee at their meeting held on 13th February, 2018 endorsed the recommendation of Nomination & Remuneration Committee and recommended his elevation to the Board.

Brief particulars of Mr. Atul Asthana, as required under SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 is annexed to this Notice.

Mr. Atul Asthana, is not related to any Director or Key Managerial Personnel of the Company in any way.

The period of service, remuneration payable and other terms and conditions of service of Mr. Atul Asthana, w.e.f. 1st April 2018 are set out below :

TERMS AND CONDITIONS OF SERVICE

Period	1st April, 2018 to 31st March 2021
Remuneration	Basic Salary :Rs. 4,00,000/- per month. (In the scale of Rs. 4,00,000/- - Rs. 7,00,000/-)
Other Terms	<p>Commission - As may be approved by the Board of Directors subject to the overall limits of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 on recommendation of Nomination & Remuneration Committee.</p> <p>Special Allowance:Rs. 50,000/- per month.</p> <p>Perquisites :</p> <ol style="list-style-type: none">Fully furnished residential accommodation will be provided by the Company. In case accommodation is not provided by the Company, House Rent Allowance not exceeding 60% of the salary.Gas, electricity, water, medical reimbursement including premium for medical insurance, leave travel concession for self and family once in a year, payment of fees/subscriptions to Clubs, payment of premium on personal accident insurance, provision of car with chauffeur, telephone at residence etc. as per applicable rules of the Company.Education Allowance - as per rules of the Company.Leave: 35 days for every completed year of service with full pay including perquisites and allowances. Leave accumulated shall be encashed at the end of the appointment as per Company rules. <p>Retirement benefits: Company's contribution to Provident Fund, Pension Fund & Gratuity fund as per rules and regulations of the said funds. Post Retirement Benefits shall be as per rules of the Company.</p>
Minimum Remuneration	In case of loss or inadequacy of profit in any year during the tenure of the Managing Director & CEO he shall be entitled to receive a total remuneration including salary and perquisites etc. not exceeding the applicable ceiling of Part II of Schedule V of the Act or such other modified ceiling as may be notified.
Termination of Appointment	The appointment may be terminated by either party giving six months' prior notice.
Memorandum of Interest	None of the directors except Mr. Atul Asthana is concerned or interested in this appointment.

Duties	Mr. Asthana, will be entrusted with such duties as may be delegated to him by the Board of Directors and the Chairman and he shall exercise the powers of Management and perform such duties under the general superintendence, control and direction of the Board of Directors and the Chairman of the Company.
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NOTE :

- i) **OVERALL LIMIT :** The aggregate of the total salary, commission and monetary value of perquisites payable to the Wholtime Directors of the Company shall not exceed 10% of the profits of the Company in accordance with Section 197 of the Act.
- ii) Perquisites shall be evaluated as per Income Tax Rules wherever applicable and in the absence of any such Rule, perquisites shall be evaluated at actual cost.
- iii) Use of Company car with chauffeur for official purposes and telephone at residence (including payment of local calls and long distance official calls) shall not be considered as perquisites.
- iv) The Board, may in its discretion, revise / modify any of the terms from time to time within limits stipulated above.

The above terms as to remuneration have been approved by the Nomination and Remuneration Committee of the Board at its Meeting held on 13th February, 2018 and the particulars of Mr. Atul Asthana namely; age, qualification, past experience and other details are given separately in this notice as per SEBI (LODR) Regulations, 2015.

The terms of appointment of Mr. Atul Asthana pursuant to Section 190 of the Companies Act 2013 shall be open for inspection by any member of the Company on any working day at the Registered Office of the Company except Saturday, Sunday and public holidays, between 10 a.m. and 1:00 p.m. upto the date of AGM.

The Board considers the appointment of Mr. Atul Asthana, on the terms set out above to be in the interest of the Company and therefore recommends that the resolution be adopted by the members.

Except Mr. Atul Asthana, being an appointee, no other Director or Key Managerial Personnel of the Company or their relatives are concerned with or interested in, financial or otherwise, in the aforesaid appointment.

Item No. 5

The Board of Directors of the Company at its meeting held on 7th August, 2017 appointed Mr. Arjun Sengupta (DIN 00631842), as a Wholtime Director and Chief Financial Officer for a period of three year w.e.f. from 1st September 2017 to 31st August, 2020, subject to the approval of the members in the General Meeting. Mr. Arjun Sengupta is appointed pursuant to Article 66 of the Article of Association of the Company read with Section 161 (1) of the Companies Act 2013. The Company has received a Notice in terms of Section 160 of the Companies Act, 2013 from a Member proposing that Mr. Arjun Sengupta be appointed as a Director of the Company.

Mr. Arjun Sengupta is associated with the Company since 1987 and he is a Senior Chartered Accountant. He held various senior positions in the Company and is a member of Senior Management Team. Nomination and Remuneration Committee considering his vast experience and seniority has recommended his appointment as a Wholetime Director & CFO. Since Mr. Arjun Sengupta is a related party as per Companies Act, 2013 and SEBI (LODR) Regulations 2015, the Audit Committee at its meeting held on 7th August 2017 endorsed the recommendation of Nomination and Remuneration Committee and recommended his appointment to the Board.

Brief particulars of Mr. Arjun Sengupta, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Notice.

Mr. Arjun Sengupta, is not related to any Director or Key Managerial Personnel of the Company in any way.

The period of service, remuneration payable and other terms and conditions of service of Mr. Arjun Sengupta, w.e.f. 1st September, 2017 are set out below :-

TERMS AND CONDITIONS OF SERVICE

Period	1st September 2017 to 31st August 2020
Remuneration	Basic Salary: Rs. 2,25,000/- per month on 1.9.2017 Rs. 2,50,000/- per month from 1.4.2018 (In the scale of Rs. 2,25,000/- - Rs. 4,00,000/-)
Other Terms	Commission - As may be approved by the Board of Directors subject to the overall limits of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 on recommendation of Nomination & Remuneration Committee. Special Allowance:Rs. 25,000/- per month. Perquisites : a. Fully furnished residential accommodation will be provided by the Company. In case accommodation is not provided by the Company, House Rent Allowance not exceeding 60% of the salary. b. Gas, electricity, water, medical reimbursement including premium for medical insurance, leave travel concession for self and family once in a year, payment of fees/subscriptions to Clubs, payment of premium on personal accident insurance, provision of car with chauffeur, telephone at residence etc. as per applicable rules of the Company. c. Education Allowance - as per rules of the Company.

	<p>d. Leave: 35 days for every completed year of service with full pay including perquisites and allowances. Leave accumulated shall be encashed at the end of the appointment as per Company rules.</p> <p>Retirement benefits: Company's contribution to Provident Fund, Pension Fund & Gratuity fund as per rules and regulations of the said funds. Post Retirement Benefits shall be as per rules of the Company.</p>
Minimum Remuneration	In case of loss or inadequacy of profit in any year during the tenure of the Wholetime Director & CFO he shall be entitled to receive a total remuneration including salary and perquisites etc. not exceeding the applicable ceiling of Part II of Schedule V of the Act or such other modified ceiling as may be notified.
Termination of Appointment	The appointment may be terminated by either party giving six months' prior notice.
Memorandum of Interest	None of the directors except Mr. Arjun Sengupta is concerned or interested in this appointment.
Duties	Mr. Sengupta, will be entrusted with such duties as may be delegated to him by the Managing Director & CEO and he shall exercise the powers of Management and perform such duties under the general superintendence, control and direction of the Managing Director & CEO of the Company.

NOTE:

- i) **OVERALL LIMIT :** The aggregate of the total salary, commission and monetary value of perquisites payable to the Wholetime Directors of the Company shall not exceed 10% of the profits of the Company in accordance with Section 197 of the Act.
- ii) Perquisites shall be evaluated as per Income Tax Rules wherever applicable and in the absence of any such Rule, perquisites shall be evaluated at actual cost.
- iii) Use of Company car with chauffeur for official purposes and telephone at residence (including payment of local calls and long distance official calls) shall not be considered as perquisites.
- iv) The Board, may in its discretion, revise / modify any of the terms from time to time within limits stipulated above.

The above terms as to remuneration have been approved by the Nomination and Remuneration Committee of the Board at its Meeting held on 7th August, 2017 and the particulars of Mr. Arjun Sengupta, namely; age, qualification, past experience and other details are given separately in this notice as per SEBI (LODR) Regulations 2015.

The terms of appointment of Mr. Arjun Sengupta pursuant to Section 190 of the Companies Act 2013 shall be open for inspection by any member of the Company on any working day at the Registered Office of the Company except Saturday, Sunday and public holidays, between 10 a.m. and 1:00 p.m. upto the date of AGM.

The Board considers the appointment of Mr. Arjun Sengupta, on the terms set out above to be in the interest of the Company and therefore recommends that the resolution be adopted by the members.

Except Mr. Arjun Sengupta, being an appointee, no other Director or Key Managerial Personnel of the Company or their relatives are concerned with or interested in, financial or otherwise, in the aforesaid appointment.

Item No. 6

Mr. Yashpal Levin, (DIN 07169755) aged about 61 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 13th February, 2018 appointed Mr. Yashpal Levin, as an additional director of the Company w.e.f. 1st April, 2018. 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, 2019.

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. 6 of the convening notice for approval of the members as an ordinary resolution.

Since Mr. Yashpal Levin's appointment is upto 31st March 2019 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.

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

Item No. 7

Mr. Arun Narain Singh (DIN 00620929), retired as Managing Director & CEO of the Company on 31st March, 2018. As a mark of recognition of the exceptional leadership provided to the Company the Board of Directors on recommendation of the Nomination and Remuneration Committee on 6th April 2018 appointed Mr. Arun Narain Singh, as a Non-executive Additional Director of the Company to be designated as "Vice Chairman" w.e.f. 1st May, 2018 and who holds office till this Annual General Meeting. The Company has received due notice under Section 160 of the Companies Act 2013 proposing his appointment as a Director of the Company. Except Mr. Arun Narain Singh none of the Directors, Key Managerial Personnel (KMPs), or relatives of Directors or Key Managerial Personnel are interested or concerned in the said resolution.

The Board recommends the resolution be adopted by the members.

Item No. 8

The Company appointed Mr. P. K. Sen (DIN 00160160), as a Non-executive Independent Director on

30th March, 2015 to discharge the role and functions of an Independent Director in terms of erstwhile Listing Agreement with the Stock Exchange and Companies Act 2013, till the conclusion of the Annual General Meeting to be held in the year 2020. Regulation 17 (1A) of the SEBI (Listing Obligations & Disclosure Requirements) (Amendment) Regulations 2018 notified on 9th May, 2018, stipulates that a special resolution should be passed to appoint or continue with the appointment of a person as a Non Executive Director who has attained the age of 75 years. Mr. P. K. Sen, a Non Executive Independent Director has attained such age.

Mr. P. K. Sen, has the desired qualifications and in depth experience in his respective field and has held very high positions in different renowned organizations. The Board feels that his vast knowledge and practical understanding of the trade will be of immense benefit to the Company.

Accordingly, the Board of Directors, in compliance with the requirement of the said Notification dated 9th May, 2018 issued by SEBI, recommends the resolution for approval of members by way of special resolution in the forthcoming Annual General Meeting. Mr. P. K. Sen has given consent to continue in office for the remaining period.

Other than Mr. P. K. Sen none of the Directors, key managerial personnel of the company and relatives of directors and key managerial personnel are, in any way concerned or interested, financially or otherwise, in the special resolution set out in Item No.8 of the Notice.

Item No. 9

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 24th May, 2018 appointed Messrs Shome & Banerjee, Cost Accountants (Firm Registration No. 000001), as the Cost Auditors of the Company for the financial year ending 31st March, 2019 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. 9 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.

**PARTICULARS RELATING TO DIRECTORS PROPOSED TO BE
APPOINTED/RE-APPOINTED**

Name of Director	Mr. Peter John Field	Mr. Atul Asthana	Mr. Arjun Sengupta	Mr. Yashpal Levin	Mr. Arun Narain Singh
Date of Birth	25th November, 1950	2nd January, 1962	5th December 1957	18th November 1956	1st July, 1953
Qualification	Banker	Bsc, Mech. Engg.	Chartered Accountant	B.A.	M. Sc.
Expertise	Indepth experience in the field of Banking & Finance of a wide range of Companies in diverse lines of activities ranging from Tea & other plantation, banking & engineering, warehousing and transport etc.	Joined the Company as Asst. Manager at Chulsa T.E. Became Manager in 1999 at Harmutty T.E. and inducted in operations Dept. H.O. in 2000 as Manager Operations. Promoted to Vice President (Operations) in 2014.	Indepth knowledge and experience in the field of Finance & Accounts. Joined the Company in 1987 and become Vice President & CFO from 1st April 2014.	Having varied experience as a Senior Planter and was involved in various operational activities of the Company. He was inducted in Operation department in 2010 and was promoted to Vice President (Operations) in 2014	Joined the Company as Tea Garden Assistant at its inception. In early 2002, was transferred to Head Office and promoted later to Vice President (Operations). He has been Managing Director & CEO from 1st August 2006 to 31st March 2018.
Directorship held in other Companies (excluding foreign Companies)	Stewart Holl (India) Ltd. Amgoorie India Ltd.	Stewart Holl (India) Limited Amgoorie India Limited Borbam Investments Ltd. ABC Tea Workers Welfare Services Elgin Investments & Trading Co. Limited Goodricke Technical & Management Services Ltd.	Stewart Holl (India) Limited Amgoorie India Limited Elgin Investments & Trading Co. Limited Goodricke Technical & Management Services Ltd. Borbam Investments Ltd.	NIL	Stewart Holl (India) Limited Amgoorie India Limited
Committee Memberships, if any, with position	Member, Nomination and Remuneration Committee of Goodricke Group Ltd.	Member - Stakeholders' Relationship Committee and Corporate Social Responsibility Committee, Goodricke Group Limited.	NIL	NIL	NIL
Shareholding in the Company	Nil	6 shares of Rs.10/- each	6 shares of Rs. 10/- each	NIL	180 Shares of Rs. 10/- each

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

**ROUTE MAP TO THE AGM VENUE OF GOODRICKE GROUP LIMITED TO BE HELD ON
FRIDAY, JULY 27, 2018, AT 10:00 A.M.**





GOODRICKE GROUP LIMITED

Registered Office : "Camellia House" 14 Gurusaday Road, Kolkata – 700 019

Phone : (033) 2287-3067 **Fax :** (033) 2287-2577

E-mail : investor@goodricke.com **Website :** www.goodricke.com

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