



GOODRICKE GROUP LIMITED

Registered Office :

"Camellia House"14, Gurusaday Road, Kolkata - 700 019

Telephone : 2287-3067, 2287-8737, 2287-1816

Fax No. (033) 2287-2577, 2287-7089

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visit us at : www.goodricke.com

CIN-L01132WB1977PLC031054

GOODRICKE GROUP LIMITED

ANNUAL GENERAL MEETING

HELD ON MARCH 30, 2015 AT EASTERN ZONAL CULTURAL CENTRE, IB 201,
SECTOR – III, SALT LAKE CITY, KOLKATA – 700 106

COMPLIANCE WITH CLAUSE 35B OF LISTING AGREEMENT

Date of Annual General Meeting :	March 30, 2015
Total Number of shareholders on record date i.e. 20.2.2015 :	14015
No of shareholders present in the meeting either in person or through proxy :	Promoter & Promoter Group : 2 Public : 359 Total : 361
No of shareholders attended the meeting through Video Conferencing :	Promoter & Promoter Group : Nil Public : Nil Total : Nil

Item No	Detail of Agenda	Resolution required	Mode of Voting	Result of voting (No of shares)	
				Favour	Against
ORDINARY RESOLUTION					
1	Adoption of Audited Financial Statement of the Company for the year ended 31 st December, 2014 together with the Reports of the Board of Directors and Auditors thereon	Ordinary	E-Voting	15986853	0
2	Declaration of Dividend	Ordinary	E-Voting	15986853	0
3	Appointment of Mr. A.K. Mathur who retires by rotation and being eligible, offers himself for re-appointment	Ordinary	E-Voting	15986573	100
4	Appointment of M/s Love Lock Lewes, Chartered Accountants, as the statutory Auditors of the Company and to authorise the Board of Directors to fix their remuneration.	Ordinary	E-Voting	15986753	100
SPECIAL BUSINESS					
5	Appointment of Mr. K Sinha as an Independent Director of the Company	Special Business	E-Voting	15986573	100
6	Appointment of Mr. P K Sen as an Independent Director of the Company	Special Business	E-Voting	15986573	100
7	Appointment of Dr. S Kaul as an Independent Director of the Company	Special Business	E-Voting	15986573	100
8	Re-appointment of Mr. Arun Narain Singh as Managing Director and CEO for a period of 3 years with effect from 1 st January, 2015	Special Business	E-Voting	15986573	100
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	Special Business	E-Voting	15986653	100

Promoter / Public	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6) = [(4)/(2)] *100	(7) = [(5)/(2)] *100
Resolution No 1 : Adoption of Audited Financial Statement of the Company for the year ended 31st December, 2014 together with the Reports of the Board of Directors and Auditors thereon							
Resolution Required : Ordinary Resolution Mode of Voting : E-Voting							
Promoter & Promoter Group	15984000	15984000	100.00%	15984000	0	100.00%	0.00%
Public Institutional holders	7900	0	NIL	0	0	0.00%	0.00%
Public- others	5608100	2853	0.05%	2853	0	100.00%	0.00%
TOTAL	21600000	15986853		15986853	0		

Promoter / Public	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6) = [(4)/(2)] *100	(7) = [(5)/(2)] *100
Resolution No 2 : Declaration of Dividend							
Resolution Required : Ordinary Resolution Mode of Voting : E-Voting							
Promoter & Promoter Group	15984000	15984000	100.00%	15984000	0	100.00%	0.00%
Public Institutional holders	7900	0	NIL	0	0	0.00%	0.00%
Public- others	5608100	2853	0.05%	2853	0	100.00%	0.00%
TOTAL	21600000	15986853		15986853	0		

Promoter / Public	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6) = [(4)/(2)] *100	(7) = [(5)/(2)] *100
Resolution No 3 : Appointment of Mr. A.K. Mathur who retires by rotation and being eligible, offers himself for re-appointment							
Resolution Required : Ordinary Resolution Mode of Voting : E-Voting							
Promoter & Promoter Group	15984000	15984000	100.00%	15984000	0	100.00%	0.00%
Public Institutional holders	7900	0	0.00%	0	0	0.00%	0.00%

Public- others	5608100	2673	0.05%	2573	100	96.26%	3.74%
TOTAL	21600000	15986673		15986573	100		

Promoter / Public	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6) = [(4)/(2)] *100	(7) = [(5)/(2)] *100

Resolution No 4 : Appointment of M/s Love Lock Lewes, Chartered Accountants, as the statutory Auditors of the Company and to authorise the Board of Directors to fix their remuneration.

Resolution Required : Ordinary Resolution

Mode of Voting : E-Voting

Promoter & Promoter Group	15984000	15984000	100.00%	15984000	0	100.00%	0.00%
Public Institutional holders	7900	0	0.00%	0	0	0.00%	0.00%
Public- others	5608100	2853	0.05%	2753	100	96.49%	3.51%
TOTAL	21600000	15986853		15986753	100		

Promoter / Public	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6) = [(4)/(2)] *100	(7) = [(5)/(2)] *100

Resolution No. 5 : Appointment of Mr. K Sinha as an Independent Director of the Company

Resolution Required : Special Business

Mode of Voting : E-Voting

Promoter & Promoter Group	15984000	15984000	100.00%	15984000	0	100.00%	0.00%
Public Institutional holders	7900	0	0.00%	0	0	0.00%	0.00%
Public- others	5608100	2673	0.05%	2573	100	96.26%	3.74%
TOTAL	21600000	15986673		15986573	100		

Promoter / Public	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6) = [(4)/(2)] *100	(7) = [(5)/(2)] *100

Resolution No. 6 : Appointment of Mr. P K Sen as an Independent Director of the Company

Resolution Required : Special Business

Mode of Voting : E-Voting

Promoter & Promoter Group	15984000	15984000	100.00%	15984000	0	100.00%	0.00%
Public Institutional holders	7900	0	0.00%	0	0	0.00%	0.00%
Public- others	5608100	2673	0.05%	2573	100	96.26%	3.74%
TOTAL	21600000	15986673		15986573	100		

Promoter / Public	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6) = [(4)/(2)] *100	(7) = [(5)/(2)] *100
Resolution No. 7 : Appointment of Dr. S Kaul as an Independent Director of the Company							
Resolution Required : Special Business Mode of Voting : E-Voting							
Promoter & Promoter Group	15984000	15984000	100.00%	15984000	0	100.00%	0.00%
Public Institutional holders	7900	0	0.00%	0	0	0.00%	0.00%
Public- others	5608100	2673	0.04%	2573	100	96.26%	3.74%
TOTAL	21600000	15986673		15986573	100		

Promoter / Public	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6) = [(4)/(2)] *100	(7) = [(5)/(2)] *100
Resolution No. 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							
Resolution Required : Special Business Mode of Voting : E-Voting							
Promoter & Promoter Group	15984000	15984000	100.00%	15984000	0	100.00%	0.00%
Public Institutional holders	7900	0	0.00%	0	0	0.00%	0.00%
Public- others	5608100	2673	0.05%	2573	100	96.26%	3.74%
TOTAL	21600000	15986673		15986573	100		

Promoter / Public	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6) = [(4)/(2)] *100	(7) = [(5)/(2)] *100
Resolution No. 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							
Resolution Required : Special Business Mode of Voting : E-Voting							
Promoter & Promoter Group	15984000	15984000	100.00%	15984000	0	100.00%	0.00%
Public Institutional holders	7900	0	NIL	0	0	0.00%	0.00%
Public- others	5608100	2853	0.05%	2753	100	96.49%	3.51%
TOTAL	21600000	15986853		15986753	0		

GOODRICKE GROUP LTD.

S. Bandy
Company Secretary

ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

To,

Date: 27/03/2015

The Chairman
Goodricke Group Limited
Camellia House,
14, Gurusaday Road,
Kolkata - 700 019

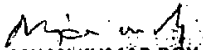
Sub: Scrutinizer's Report on the Electronic Voting for and in respect of the 39th Annual General Meeting of M/s. Goodricke Group Limited to be held on 30th of March, 2015.

Dear Sir,

Please find enclosed herewith The Scrutinizer's Report dated 27/03/2015 on the Electronic Voting for and in respect of the 39th Annual General Meeting of M/s. Goodricke Group Limited to be held on 30th of March, 2015.

Regards,

FOR, **ANJAN KUMAR ROY & CO.**
Company Secretaries


ANJAN KUMAR ROY
FCS



Scrutinizer for and in respect of the E-Voting process
of M/s. Goodricke Group Limited related to their
AGM to be held on 30/03/2015

Place: Kolkata

Enclosures: as above

Office Address : DPS Business Centre, 9A, Sebak Baidya Street, Kolkata- 700 029. E-mail: akroyco@yahoo.co.in/
anjanroy_2003@yahoo.co.in/anjankumarroyco@hotmail.com. Land Ph. No. 033 6542 0209. Hand Held Nos.
9830201949/9831891949.

ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

To,

Date: 27/03/2015

The Chairman
Goodricke Group Limited
Camellia House,
14, Gurusaday Road,
Kolkata - 700 019

Sub: Scrutinizer's Report on the Electronic Voting for and in respect of the 39th Annual General Meeting of M/s. Goodricke Group Limited to be held on 30th of March, 2015.

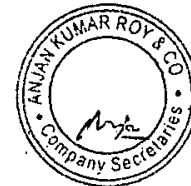
Dear Sir,

(A) I have been appointed as the Scrutinizer by M/s. Goodricke Group Limited (the company, here in after), vide a resolution passed by the Board of Directors of the Company on the 20th Day of February, 2015 pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Clause 35B of the Standard Listing Agreement with Stock Exchanges to carry out the scrutiny of the electronic voting, for and in respect of the 9 resolutions as mentioned herein below, as intimated to me vide the letter dated 09th Day of March, 2015 of the Company Secretary of the company.

(B) Pursuant to the provisions of section 108 of the Companies Act, 2013 read with the relevant rules thereof and read with the provisions of Clause 35B of the Standard Listing Agreement with Stock Exchanges, I have conducted the scrutiny of the aforesaid electronic voting process in respect of the aforesaid resolutions no. 1 to 9 and in respect of the Annual General Meeting (said "AGM" here in after) of the Company to be held on 30th of March, 2015. I submit my report hereunder:

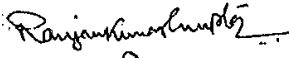
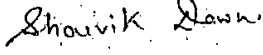
- i. As per the information and documents provided to me, by the officers of the Company, the Company has completed the dispatch on 4th Day of March, 2015, of the relevant notice dated 20/02/2015, along with statement setting out material facts under section 102 of the Companies Act 2013, convening the said AGM, to the members of the Company by courier service. Further, I have been informed by the officers of the Company and have personally verified that the relevant notice of the aforesaid AGM has been placed on the website of the Company.
- ii. The relevant notice of the said AGM, as above, mentioned, *inter alia*, that the business might be transacted through electronic voting system, which the company was providing.

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anjanroy_2003@yahoo.co.in/anjankumarroyco@hotmail.com. Land Ph. No. 033 6542 0209. Hand Held Nos.
9830201949/9831891949.

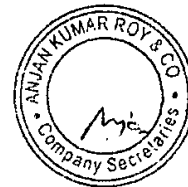


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- iii. The said relevant notice of the said AGM, as advertised, indicated the time period and the process for the said electronic voting.
- iv. I have been shown by the officers of the company, the relevant advertisement of the said notice, in "Business Standard" and in "Aajkal" published on Thursday, the 5th Day of March, 2015 containing the following information:
- a. Statement that the business may be transacted by electronic voting.
 - b. The date of completion of sending of notices.
 - c. The date and time of commencement of voting through electronic means.
 - d. The date and time of end of voting through electronic means.
 - e. The statement that voting shall not be allowed beyond the said date and time mentioned in (d.) above.
 - f. Website address of the Company and of M/s. National Securities Depository Limited, where notice of the aforesaid Annual General Meeting was displayed.
 - g. Contact details, in case of grievances/queries connected with the electronic voting.
- v. That to the best of my understanding the electronic voting for the aforesaid resolutions were open for 3 days i.e., from 9:00 A.M. on 24th of March, 2015 to 6:00 P.M. on 26th of March, 2015.
- vi. That to the best of my understanding the portal i.e., www.evoting.nsdl.com, where electronic voting process was provided, was blocked at 6:00 P.M. on 26th of March, 2015.
- vii. That the said portal i.e., www.evoting.nsdl.com was unblocked by me on 26th of March, 2015 in the presence of the following persons as witnesses:
- a. Mr. Ranjan Kumar Gupta 
 - b. Mr. Shouvik Dawn 
- who are not in the employment of the Company and who have put their signatures alongside their names as above.
- viii. The results of the said electronic voting has been provided to me, containing the detail of votes cast by electronic mode, by M/s. National Securities Depository Limited, the agency which was appointed by the company to provide and maintain and which provided and maintained the electronic voting platform for the aforesaid electronic voting, in respect of the aforesaid 9 resolutions.

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- ix. The relevant details of the aforesaid electronic voting process in respect of the aforesaid resolutions have been entered into a register, electronically as per the provisions of Rule 20(3)(xii) of the (Companies Management and Administration) Rules, 2014 read with section 108 of the Companies Act, 2013 and are available as on this day at the website <http://www.evoting.nsdl.com>.
- x. The cut off date for determining eligibility to cast vote was on 20/02/2015 and such persons who were the members of the company as on the said record date were entitled to vote on the relevant resolutions.

(C) That the details of voting through electronic means, in respect of the said 9 Resolutions, are as hereunder:

Item No. 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.

i. Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
38	15986853	100.00

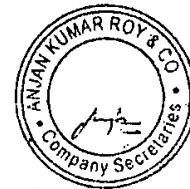
ii. Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
0	0	00.00

iii. Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
N/A	N/A	N/A

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anjanroy_2003@yahoo.co.in/anjankumarroyco@hotmail.com. Land Ph. No. 033 6542 0209. Hand Held Nos.
9830201949/9831891949.



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Item No. 2

To declare a Dividend for the year ended 31st December, 2014.

i. Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
38	15986853	100.00

ii. Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
0	0	00.00

iii. Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
N/A	N/A	N/A

Item No. 3

To appoint a Director in place of Mr. A.K. Mathur who retires by rotation and being eligible, offers himself for reappointment.

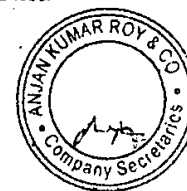
i. Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
36	15986573	99.99937

Page 4

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anjanroy_2003@yahoo.co.in/anjanumarroyco@hotmail.com. Land Ph. No. 033 6542 0209. Hand Held Nos.

9830201949/9831891949.



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ii. Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
1	100	00.00063

iii. Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
N/A	N/A	N/A

Item No. 4

To appoint Auditors and to authorise the Board of Directors to fix their remuneration.

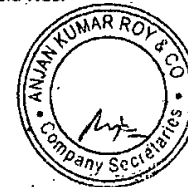
i. Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
37	15986753	99.99937

ii. Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
1	100	00.00063

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anjanroy_2003@yahoo.co.in/anjankumarroyco@hotmail.com. Land Ph. No. 033 6542 0209. Hand-Held Nos.
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COMPANY SECRETARIES

iii. Invalid Votes:

Number of members voted in E- voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
N/A	N/A	N/A

Item No. 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."

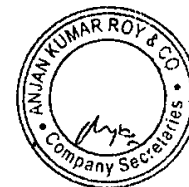
i. Voted in favour of the resolution:

Number of members voted in E- voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
36	15986573	99.99937

ii. Voted against the resolution:

Number of members voted in E- voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
1	100	00.00063

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anjanroy_2003@yahoo.co.in/anjankumarroyco@hotmail.com. Land Ph. No. 033 6542 0209. Hand Held Nos.
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COMPANY SECRETARIES

iii. Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
N/A	N/A	N/A

Item No. 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."

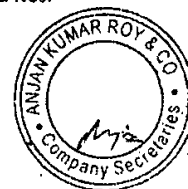
i. Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
36	15986573	99.99937

ii. Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
1	100	00.00063

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anjanroy_2003@yahoo.co.in/anjankumarroyco@hotmail.com. Land Ph. No. 033 6542 0209. Hand Held Nos.
9830201949/9831891949.



ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

iii. Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
N/A	N/A	N/A

Item No. 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."

i. Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
36	15986573	99.99937

ii. Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
1	100	00.00063

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9830201949/9831891949.

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ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

iii. Invalid Votes:

Number of members voted in E- voting.	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
N/A	N/A	N/A

Item No. 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."

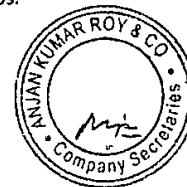
i. Voted in favour of the resolution:

Number of members voted in E- voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
36	15986573	99.99937

ii. Voted against the resolution:

Number of members voted in E- voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
1	100	00.00063

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ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

iii. Invalid Votes:

Number of members voted in E- voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
N/A	N/A	N/A

Item No. 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 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."

i. Voted in favour of the resolution:

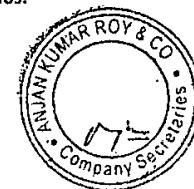
Number of members voted in E- voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
37	15986753	99.99937

ii. Voted against the resolution:

Number of members voted in E- voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
1	100	00.00063

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ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

iii. Invalid Votes:

Number of members voted in E- voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
N/A	N/A	N/A

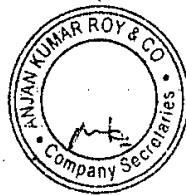
- (D) A comprehensive chart showing the details of votes cast through E Voting is attached with this report as Annexure A
- (E) The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

FOR, ANJAN KUMAR ROY & CO.
Company Secretaries


ANJAN KUMAR ROY

FCS 5684
CP 4557

Scrutinizer for and in respect of the E Voting process
of M/s. Goodricke Group Limited related to their
39th AGM to be held on 30/03/2015



ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

"Annexure A"

M/s. Goodricke Group Limited
Annual General Meeting to be held on 30/03/2015
E Voting Period 24/03/2015 to 26/03/2015

Comprehensive results of E Voting

Resolution No.	No. of Voters	No. of Shares /votes held	No. of Shares /votes exercised	No. of Shares/votes exercised in favour	No. of Shares/ Votes exercised in against	Total % of votes, cast in favour	Total % of votes, cast in against
1	38	15986853	15986853	15986853	0	100.00	00.00
2	38	15986853	15986853	15986853	0	100.00	00.00
3	37	15986673	15986673	15986573	100	99.99937	00.00063
4	38	15986853	15986853	15986753	100	99.99937	00.00063
5	37	15986673	15986673	15986573	100	99.99937	00.00063
6	37	15986673	15986673	15986573	100	99.99937	00.00063
7	37	15986673	15986673	15986573	100	99.99937	00.00063
8	37	15986673	15986673	15986573	100	99.99937	00.00063
9	38	15986853	15986853	15986753	100	99.99937	00.00063

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