



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

E-mail : goodricke@goodricke.com

visit us at : www.goodricke.com

CIN-L01132WB1977PLC031054

29th June, 2018

Uploaded in <http://listing.bseindia.com/>

To The Secretary BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001 Email: corp.relations@bseindia.com/ Corp. compliance@bseindia.com	To The Shareholders Goodricke Group Limited
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Scrip Code : 500166

Sub: Notice of the Annual General Meeting

Dear Sir,

Enclosed please find the Notice along with Attendance/Proxy Form and e-voting instructions for the 42nd Annual General Meeting to be held at the Eastern Zonal Cultural Centre, IB -201, Sector III Salt Lake City Kolkata 700106 on Friday, 27th July, 2018 at 10:00 AM.

The Notice along with Attendance/Proxy Form, e-voting instructions and the Annual Report has been placed on the website of the company at www.goodricke.com.

Yours faithfully,

GOODRICKE GROUP LIMITED

Sr. General Manager &
Company Secretary

A Camellia Plc. U.K.  **Group Company**



GOODRICKE GROUP LIMITED

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

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

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

১. The Directors shall have the pleasure to inform the Members of the Company that the Forty-second Annual General Meeting of the Company 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:-

1. To receive the Report of the Directors and the Auditors for the year ended 31st March, 2018.
2. To consider and approve the Accounts of the Company for the year ended 31st March, 2018.
3. To consider and approve the Dividend for the year ended 31st March, 2018.

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১. The Directors shall have the pleasure to inform the Members of the Company that the Forty-second Annual General Meeting of the Company 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:-

২. To receive the Report of the Directors and the Auditors for the year ended 31st March, 2018.

৩. To consider and approve the Accounts of the Company for the year ended 31st March, 2018.

৪. To consider and approve the Dividend for the year ended 31st March, 2018.

৫. The Directors shall have the pleasure to inform the Members of the Company that the Forty-second Annual General Meeting of the Company 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:-

"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), the company shall ensure compliance with 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).

3. Consistent with the goals of the research will or will not be determined by the following baseline characteristics of the study:

~~The Register of Members and Share Transfer books of the Company shall remain closed from Saturday, the 31st July, 2014 to Friday, the 31st July, 2014, both days inclusive for payment of dividend.~~

Name: Kallista
 Date: September 22nd

Dr. Robert C. Anderson
 1111 University Avenue
 University of California
 Berkeley, California 94720

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 NACH and update of PAN. In case the said details are not updated with NACH, the dividend will be paid by bank draft on or after 4th August, 2018 as per details provided by the Depositories for this purpose.
7. Shareholder's consent regarding appointment and remuneration of NACH Settlement Bank and its authorized personnel to be appointed for the purpose of NACH facility for dividend payment has been obtained from the shareholders of the Company who are entitled to dividend on the date of the meeting.

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

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 :

- 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.
- 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.
- 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.
- 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.

FOR THE BOARD :

Mr. Atul Asthana :

For Board of Directors of the Company at its meeting held on 13th August, 2018 appointed Mr. Atul Asthana as a Director of the Company and Mr. Atul Asthana as a Director of the Company for a period of three years or until the next AGM of the Company, whichever is earlier, subject to the approval of the members at the AGM of the Company. Mr. Atul Asthana is a resident of India and is a resident of India. The Company has received a Notice of Appointment of Mr. Atul Asthana as a Director of the Company in accordance with Section 190 of the Companies Act, 2013. The Company has received a Notice of Appointment of Mr. Atul Asthana as a Director of the Company in accordance with Section 190 of the Companies Act, 2013. The Company has received a Notice of Appointment of Mr. Atul Asthana as a Director of the Company in accordance with Section 190 of the Companies Act, 2013.

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	<p>Basic Salary: Rs. 2,25,000/- per month on 1.9.2017</p> <p>Rs. 2,50,000/- per month from 1.4.2018</p> <p>(In the scale of Rs. 2,25,000/- - Rs. 4,00,000/-)</p>
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. 25,000/- 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.

	<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 Wholtime 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:

- 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.
- 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.
- 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.
- 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 26.08.2020. Further the provisions of Mr. Arjun Sengupta's remuneration, perquisites and other benefits are subject to change as per the provisions of the Companies Act, 2013 and its amendments.



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
42nd Annual General Meeting on Friday, the July 27, 2018 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 Changes		



Goodrick & Gordon Limited
 CIN : 101132W/119/1/PL/C031054
 Registered Office : "Camellia House" 14, Curusaday Road, Kolkata-700 019
 Phone : (033) 228/306/18/3/ Fax : (033) 228/2577
 Email : goodrick@goodrick.com Website : www.goodrick.com
 42nd Annual General Meeting on Friday the 7th July 2018 at 10:00 A.M. (IST)



GODRICPACKE GROUP LIMITED
CIN : L01132WB1977PLC031054
Registered Office : "Camella House" 14, Gurusaday Road, Kolkata-700 019
Phone : (033) 22873067/8737 Fax: (033) 22872577
Email : godricpkc@godricpkc.com **Website :** www.godricpkc.com
42nd Annual General Meeting on Friday, the July 27, 2018 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 :

[illegible]

5. Your password details are given below:

- c. How to retrieve your 'initial password'?
- i. 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'.
- ii. 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:
- a. 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
- b. "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
- c. 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.
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.

1. 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.
2. 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.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. 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
2. 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 scrutinizer, 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 scrutinizer'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 report and declare the result of the voting forthwith.

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 27, 2018 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	Description	Optional (✓)	
		For	Against
1.	Adoption of audited financial statements for the year ended 31 st March, 2018 and the Report of the Board of Directors and Auditors thereon.		
2.	Declaration of Dividend		
3.	Re-appointment of Mr. P. J. Feild (DIN 02634920) who retires by rotation and being eligible offers himself for re-appointment.		
4.	Appointment of Mr. Atul Asthana (DIN 00631932) as Managing Director & CEO for 3 years w.e.f. 01.04.2018.		
5.	Appointment of Mr. Arjun Sengupta (DIN 00631842) as Wholetime Director & CFO for 3 years w.e.f. 01.09.2017.		
6.	Appointment of Mr. Yeshpal Levin (DIN 07169755) as an Additional Director for 1 year w.e.f. 01.04.2018.		
7.	Appointment of Mr. Arun Narayan Singh (DIN 00620929) as an Additional Director to be designated as Vice Chairman w.e.f. 01.05.2018.		
8.	Approval to continue in office as a non-executive Independent Director for Mr. P. K. Sen (DIN 00160160).		
9.	ratification of remuneration payable to Cost Auditor's for the Financial Year 2018-19		

Other information:

- ☐ 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.
- ☐ 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 <http://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

Signed this _____ day of _____, 2018

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.