



GOODRICKE GROUP LIMITED

Registered Office :
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E-mail : goodricke@goodricke.com
visit us at : www.goodricke.com
CIN-L01132WB1977PLC031054

17th March, 2023

The Secretary
BSE Limited
Corporate Relationship Department
2nd Floor, New Trading Wing
Rotunda Building
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

BSE Scrip Code : 500166

Dear Sir/Madam

Sub : Submission of Voting Results pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Report of Scrutinizer pursuant to Section 108 of the Companies Act, 2013

Dear Sir/Madam

In continuation to our letter dated 15th February, 2023 submitting the postal ballot notice dated 2nd February, 2022 please find enclosed the followings: -

- a) In terms of Regulation 44 (3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the result of the Remote E-voting for the Postal Ballot Notice dated 2nd February 2023, casted between 16th February 2023 to 17th March 2023.
- b) Report of the Scrutinizer dated 17th March 2023 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration), Rules, 2014.

The above are also being uploaded on Company's website www.goodricke.com and on website of National Securities Depository Limited www.evoting.nsdl.com.

This is for your information and records

Thanking you,

Yours faithfully,
GOODRICKE GROUP LIMITED

A.CHAKRABORTY
COMPANY SECRETARY

Enc : As above

GOODRICKE GROUP LIMITED

RESOLUTION NO. "1"	To approve the payment of remuneration to Mr. Atul Asthana, Managing Director & CEO
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Resolution required : Special

Whether promoter / promoter group are interested in the agenda / resolution : No

Category	Mode of Voting	No. of Shareheld	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
Promoter /Promoter Group	E-voting	15984000	15984000	100.00	15984000	0	100.00	0.00
	Poll		0	0	0	0	0	0.00
	Postal Ballot (if applicable)		0	0	0	0	0	0.00
	Total	15984000	15984000	100.00	15984000	0	100.00	0.00
Public-Institution	E-voting	5368	0	0.00	0	0	0	0.00
	Poll		0	0	0	0	0.00	
	Postal Ballot (if applicable)		0	0	0	0	0.00	
	Total	5368	0	0.00	0	0	0.00	0.00
Public-Non Institution	E-voting	5610632	23363	0.42	21544	1819	92.21	7.79
	Poll		0	-	0	0	-	-
	Postal Ballot (if applicable)		0	0	0	0	0	0.00
	Total	5610632	23363	0.42	21544	1819	92.21	7.79
TOTAL		21600000	16007363	74.11	16005544	1819	92.99	0.01

RESOLUTION NO. "2"	To approve the appointment and payment of remuneration to Mr. Soumen Mukherjee as Whole Time Director & CFO of the Company.
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Resolution required : Special

Whether promoter / promoter group are interested in the agenda / resolution : No

Category	Mode of Voting	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
Promoter /Promoter Group	E-voting	15984000	15984000	100.00	15984000	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	15984000	15984000	100.00	15984000	0	100.00	0.00
Public-Institution	E-voting	5368	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	5368	0	0.00	0	0	0.00	0.00
Public-Non Institution	E-voting	5610632	23362	0.42	21593	1769	92.43	7.57
	Poll		0	-	0	0	-	-
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	5610632	23362	0.42	21593	1769	92.43	7.57
TOTAL		21600000	16007362	74.11	16005593	1769	92.99	0.01

ANJAN KUMAR ROY & CO

COMPANY SECRETARIES

A Peer Reviewed Firm

Pursuant to the Guidelines issued by the Institute of Company Secretaries of India

UDIN: F005684D003270055

SCRUTINIZER'S REPORT

Date: 17th March, 2023

To
The Chairman
M/s. Goodricke Group Limited
Camellia House
14 Gurusaday Road
Kolkata-700019

Sub: Scrutinizer's Report on "Voting through Postal Ballot by Electronic Means" ('remote e-voting') from 16th February, 2023 to 17th March, 2023, pursuant to the Notice of Postal Ballot issued by M/s. Goodricke Group Limited (CIN: L01132WB1977PLC031054) dated 2nd February, 2023

Dear Sir,

(A) I Anjan Kumar Roy (FCS: 5684 and C.P. No.: 4557), Proprietor of M/s ANJAN KUMAR ROY & CO., Company Secretaries, GR -1, Gouri Bhaban, 28A, Gurupada Halder Road, Kolkata-700026, have been appointed vide a resolution passed by the Board of Directors of **M/s. Goodricke Group Limited** (here in after referred as "**the Company**") at their meeting held on **2nd February, 2023**, as the Scrutinizer, pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute Of Company Secretaries of India, to carry out the scrutiny of votes, in a fair and transparent manner, cast by the members of the Company through Postal Ballot conducted by way of electronic means (here in after referred as "**remote e-voting**") in respect of resolutions as mentioned in paragraph (C) of this report and as also contained in the Notice of Postal Ballot dated **2nd February, 2023**.

(B) I have conducted the scrutiny of the votes cast by the members of the Company through Postal Ballot conducted by way of electronic means, in respect of the resolutions mentioned below in paragraph (C) of this report pursuant to the provisions of Section 108 and Section 110 of the Companies Act 2013, read with Rule 20 and Rule 22 of the Companies (Management and

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Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015, and pursuant to the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, Secretarial Standard on General Meetings (SS-2) issued by the Institute Of Company Secretaries of India in terms of Section 118 of the Companies Act, 2013 and also read with the General Circular Nos. 14/2020, 17/2020, 20/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 3/2022, 10/2022 and 11/2022 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021, 8th December, 2021, 5th May, 2022 and 28th December, 2022 respectively issued by the Ministry of Corporate Affairs, Government of India. Accordingly, I submit my report hereunder:

- i. As per the information and documents provided to me, by the officers of the Company through E-mail, the Company has completed by **15th February, 2023** the dispatch of the Notice of Postal Ballot dated **2nd February, 2023** along with the Statement pursuant to Section 102 of the Companies Act, 2013, to the members of the Company, whose e-mail addresses are registered with the Company/Depositories/Registrar and Share Transfer Agent as on the cut – off date i.e. **Friday, 10th February, 2023**. Further, I have been informed by the officers of the Company and have personally verified that the relevant Notice of Postal Ballot has been placed on the website of the Company.
- ii. The Notice of Postal Ballot dated **2nd February, 2023**, mentioned *inter alia* that the item of business would be transacted by voting through Postal Ballot by Electronic means, the necessary facilities for Electronic voting process to be provided by the National Securities Depository Limited (here in after referred as “NSDL”).
- iii. I have been shown by the officers of the Company, the advertisement of Notice of Postal Ballot made on **Thursday, 16th February, 2023** in newspapers being “**Business Standard**” (English daily, all editions) and “**Aajkal**” (Bengali daily, Kolkata edition) containing, inter alia, the following information:
 - a. Statement to the effect that the voting on resolutions proposed for consideration by the shareholders of the Company are to be transacted through Postal Ballot by way of electronic means (here in after referred as “**remote e-voting**”).
 - b. Statement that the period of remote e-voting shall commence on Thursday, 16th **February, 2023 at 09:00 A.M. (IST)** and shall end on **Friday, 17th March, 2023 at 5:00 P.M. (IST)**.
 - c. Statement that the CUT-OFF date for determining eligibility to cast votes was Friday, **10th February, 2023**.
 - d. Statement that the remote e-voting module shall be disabled for voting after **5:00 P.M. (IST) Thursday 17th March, 2023**.

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- e. Website address of the Company and of the said NSDL where Notice of the said postal ballot have been displayed.
- f. Contact details, in case of grievances/queries in respect of the Electronic voting.
- iv. I have received through e-mail the relevant Board resolution passed by the Board of Directors of corporate shareholders of the Company authorizing person(s) to act and vote pursuant to section 113 of the Companies Act, 2013, on the resolutions mentioned in the Notice of Postal Ballot dated **2nd February, 2023**.
- v. The final data of voting through Postal Ballot by remote e-voting, containing the detail of votes cast by remote e-voting mode has been unblocked by me at 5:12 P.M. on 17th March, 2023 from the portal of NSDL: www.evoting.nsdl.com in the presence of the following persons:
- a. Kajol Modi
- b. Bindiya Kumari
- who are not in the employment of the Company.

(C) That the details of the aforesaid “Voting through Postal Ballot by Electronic Means” are as hereunder:

Item No. 1 Special Business, Special Resolution:

To approve the payment of remuneration to Mr. Atul Asthana, Managing Director & CEO

i) Voted in **favour** of the resolution:

Mode of Voting	No. of Voters (folios)	No. of votes cast (one share, one vote basis)	% of total no. of valid votes cast
Remote E-Voting	132	16005544	99.9886
Total	132	16005544	99.9886

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ii) Voted in **against** of the resolution:

Mode of Voting	No. of Voters (folios)	No. of votes cast (one share, one vote basis)	% of total no. of valid votes cast
Remote E-Voting	16	1819	0.0114
Total	16	1819	0.0114

iii) **Invalid** Votes:

Mode of Voting	No. of Voters (folios)	No. of votes cast (one share, one vote basis)
Remote E-Voting	-	-
Total	-	-

Item No. 2 Special Business, Special Resolution:

To approve the appointment and payment of remuneration to Mr. Soumen Mukherjee as Whole Time Director & CFO of the Company

i) Voted in **favour** of the resolution:

Mode of Voting	No. of Voters (folios)	No. of votes cast (one share, one vote basis)	% of total no. of valid votes cast
Remote E-Voting	132	16005593	99.9889
Total	132	16005593	99.9889

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ii) Voted in **against** of the resolution:

Mode of Voting	No. of Voters (folios)	No. of votes cast (one share, one vote basis)	% of total no. of valid votes cast
Remote E-Voting	15	1769	0.0111
Total	15	1769	0.0111

iii) **Invalid** Votes:

Mode of Voting	No. of Voters (folios)	No. of votes cast (one share, one vote basis)
Remote E-Voting	-	-
Total	-	-

FOR, ANJAN KUMAR ROY & CO.
Company Secretaries

Anjan
Kumar Roy

Digitally signed by
Anjan Kumar Roy
Date: 2023.03.17
17:57:01 +05'30'

ANJAN KUMAR ROY

FCS 5684

CP 4557

UDIN: F005684D003270055

Peer Review Certificate No.: 869/2020

Scrutinizer for and in respect of the "Voting through Postal Ballot by Electronic Means" of M/s. Goodricke Group Limited, pursuant to Notice of Postal Ballot dated 2nd February, 2023.

Office Address: GR 1, Gouri Bhaban, 28A Gurupada Halder Road, Kolkata- 700026. E-mail:
akroyco@yahoo.co.in/anjanroy_2003@yahoo.co.in. Mobile Ph Nos. 9830201949/9831891949.