



## 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

1. **The Shareholders**  
**Goodricke Group Limited**

Uploaded in [www.goodricke.com](http://www.goodricke.com)

2. **Mr. Nitin Ambure**  
**Vice President**  
**National Securities Depository Limited**  
**Trade World – A Wing, Kamala Mills Compound**  
**Lower Parel, Mumbai - 400013**

Uploaded in [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

**Scrip Code: 500166**

**Sub: Regulation 44 of SEBI- LODR 2015**

Dear Sir,

The Annual General Meeting of the Company was held on Tuesday, 15<sup>th</sup> September, 2020, through audio visual means at Kolkata and all the Resolutions contained in the Notice convening the meeting were voted upon by remote e voting.

Mr. Anjan Kumar Roy FCS of M/s Anjan Kumar Roy & Company, Practicing Company Secretaries, Membership No F5684 and COP No 4557 was appointed the Scrutinizer and he has submitted his Report to the Chairman of the Company.

Pursuant to Regulation 44, we hereby enclose the Voting Results in the prescribed format and Scrutinizers Report for your information and record.

Yours faithfully,

**GOODRICKE GROUP LIMITED**

GOODRICKE GROUP LIMITED

  
**VICE PRESIDENT & COMPANY SECRETARY**

Encl: a/a

Resolution-wise Figures of Regulation 44(3) of SEBI LODR Regulation 2015 pursuant to 44th Annual General Meeting held on 15.09.2020

**RESOLUTION NO. "1"**

CATEGORY	TOTAL HOLDING	Total Vote Cast				Votes In favour				Votes Against			
		e-Voting A1	Ballot A2	Total A3 (A1+A2)	% on Total Outstanding Shares	e-Voting B1	Ballot B2	Total B3 (B1+B2)	% on Total Outstanding Shares	e-Voting C1	Ballot C2	Total C3 (C1+C2)	% on Total Outstanding Shares
Promoter /Promoter Group	15984000	15984000	0	15984000	100.00	15984000	0	15984000	100.00	0	0	0	0.00
Public -Institution	1215	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00
Public-Non Institution	5614785	16522	0	16522	0.29	15977	0	15977	96.70	545	0	545	3.30
<b>TOTAL</b>	<b>21600000</b>	<b>16000522</b>	<b>0</b>	<b>16000522</b>	<b>74.08</b>	<b>15999977</b>	<b>0</b>	<b>15999977</b>	<b>100.00</b>	<b>545</b>	<b>0</b>	<b>545</b>	<b>0.00</b>

**RESOLUTION NO. "2"**

CATEGORY	TOTAL HOLDING	Total Vote Cast				Votes In favour				Votes Against			
		e-Voting A1	Ballot A2	Total A3 (A1+A2)	% on Total Outstanding Shares	e-Voting B1	Ballot B2	Total B3 (B1+B2)	% on Total Outstanding Shares	e-Voting C1	Ballot C2	Total C3 (C1+C2)	% on Total Outstanding Shares
Promoter /Promoter Group	15984000	15984000	0	15984000	100.00	15984000	0	15984000	100.00	0	0	0	0.00
Public -Institution	1215	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00
Public-Non Institution	5614785	16522	0	16522	0.29	15975	0	15975	96.69	547	0	547	3.31
<b>TOTAL</b>	<b>21600000</b>	<b>16000522</b>	<b>0</b>	<b>16000522</b>	<b>74.08</b>	<b>15999975</b>	<b>0</b>	<b>15999975</b>	<b>100.00</b>	<b>547</b>	<b>0</b>	<b>547</b>	<b>0.00</b>

GOODRICKE GROUP LIMITED

*S. Bandyopadhyay*  
Vice President & Company Secretary

**RESOLUTION NO. "3"**

CATEGORY	TOTAL HOLDING	Total Vote Cast				Votes In favour				Votes Against			
		e-Voting A1	Ballot A2	Total A3 (A1+A2)	% on Total Outstanding Shares	e-Voting B1	Ballot B2	Total B3 (B1+B2)	% on Total Outstanding Shares	e-Voting C1	Ballot C2	Total C3 (C1+C2)	% on Total Outstanding Shares
Promoter /Promoter Group	15984000	15984000	0	15984000	100.00	15984000	0	15984000	100.00	0	0	0	0.00
Public -Institution	1215	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00
Public-Non Institution	5614785	16522	0	16522	0.29	15507	0	15507	93.86	1015	0	1015	6.14
<b>TOTAL</b>	<b>21600000</b>	<b>16000522</b>	<b>0</b>	<b>16000522</b>	<b>74.08</b>	<b>15999507</b>	<b>0</b>	<b>15999507</b>	<b>99.99</b>	<b>1015</b>	<b>0</b>	<b>1015</b>	<b>0.01</b>

**RESOLUTION NO. "4"**

CATEGORY	TOTAL HOLDING	Total Vote Cast				Votes In favour				Votes Against			
		e-Voting A1	Ballot A2	Total A3 (A1+A2)	% on Total Outstanding Shares	e-Voting B1	Ballot B2	Total B3 (B1+B2)	% on Total Outstanding Shares	e-Voting C1	Ballot C2	Total C3 (C1+C2)	% on Total Outstanding Shares
Promoter /Promoter Group	15984000	15984000	0	15984000	100.00	15984000	0	15984000	100.00	0	0	0	0.00
Public -Institution	1215	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00
Public-Non Institution	5614785	16522	0	16522	0.29	15607	0	15607	94.46	915	0	915	5.54
<b>TOTAL</b>	<b>21600000</b>	<b>16000522</b>	<b>0</b>	<b>16000522</b>	<b>74.08</b>	<b>15999607</b>	<b>0</b>	<b>15999607</b>	<b>99.99</b>	<b>915</b>	<b>0</b>	<b>915</b>	<b>0.01</b>

GOODRICKE GROUP LIMITED

*J. Bandy*  
Vice President & Company Secretary

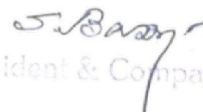
**RESOLUTION NO. "5"**

CATEGORY	TOTAL HOLDING	Total Vote Cast				Votes In favour				Votes Against			
		e-Voting A1	Ballot A2	Total A3 (A1+A2)	% on Total Outstanding Shares	e-Voting B1	Ballot B2	Total B3 (B1+B2)	% on Total Outstanding Shares	e-Voting C1	Ballot C2	Total C3 (C1+C2)	% on Total Outstanding Shares
Promoter /Promoter Group	15984000	15984000	0	15984000	100.00	15984000	0	15984000	100.00	0	0	0	0.00
Public -Institution	1215	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00
Public-Non Institution	5614785	16522	0	16522	0.29	15245	0	15245	92.27	1277	0	1277	7.73
<b>TOTAL</b>	<b>21600000</b>	<b>16000522</b>	<b>0</b>	<b>16000522</b>	<b>74.08</b>	<b>15999245</b>	<b>0</b>	<b>15999245</b>	<b>99.99</b>	<b>1277</b>	<b>0</b>	<b>1277</b>	<b>0.01</b>

**RESOLUTION NO. "6"**

CATEGORY	TOTAL HOLDING	Total Vote Cast				Votes In favour				Votes Against			
		e-Voting A1	Ballot A2	Total A3 (A1+A2)	% on Total Outstanding Shares	e-Voting B1	Ballot B2	Total B3 (B1+B2)	% on Total Outstanding Shares	e-Voting C1	Ballot C2	Total C3 (C1+C2)	% on Total Outstanding Shares
Promoter /Promoter Group	15984000	15984000	0	15984000	100.00	15984000	0	15984000	100.00	0	0	0	0.00
Public -Institution	1215	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00
Public-Non Institution	5614785	16522	0	16522	0.29	15507	0	15507	93.86	1015	0	1015	6.14
<b>TOTAL</b>	<b>21600000</b>	<b>16000522</b>	<b>0</b>	<b>16000522</b>	<b>74.08</b>	<b>15999507</b>	<b>0</b>	<b>15999507</b>	<b>99.99</b>	<b>1015</b>	<b>0</b>	<b>1015</b>	<b>0.01</b>

GOODRICKE GROUP LIMITED


  
Vice President & Company Secretary



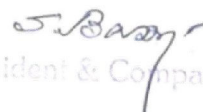
**RESOLUTION NO. "7"**

CATEGORY	TOTAL HOLDING	Total Vote Cast				Votes In favour				Votes Against			
		e-Voting A1	Ballot A2	Total A3 (A1+A2)	% on Total Outstanding Shares	e-Voting B1	Ballot B2	Total B3 (B1+B2)	% on Total Outstanding Shares	e-Voting C1	Ballot C2	Total C3 (C1+C2)	% on Total Outstanding Shares
Promoter /Promoter Group	15984000	15984000	0	15984000	100.00	15984000	0	15984000	100.00	0	0	0	0.00
Public -Institution	1215	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00
Public-Non Institution	5614785	16522	0	16522	0.29	15147	0	15147	1375.00	375	0	1375	8.32
<b>TOTAL</b>	<b>21600000</b>	<b>16000522</b>	<b>0</b>	<b>16000522</b>	<b>74.08</b>	<b>15999147</b>	<b>0</b>	<b>15999147</b>	<b>99.99</b>	<b>375</b>	<b>0</b>	<b>1375</b>	<b>0.01</b>

**RESOLUTION NO. "8"**

CATEGORY	TOTAL HOLDING	Total Vote Cast				Votes In favour				Votes Against			
		e-Voting A1	Ballot A2	Total A3 (A1+A2)	% on Total Outstanding Shares	e-Voting B1	Ballot B2	Total B3 (B1+B2)	% on Total Outstanding Shares	e-Voting C1	Ballot C2	Total C3 (C1+C2)	% on Total Outstanding Shares
Promoter /Promoter Group	15984000	15984000	0	15984000	100.00	15984000	0	15984000	100.00	0	0	0	0.00
Public -Institution	1215	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00
Public-Non Institution	5614785	16522	0	16522	0.29	15605	0	15605	94.45	917	0	917	5.55
<b>TOTAL</b>	<b>21600000</b>	<b>16000522</b>	<b>0</b>	<b>16000522</b>	<b>74.08</b>	<b>15999605</b>	<b>0</b>	<b>15999605</b>	<b>99.99</b>	<b>917</b>	<b>0</b>	<b>917</b>	<b>0.00</b>

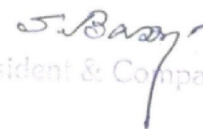
GOODRICKE GROUP LIMITED


  
Vice President & Company Secretary

**RESOLUTION NO. "9"**

CATEGORY	TOTAL HOLDING	Total Vote Cast				Votes In favour				Votes Against			
		e-Voting A1	Ballot A2	Total A3 (A1+A2)	% on Total Outstanding Shares	e-Voting B1	Ballot B2	Total B3 (B1+B2)	% on Total Outstanding Shares	e-Voting C1	Ballot C2	Total C3 (C1+C2)	% on Total Outstanding Shares
Promoter /Promoter Group	15984000	15984000	0	15984000	100.00	15984000	0	15984000	100.00	0	0	0	0.00
Public -Institution	1215	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00
Public-Non Institution	5614785	16522	0	16522	0.29	15415	0	15415	93.30	1107	0	1107	6.70
<b>TOTAL</b>	<b>21600000</b>	<b>16000522</b>	<b>0</b>	<b>16000522</b>	<b>74.08</b>	<b>15999415</b>	<b>0</b>	<b>15999415</b>	<b>99.99</b>	<b>1107</b>	<b>0</b>	<b>1107</b>	<b>0.00</b>

GOODRICKE GROUP LIMITED

  
Vice President & Company Secretary

**ANJAN KUMAR ROY & CO**  
**COMPANY SECRETARIES**  
**A Peer Reviewed Firm**

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

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

Date: September 16, 2020

**Sub: Scrutinizer's Report on the "Remote Electronic Voting" and "Electronic Voting at the Annual General Meeting", in respect of the resolutions passed in the 44<sup>th</sup> Annual General Meeting of M/s. Goodricke Group Limited, held on 15<sup>th</sup> Day of September, 2020 through video conference / other audio-visual means.**

Dear Sir,

Please find enclosed herewith, The Scrutinizer's Report dated 16<sup>th</sup> Day of September, 2020 on the "Remote E - Voting" and "E - Voting at the meeting", for and in respect of the 44<sup>th</sup> Annual General Meeting of **M/s. Goodricke Group Limited**, held on 15<sup>th</sup> Day of September, 2020.

Regards,

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

ANJAN KUMAR ROY & CO.

*Anjan Roy*  
Proprietor

**ANJAN KUMAR ROY**  
FCS

*Scrutinizer for and in respect of the Remote E-Voting and E - Voting at the meeting of M/s. Goodricke Group Limited related to their 44<sup>th</sup> AGM held on 15<sup>th</sup> Day of September, 2020*

Place: Kolkata  
Enclosures: as above



Office Address: GR 1, Gouri Bhaban, 28A Gurupada Halder Road, Kolkata- 700026. E-mail:  
[akroyco@yahoo.co.in](mailto:akroyco@yahoo.co.in)/[anjanroy\\_2003@yahoo.co.in](mailto:anjanroy_2003@yahoo.co.in) Land Line: 033 2475 0112. Mobile Ph Nos. 9830201949/9831891949.



**ANJAN KUMAR ROY & CO**  
**COMPANY SECRETARIES**  
**A Peer Reviewed Firm**

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

UDIN: F005684B000716922

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

Date: September 16, 2020

**Sub: Scrutinizer's Report on the "Remote Electronic Voting" and "Electronic Voting at the Annual General Meeting", in respect of the resolutions passed in the 44<sup>th</sup> Annual General Meeting of M/s. Goodricke Group Limited, held on 15<sup>th</sup> Day of September, 2020 through video conference / other audio-visual means.**

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 at their meeting held on 25<sup>th</sup> Day of June, 2020 pursuant to Section 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015, and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) regulations, 2015 to carry out the scrutiny of the Remote Electronic Voting ("E – Voting" here in after) and E- Voting at the Annual General Meeting held on 15<sup>th</sup> Day of September, 2020 ("AGM" here in after) for and in respect of all the 9 resolutions, as mentioned herein below and as contained in the notice of the said Annual General Meeting ("said AGM", here in after).
- (B) The aforesaid AGM has been held through video conference / other audio-visual means, without the physical presence of members, pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015 and also read with the General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020 respectively issued by the Ministry of Corporate Affairs, Government of India and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India. Pursuant to the aforesaid provisions of law read with the aforesaid circulars, I have conducted the scrutiny of the aforesaid "Remote E – Voting" and "E- Voting at the aforesaid AGM", in respect of the resolutions no. 01 to 09. 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 19<sup>th</sup> Day of August, 2020 the dispatch of the relevant notice dated 25<sup>th</sup>

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[akroyco@yahoo.co.in](mailto:akroyco@yahoo.co.in)/[anjanroy\\_2003@yahoo.co.in](mailto:anjanroy_2003@yahoo.co.in) Land Line: 033 2475 0112. Mobile Ph Nos. 9830201949/9831891949



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Day of June, 2020 along with statement setting out material facts under Section 102 of the Companies Act, 2013, convening the aforesaid AGM, to the members of the Company. Further, I have been informed by the officers of the Company and have personally verified that the relevant notice of the said AGM has been placed on the website of the Company.

- ii. The relevant notice of the said AGM, mentioned *inter alia* that the business might be transacted through Remote E - voting and E- Voting at the said AGM, the necessary facilities whereof were being provided by the company.
- iii. I have been shown by the officers of the company, the advertisements made on Wednesday, August 12, 2020 in newspapers being "**Business Standard**" (English daily, all editions) and "**Aajkal**" (Bengali daily, Kolkata edition) and also relevant advertisement of notice of the said AGM, in "**Business Standard**" (English daily, all editions) and "**Aajkal**" (Bengali daily, Kolkata edition) made on Thursday, August 20, 2020, containing, inter alia, the following information:
  - i. Statement that the business would be transacted by Remote E - Voting.
  - ii. Statement that the period of Remote E - Voting would start at 10.00 A.M. on 12<sup>th</sup> Day of September, 2020 and ends at 5.00 P.M. on 14<sup>th</sup> Day of September, 2020.
  - iii. Statement that the business would be transacted at the meeting by Video Conference or Other Audio-Visual means and that there would not be any physical meeting.
  - iv. Statement that members who cast their vote by Remote E - Voting may attend the said AGM through Video Conference or Other Audio-Visual means and would not be entitled to change their votes already cast.
  - v. The statement that Remote E - Voting shall be blocked by M/s. National Securities Depository Limited ("**NSDL**", here in after) after 5.00 P.M. on 14<sup>th</sup> Day of September, 2020.
  - vi. Statement that facility to cast vote by E - Voting at the AGM shall also be provided by the company.
  - vii. Website address of the Company and of the NSDL, where notice of the said AGM was displayed.
  - viii. Contact details, in case of grievances/queries in respect of the Remote E - Voting.
- iv. That to the best of my understanding the Remote E - Voting for the aforesaid resolutions were open for 3 days i.e., from 10:00 A.M. on 12<sup>th</sup> Day of September, 2020 to 5:00 P.M. on 14<sup>th</sup> Day of September, 2020.

Office Address: GR 1, Gouri Bhaban, 28A Gurupada Halder Road, Kolkata- 700026. E-mail: [akroyco@yahoo.co.in](mailto:akroyco@yahoo.co.in)/[anjanroy\\_2003@yahoo.co.in](mailto:anjanroy_2003@yahoo.co.in) Land Line: 033 2475 0112. Mobile Ph Nos. 9830201949/9831891949.





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- v. That to the best of my understanding the portal i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com), where Remote E - Voting process was provided, was blocked at 5:00 P.M. on 14<sup>th</sup> Day of September, 2020.
- vi. That after the discussions on the above 9 resolutions at the said AGM were over, a facility to cast their vote by E-voting was provided to those members, who were present in the said AGM through Video Conference or Other Audio-Visual means and had not cast their vote on the resolutions through Remote E-Voting.
- vii. That the said Remote E - voting at portal [www.evoting.nsdl.com](http://www.evoting.nsdl.com) was unblocked by me at 04:04 PM on 15<sup>th</sup> Day of September, 2020, that is after the E- Voting at the aforesaid AGM was completed and counted. The said Remote E - voting was unblocked by me in the presence of the following persons;
- a. Aritra Nag: Aritra Nag
- b. Megha Periwal: Megha periwal.
- who are not in the employment of the Company and who have put their signatures alongside their names as above.
- viii. The results of Remote E- Voting, containing the detail of votes cast by Remote E - Voting mode, has been downloaded from the aforesaid portal of NSDL, the agency which was appointed by the Company to provide and maintain and which provided and maintained the Remote E - Voting platform, in respect of the aforesaid 9 resolutions. The result of the E- Voting at the AGM on 15<sup>th</sup> Day of September, 2020 has been provided to me by NSDL.
- ix. The cut off date for determining eligibility to cast vote was on September 8, 2020 and such persons who were the members of the company as on the said record date were entitled to cast their vote either by Remote E - Voting or E- Voting at the aforesaid AGM on the relevant resolutions.

(C) That the details of voting, through Remote E – Voting and E- Voting at the aforesaid AGM, in respect of the said 9 resolutions, are as hereunder:

**ORDINARY BUSINESS:**

**Item No. 1 as an Ordinary Resolution:**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2020, and the Reports of the Board of Directors and the Auditors thereon.

Office Address: GR 1, Gouri Bhaban, 28A Gurupada Halder Road, Kolkata- 700026. E-mail: [akroyco@yahoo.co.in](mailto:akroyco@yahoo.co.in)/[anjanroy\\_2003@yahoo.co.in](mailto:anjanroy_2003@yahoo.co.in) Land Line: 033 2475 0112. Mobile Ph Nos. 9830201949/9831891949.





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UDIN: F005684B000716922

i. Voted in favour of the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	% of total number of valid votes cast
Remote E- voting	82	15988768	99.9265
E - voting at the AGM	4	11209	0.0701
Total	86	15999977	99.9966

ii. Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	% of total number of valid votes cast
Remote E- voting	3	545	0.0034
E - voting at the AGM	0	0	0
Total	3	545	0.0034

iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)
Remote E- voting	NIL	NIL
E - voting at the AGM	NIL	NIL
Total	NIL	NIL



Office Address: GR 1, Gouri Bhaban, 28A Gurupada Halder Road, Kolkata- 700026. E-mail: akroyco@yahoo.co.in/anjanroy\_2003@yahoo.co.in Land Line: 033 2475 0112. Mobile Ph Nos. 9830201949/9831891949.

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UDIN: F005684B000716922

Item No. 2 as an Ordinary Resolution:

To appoint a Director in place of Mr. Peter John Field, (Holding DIN 02634920) who retires by rotation and being eligible, offers himself for re-appointment.

i. Voted in favour of the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	% of total number of valid votes cast
Remote E- voting	81	15988766	99.9265
E - voting at the AGM	4	11209	0.0701
Total	85	15999975	99.9966

ii. Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	% of total number of valid votes cast
Remote E- voting	4	547	0.0034
E - voting at the AGM	0	0	0
Total	4	547	0.0034

iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)
Remote E- voting	NIL	NIL
E - voting at the AGM	NIL	NIL
Total	NIL	NIL





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**COMPANY SECRETARIES**  
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UDIN: F005684B000716922

**Item No. 3 as an Ordinary Resolution:**

To appoint a Director in place of Mr. Arun Narain Singh, (Holding DIN 00620929) who retires by rotation and being eligible, offers himself for re-appointment.

ix. Voted in **favour** of the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	% of total number of valid votes cast
Remote E- voting	80	15988298	99.9236
E - voting at the AGM	4	11209	0.0701
Total	84	15999507	99.9937

ii. Voted **against** the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	% of total number of valid votes cast
Remote E- voting	5	1015	0.0063
E - voting at the AGM	0	0	0
Total	5	1015	0.0063

iii. **Invalid** Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)
Remote E- voting	NIL	NIL
E - voting at the AGM	NIL	NIL
Total	NIL	NIL

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**SPECIAL BUSINESS**

To consider, and if thought fit, to pass with or without modification(s) the following resolution:

Item No. 4 as an Ordinary Resolution:

To Re-appointment of Mr. Arjun Sengupta (holding DIN 00631842) as a Wholetime Director and Chief Financial Officer of the Company for a period of one (1) year commencing from 1st September 2020 till 31st August 2021.

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

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	% of total number of valid votes cast
Remote E- voting	81	15988398	99.9242
E - voting at the AGM	4	11209	0.0701
Total	85	15999607	99.9943

ii. Voted **against** the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	% of total number of valid votes cast
Remote E- voting	4	915	0.0057
E - voting at the AGM	0	0	0
Total	4	915	0.0057

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iii. **Invalid Votes:**

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)
Remote E- voting	NIL	NIL
E - voting at the AGM	NIL	NIL
Total	NIL	NIL

**Item No. 5 as an Ordinary Resolution:**

**To Re- appointment of Mr. Yashpal Levin (holding DIN 07169755) as an Additional Director of the Company w.e.f. 1st April, 2020 till 31st March 2021.**

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

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	% of total number of valid votes cast
Remote E- voting	79	15988036	99.9220
E - voting at the AGM	4	11209	0.0701
Total	83	15999245	99.9920

ii. Voted **against** the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	% of total number of valid votes cast
Remote E- voting	6	1277	0.0080
E - voting at the AGM	0	0	0
Total	6	1277	0.0080



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iii. **Invalid Votes:**

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)
Remote E- voting	NIL	NIL
E - voting at the AGM	NIL	NIL
Total	NIL	NIL

**Item No. 6 as an Ordinary Resolution:**

**To approve appointment of Mr. R. Venkatraman (holding DIN 07119686) as Independent Director not liable to retire by rotation and to hold office for a term of three (3) years effective 8th November, 2019.**

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

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	% of total number of valid votes cast
Remote E- voting	80	15988298	99.9236
E - voting at the AGM	4	11209	0.0701
Total	84	15999507	99.9937

ii. Voted **against** the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	% of total number of valid votes cast
Remote E- voting	5	1015	0.0063
E - voting at the AGM	0	0	0
Total	5	1015	0.0063



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iii. **Invalid Votes:**

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)
Remote E- voting	NIL	NIL
E - voting at the AGM	NIL	NIL
Total	NIL	NIL

**Item No. 7 as an Ordinary Resolution:**

To approve appointment of Dr. Rupali Basu (holding DIN 01778854) as Independent Director not liable to retire by rotation and to hold office for a term of three (3) years effective 25th June, 2020.

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

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	% of total number of valid votes cast
Remote E- voting	79	15987938	99.9214
E - voting at the AGM	4	11209	0.0701
Total	83	15999147	99.9914

ii. Voted **against** the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	% of total number of valid votes cast
Remote E- voting	6	1375	0.0086
E - voting at the AGM	0	0	0
Total	6	1375	0.0086



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iii. **Invalid Votes:**

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)
Remote E- voting	NIL	NIL
E - voting at the AGM	NIL	NIL
Total	NIL	NIL

**Item No. 8 as an Ordinary Resolution:**

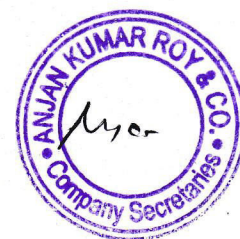
To approve the remuneration payable to the Cost Auditors namely M/s. Shome & Banerjee, Cost Accountants (Firm Registration No.: 000001) for conducting Audit of Cost Accounting record maintained by the Company as applicable, for the year ending 31st March, 2021.

i. Voted in favour of the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	% of total number of valid votes cast
Remote E- voting	80	15988396	99.9242
E - voting at the AGM	4	11209	0.0701
Total	84	15999605	99.9943

ii. Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	% of total number of valid votes cast
Remote E- voting	5	917	0.0057
E - voting at the AGM	0	0	0
Total	5	917	0.0057





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iii. **Invalid Votes:**

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)
Remote E- voting	NIL	NIL
E - voting at the AGM	NIL	NIL
Total	NIL	NIL

**Item No. 9 as an Ordinary Resolution:**

To accord consent to the Board of Directors to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company.

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

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	% of total number of valid votes cast
Remote E- voting	78	15988206	99.9230
E - voting at the AGM	4	11209	0.0701
Total	82	15999415	99.9931

ii. Voted **against** the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	% of total number of valid votes cast
Remote E- voting	7	1107	0.0069
E - voting at the AGM	0	0	0
Total	7	1107	0.0069



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iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)
Remote E- voting	NIL	NIL
E - voting at the AGM	NIL	NIL
Total	NIL	NIL

FOR,  
ANJAN KUMAR ROY & CO.  
Company Secretaries

ANJAN KUMAR ROY & CO.

  
Proprietor

ANJAN KUMAR ROY

FCS 5684

CP 4557

UDIN: F005684B000716922

Scrutinizer for and in respect of the Remote E – Voting and E- Voting at the 44<sup>th</sup> AGM held on 15<sup>th</sup> Day of September, 2020, of M/s. Goodricke Group Limited.