



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

16th September, 2021

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

Scrip Code: 500166

Sub: Regulation 44 of SEBI- LODR 2015

Dear Sir,

The Annual General Meeting of the Company was held on Wednesday 15th September, 2021, 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


VICE PRESIDENT & COMPANY SECRETARY

Encl: a/a

GOODRICKE GROUP LIMITED

Resolution-wise Figures of Regulation 44(3) of SEBI LODR Regulation 2015 pursuant to 44th Annual General Meeting held on 15.09.2021

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	3907	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00
Public-Non Institution	5612093	76771	0	76771	1.37	76018	0	76018	99.02	753	0	753	0.98
TOTAL	21600000	16060771	0	16060771	74.36	16060018	0	16060018	100.00	753	0	753	0.00

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	3907	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00
Public-Non Institution	5612093	76771	0	76771	1.37	75819	0	75819	98.76	952	0	952	1.24
TOTAL	21600000	16060771	0	16060771	74.36	16059819	0	16059819	99.99	952	0	952	0.01

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	3907	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00
Public-Non Institution	5612093	76671	0	76671	1.37	75920	0	75920	99.02	751	0	751	0.98
TOTAL	21600000	16060671	0	16060671	74.35	16059920	0	16059920	100.00	751	0	751	0.00

GOODRICKE GROUP LIMITED

S. B. B. B.
Vice President & Company Secretary

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	3907	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00
Public-Non Institution	5612093	76771	0	76771	1.37	76020	0	76020	99.02	751	0	751	0.98
TOTAL	21600000	16060771	0	16060771	74.36	16060020	0	16060020	100.00	751	0	751	0.00

RESOLUTION NO. "5"

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	3907	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00
Public-Non Institution	5612093	76671	0	76671	1.37	75704	0	75704	98.74	967	0	967	1.26
TOTAL	21600000	16060671	0	16060671	74.35	16059704	0	16059704	99.99	967	0	967	0.01

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	3907	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00
Public-Non Institution	5612093	76671	0	76671	1.37	75904	0	75904	99.00	767	0	767	1.00
TOTAL	21600000	16060671	0	16060671	74.35	16059904	0	16059904	100.00	767	0	767	0.00

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

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J. Barry
Vice President & Company Secretary

Promoter /Promoter Group	15984000	15984000	0	15984000	100.00	15984000	0	15984000	100.00	0	0	0	0.00
Public -Institution	3907	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00
Public-Non Institution	5612093	76771	0	76771	1.37	76020	0	76020	99.02	751	0	751	0.98
TOTAL	21600000	16060771	0	16060771	74.36	16060020	0	16060020	100.00	751	0	751	0.00

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	3907	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00
Public-Non Institution	5612093	78771	0	78771	1.40	78005	0	78005	99.03	766	0	766	0.97
TOTAL	21600000	16062771	0	16062771	74.36	16062005	0	16062005	100.00	766	0	766	0.00

GOODRICKE GROUP LIMITED

J. V. Bary
Vice President & Company Secretary

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

UDIN: F005684C000943632

Date: - 15th September, 2021

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

Subject: Scrutinizer's Report on the "Remote Electronic Voting" and "Electronic Voting during the Annual General Meeting", in respect of the resolutions passed in the 45th Annual General Meeting of M/s Goodricke Group Limited (CIN: L01132WB1977PLC031054) held on 15th September, 2021 through Video Conferencing/Other Audio-Visual Means.

Dear Sir,

- (A) I have been appointed, vide a resolution passed by the Board of Directors of M/s. Goodricke Group Limited (here in after to be referred as "**the Company**") at their meeting held on 25th June, 2021, as the Scrutinizer, 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, for the 45th Annual General Meeting of the Company (here in after to be referred as "**AGM**") held on 15th September, 2021, to carry out the scrutiny of the votes cast by the members through "Remote Electronic Voting" (here in after to be referred as "**Remote E – Voting**") and "Electronic Voting during the Annual General Meeting" (here in after to be referred as "**E – Voting during the AGM**") in respect of the 8 resolutions, as mentioned in the Notice dated 25th June, 2021 of the aforesaid AGM and to submit the report.
- (B) The aforesaid AGM has been held through Video Conferencing / 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, Secretarial Standards 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

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UDIN: F005684C000943632

2020, 5th May, 2020 and 13th January, 2021 respectively issued by the Ministry of Corporate Affairs, Government of India and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 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 during the AGM", in respect of the resolutions no. 1 to 8, as mentioned below in paragraph (C) of this report. I submit my report hereunder:

- i. The relevant Notice of the said AGM, mentioned inter alia that the business would be transacted through Video Conferencing / Other Audio Visual Means at the said AGM, the necessary facilities being provided by the Company through E - Voting services provided by the National Securities Depository Limited (here in after to be referred as "NSDL").
- ii. We have been shown by the officers of the Company, the advertisements made on 21st August, 2021 in newspapers being "Business Standard" (English daily, Kolkata edition) and "Aajkal" (Bengali daily, Kolkata edition) containing, inter alia, the following information:
 - a. Statement that the AGM will be held and business would be conducted through Video Conferencing / Other Audio Visual Means.
 - b. Statement that the period of Remote E - Voting shall start from 10:00 AM on 12th September, 2021 and shall end at 5:00 PM on 14th September, 2021.
 - c. Statement that the CUT OFF date for determining eligibility to cast vote was 8th September, 2021 and such persons who were the shareholders of the Company on the said CUT OFF date were entitled to cast their vote either by Remote E - Voting or E-Voting at the AGM on the relevant resolutions.
 - d. Statement that members who have cast their vote by Remote E - Voting may attend the said AGM through Video Conference or Other Audio-Visual Means but shall not be entitled to cast their vote again.
 - e. The statement that Remote E - Voting shall not be allowed after 5:00 PM on 14th September, 2021.
 - f. Statement that facility to cast vote by Remote E-Voting and E-Voting during the AGM has been provided by the Company through the NSDL.
 - g. Website address of the Company and of the NSDL, where Notice of the said AGM was displayed.
 - h. Contact details, in case of grievances/queries in respect of the Remote E - Voting.
 - i. It also confirmed that Copy of the Notice convening the AGM including necessary instructions for attending the meeting and remote e-voting has been sent through an email to the members whose email addresses are registered with the Company or

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- i. It also confirmed that Copy of the Notice convening the AGM including necessary instructions for attending the meeting and remote e-voting has been sent through an email to the members whose email addresses are registered with the Company or Central Depository Securities (India) Limited/National Securities Depository Limited (NSDL) on 20th August, 2021 and that in the said email, the Report and Accounts of the Company for the year 2020-21 are attached, a copy of which is also available on the Company's website.
- iii. That to the best of my understanding the Remote E - Voting was open from 10:00 A.M. on 12th September, 2021 to 5.00 P.M. on 14th September, 2021.
- iv. That to the best of my understanding the portal i.e., www.evoting.nsdl.com, where Remote E - Voting process was provided, was blocked at 5.00 P.M. on 14th September, 2021.
- v. A facility to cast vote by E-voting was provided to those members, who were present in the said AGM through Video Conferencing or Other Audio-Visual Means and had not cast their vote on the resolutions through Remote E-Voting.
- vi. That the said Remote E - voting at portal www.evoting.nsdl.com was unblocked by me at 4.10 P.M. on 15th September, 2021, that is after the E- Voting during the aforesaid AGM was completed and counted. The said Remote E - voting was unblocked by me in the presence of the following persons;
- a. Gyanendra Nahar: Gyanendra Nahar
- b. Monika Kumari Prasad: Monika Kumari Prasad,
- who are not in the employment of the Company and who have put their signatures alongside their names as above.
- vii. The data relating to Remote E- Voting, containing the detail of votes cast by Remote E - Voting mode and E Voting during the AGM 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 platform for Remote E - Voting and E - Voting during the AGM.

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(C) That the details of voting, through Remote E – Voting and E- Voting during the AGM, in respect of the said 8 resolutions, are as hereunder:

ORDINARY BUSINESS

Item No.1- Ordinary Business, Ordinary Resolution:

To receive, consider and adopt Audited Financial Statements of the Company for the financial year ended 31st March, 2021, and the Reports of the Board of Directors and Auditors thereon.

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	112	16060017	99.9953
E-Voting during the AGM	1	1	0
Total	113	16060018	99.9953

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	9	752	0.0047
E-Voting during the AGM	1	1	0
Total	10	753	0.0047

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iii) **Invalid Votes:**

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

Item No.2- Ordinary Business, Ordinary Resolution:**To declare Dividend for the year ended 31st March, 2021.**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	112	16059818	99.9941
E-Voting during the AGM	1	1	0
Total	113	16059819	99.9941

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	9	951	0.0059
E-Voting during the AGM	1	1	0
Total	10	952	0.0059

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iii) Invalid Votes:

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

Item No.3- Ordinary Business, Ordinary Resolution:

To appoint a Director in place of Mrs. S.A. Walker, (holding DIN: 07225692) who retires by rotation and being eligible, offers herself for re-appointment.

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	111	16059918	99.9953
E-Voting during the AGM	2	2	0
Total	113	16059920	99.9953

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	8	751	0.0047
E-Voting during the AGM	-	-	-
Total	8	751	0.0047

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iii) Invalid Votes:

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

Item No.4- Ordinary Business, Ordinary Resolution:**Appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Kolkata, as Statutory Auditors 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	113	16060018	99.9953
E-Voting during the AGM	2	2	0
Total	115	16060020	99.9953

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	8	751	0.0047
E-Voting during the AGM	-	-	-
Total	8	751	0.0047

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iii) Invalid Votes:

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

SPECIAL BUSINESS

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

Item No.5- Special Business, Ordinary Resolution:

To re-appoint Mr. Atul Asthana (holding DIN: 00631932) as the Managing Director and Chief Executive Officer of the Company for a period of five (5) years commencing from 1st April, 2021 till 31st March, 2026.

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	108	16059697	99.9940
E-Voting during the AGM	1	1	0
Total	109	16059698	99.9940

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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	10	966	0.006
E-Voting during the AGM	1	1	0
Total	11	967	0.006

iii) **Invalid** Votes:

Mode of Voting	No. of Voters (folios)	No. of votes cast (one share, one vote basis)
Remote E-Voting	1	6
E-Voting during the AGM	-	-
Total	1	6

Item No.6- Special Business, Special Resolution:

To re-appoint Mr. Saurav Adhikari (holding DIN: 08402010) as an Independent Director of the Company for another term of five (5) years effective from 24th May, 2022 to 23rd May, 2027.

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	110	16059903	99.9952
E-Voting during the AGM	1	1	0
Total	111	16059904	99.9952

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UDIN: F005684C000943632

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	9	766	0.0048
E-Voting during the AGM	1	1	0
Total	10	767	0.0048

iii) **Invalid** Votes:

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

Item No.7- Special Business, Ordinary Resolution:

To ratify the remuneration payable to the Cost Auditors namely M/s. Shome & Banerjee, Cost Accountants (Firm Registration No.: 000001) for conducting Audit of Cost Accounting records maintained by the Company as applicable, for the year ending 31st March, 2022.

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	113	16060018	99.9953
E-Voting during the AGM	2	2	0
Total	115	16060020	99.9953

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COMPANY SECRETARIES

A Peer Reviewed Firm

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UDIN: F005684C000943632

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	8	751	0.0047
E-Voting during the AGM	-	-	-
Total	8	751	0.0047

iii) **Invalid** Votes:

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

Item No.8- Special Business, Special Resolution:

To alter the Memorandum of Association (MoA) of the Company in line with the provisions of Table A of Schedule 1 to the Companies Act, 2013.

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	113	16062003	99.9952
E-Voting during the AGM	2	2	0
Total	115	16062005	99.9952

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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	9	766	0.0048
E-Voting during the AGM	-	-	-
Total	9	766	0.0048

iii) **Invalid** Votes:

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

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

FCS 5684

CP 4557

UDIN: F005684C000943632



Scrutinizer for and in respect of the Remote E – Voting and E- Voting during the 45th AGM held on 15th September, 2021, of M/s. Goodricke Group Limited.

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