



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

The General Manager
Department of Corporate Services
BSE Limited,
P. J. Towers, Dalal Street
Mumbai - 400 001

Date: 15th February, 2023.

BSE Scrip Code: 500166

Dear Sir(s),

Sub: Intimation of the Postal Ballot Notice

We enclose herewith a copy of the Postal Ballot Notice dated 2nd February, 2023 along with the Statement pursuant to Section 102 of the Companies Act, 2013 ('Notice') of Goodricke Group Limited ('the Company') seeking approval of the Members of the Company on the following special business through Special Resolution, by way of Postal Ballot:

1. Remuneration of Mr. Atul Asthana (DIN 00631932) Managing Director & CEO
2. Appointment of Mr. Soumen Mukherjee (DIN 08240868) as Whole-time Director & CFO including approval of his terms of appointment.

In accordance with various relevant General Circulars issued by the Ministry of Corporate Affairs (Govt. of India), this Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories/RTA and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, 10th February, 2023 ('Cut-off date').

The Company has engaged the National Securities Depository Limited ('NSDL') to provide remote e-voting facility to its Members in this regard. The remote e-Voting period will start from Thursday, 16th February, 2023 at 9:00 am (IST) and will end on Friday, 17th March, 2023 at 5:00 p.m. (IST) (both days inclusive). The e-voting module shall be disabled by National Securities Depository Limited (NSDL) for voting thereafter. Voting rights of the Members shall be in proportion to the number of shares held by them in the paid-up equity share capital of the Company as on Cut-off date. The instructions for remote e-voting are provided in the Notice.

The said Postal Ballot Notice is also being made available on the website of the Company at www.goodricke.com and on the website of NSDL at www.evoting.nsdl.com.

This disclosure is being given pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. You are requested to take above information on record.

Thanking you,

Yours faithfully,

GOODRICKE GROUP LIMITED

ARNAB
CHAKRABORTY
Digitally signed by
ARNAB CHAKRABORTY
Date: 2023.02.15
10:42:10 +05'30'

A. CHAKRABORTY
COMPANY SECRETARY
FCS No. 8557

Encl : Postal Ballot Notice



GOODRICKE GROUP LIMITED

Registered Office:

“Camellia House”, 14, Gurusaday Road,
Kolkata - 700 019.

Email: goodricke@goodricke.com

Website : www.goodricke.com

Phone no. 2287 3067, 2287 8737, 2287 1816

Fax No. (033) 2287 2577, 2287 7089

CIN -L01132WB1977PLC031054

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,

The Shareholder(s),

NOTICE is hereby given to the Members of **GOODRICKE GROUP LIMITED** (the ‘Company’), pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the ‘Act’) read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, as amended from time to time (‘Management Rules’) read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021 Circular No. 3/2022 dated May 05, 2022, Circular Nos. 10/2022 and 11/2022 each dated December 28, 2022, issued by the Ministry of Corporate Affairs (‘MCA’) (hereinafter collectively referred to as ‘MCA Circulars’) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (‘SEBI Listing Regulations’) and other applicable provisions of the Act, rules, circulars and notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the Special Resolutions as set out in this Notice are proposed for consideration by the Shareholders of the Company for passing by means of Postal Ballot by way of voting through electronic means (‘remote e-voting’).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Shareholders whose e-mail addresses are registered with the Company/Depositories/Registrar and Share Transfer Agent (‘RTA’) as on the cut-off date of Friday, 10th February 2023. If your e-mail address is not registered with the Company/Depositories/RTA, please follow the process provided in the Notes to receive this Postal Ballot Notice, login ID, and password for remote e-voting. The communication of the assent or dissent of the shareholders would only take place through remote e-voting.

The statement pertaining to the Resolutions setting out the material facts and the reasons thereof is appended to this Notice. The Board of Directors of the Company has, in compliance with the provisions of the aforesaid Rules, appointed Mr. Anjan Kumar Roy, Practicing Company Secretary (Membership No. FCS 5684) and certificate of Practice No. 4557 issued by the Institute of Company Secretaries of India (ICSI) as the Scrutinizer for conducting this Postal Ballot process through remote e-voting, in a fair and transparent manner. Further, the Company has engaged National Securities Depository Limited (“NSDL”) to provide a remote e-Voting facility to the Equity Shareholders of the Company.

In accordance with the provisions of the aforementioned Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the notes under the section ‘**General guidelines and instructions relating to e-voting**’ in this notice (**Postal Ballot Notice**) to cast their votes electronically from their respective locations. Shareholders are requested to cast their votes through the remote e-voting process not later than 17th March, 2023 to be eligible to cast their respective votes, failing which it will be strictly considered that no vote has been received from the concerned shareholder.

The Shareholders holding Equity Shares of the Company are requested to follow the procedure stated in the Notes for casting votes by remote e-voting. Upon completion of the votes cast through remote e-voting, the Scrutinizer shall submit his report to the Chairman of the Company. The results of the Postal Ballot along with the Scrutinizer’s Report shall be announced by the Chairman within 2 (two) working days of the conclusion of the Postal Ballot process through remote e-voting at the Registered Office of the Company at Camellia House, 14, Gurusaday Road, Kolkata – 700 019. The results along with the Scrutinizer’s Report shall also be intimated to BSE Limited (‘BSE’) where the Equity Shares of the Company are listed and will be displayed on the Company’s website at www.goodricke.com as well as on the website of NSDL. The date of passing of the said resolutions passed by Postal ballot through remote e-voting shall be deemed to be the date as per provision of the Act and Rules above mentioned.

Items of business requiring approval of Equity Shareholders through Postal Ballot by ‘remote e-voting’ are given below:

SPECIAL BUSINESS:

Item No. 1 :

AS A SPECIAL RESOLUTION:

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

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

“RESOLVED THAT pursuant to sections 188, 196,197 read with Schedule V 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 other applicable provisions, if any of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members be and is hereby accorded for payment of remuneration to Mr. Atul Asthana, Managing Director & CEO (DIN-00631932), of the Company for a period of 3 (Three) years commencing from 1st April, 2022 to 31st March, 2025, as set out in the Explanatory Statement annexed to this Notice, upon recommendation of the Nomination and Remuneration Committee of the Board in accordance with Schedule V, Section I and Section II of Part II of the Companies Act, 2013, reviewed by the Audit Committee in accordance with the Policy of the Company on Related Party Transactions and approved by the Board.”

“RESOLVED FURTHER THAT Mr. Arnab Chakraborty, Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things as may be necessary including alterations or any modifications of the aforesaid resolution as may be suggested by the authorities arising from or incidental thereto”.

Item No. 2:

AS A SPECIAL RESOLUTION:

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

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

“RESOLVED THAT pursuant to the provisions of Sections 152 and any other applicable provisions of the Companies Act, 2013 and Rules made thereunder, and Regulation 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Soumen Mukherjee (DIN -08240868) in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 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 is liable to determination by retirement of Directors by rotation.

“RESOLVED FURTHER THAT pursuant to sections 188, 196,197, 203 read with Schedule V and other applicable provisions, if any 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded for the appointment of Mr. Soumen Mukherjee (DIN -08240868) as a Whole Time Director, designated as Director (Finance) and Chief Financial Officer of the Company for a period of 3 (Three) years commencing from 1st April, 2023 to hold office till 31st March, 2026, on the terms and conditions including remuneration effective from the date of his appointment, as set out in the Explanatory Statement annexed to this notice, upon recommendation of the Nomination and Remuneration Committee of

the Board in accordance with Schedule V, Section I and Section II of Part II of the Companies Act, 2013, reviewed by the Audit Committee in accordance with the Policy of the Company on Related Party Transactions and approved by the Board.

“RESOLVED FURTHER THAT Mr. Arnab Chakraborty, Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things as may be necessary including alterations or any modifications of the aforesaid resolution as may be suggested by the authorities arising from or incidental thereto”.

**By Order of the Board
Arnab Chakraborty
Company Secretary
(Membership No. FCS 8557)**

Place: Kolkata

Date: 2nd February, 2023

Notes:

- 1. The Statement pursuant to Section 102 of the Companies Act, 2013, as amended (‘the Act’) read with Regulation 36 of the SEBI Listing Regulations, and Secretarial Standards on General Meetings (SS-2) which sets out details relating to Special Business(is) mentioned in the Postal Ballot Notice is annexed herewith and forms part of this Postal Ballot Notice.**
2. In terms of the relevant MCA Circulars, physical copies of this Postal Ballot Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to Shareholders for this Postal Ballot. Shareholders are requested to provide their assent or dissent through remote e-voting only.
3. For purpose of providing remote e-voting facility, the Company has entered into an agreement with National Securities Depository Limited (‘NSDL’) for facilitating e-voting and enabling the Shareholders to cast their votes electronically.
4. Shareholders may please note that the Postal Ballot Notice will also be available on the Company’s website at www.goodricke.com , websites of the Stock Exchanges i.e. BSE Limited (BSE) at www.bseindia.com on the website of NSDL at www.evoting.nsdl.com .
5. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Act, will be available for inspection at www.goodricke.com under Investor Relations Section from the date of circulation of this Notice up to the date of declaration of Postal Ballot results.
6. Dispatch of the Postal Ballot Notice and the Statement shall be announced through an advertisement published in one Regional Newspaper, widely circulated in West Bengal (in vernacular language i.e. Bengali) and one English Newspaper circulated throughout India (in the English Language) and shall be hosted at the Company’s website at www.goodricke.com . The said public notice shall also mention the

process for registration of email-ids by those Shareholders who have not yet registered their email-ids with the Company.

7. The voting through electronic means will commence on 16th February, 2023 at 9:00 A.M. (IST) and will end on 17th March, 2023 at 5:00 P.M. (IST). The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution(s) is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
8. Resolutions passed by the Shareholders through Postal Ballot are deemed to have been passed as if the same has been passed at a General Meeting of the Shareholders.
9. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Shareholders to register their e-mail address. Shareholders who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and by giving details of folio number, e-mail address and self-attested copy of PAN card to RTA at rta@cbmsl.com, if the shares are held in physical form.
10. In compliance with the MCA Circulars, the Notice is being sent by electronic mode to those Shareholders whose names appear in the Register of Members / Beneficial Owners as received from NSDL and Central Depository Services (India) Limited (CDSL) as on cut-off date, i.e., 10th February, 2023 and whose e-mail IDs are registered with the Company / Depositories. For Shareholders who have not registered their e-mail IDs, please follow the instructions given under Note No. 14. Further, the Shareholders whose names appear in the Register of Members/ List of Beneficial Owners as on cut-off date, i.e. 10th February, 2023 are entitled to vote on the Resolutions set forth in this Postal Ballot Notice. A person who is not a Shareholder as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
11. A shareholder cannot exercise his/her vote by proxy on Postal Ballot.
12. Any query in relation to the Resolutions proposed to be passed by this Postal Ballot may be addressed to Mr. Arnab Chakraborty, Company Secretary at Email: chkarnab@goodricke.com; or for any query / grievance with respect to E-voting, Shareholders may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no: 1800 1020 990 and 1800 224 430 or send a request to NSDL at email id : evoting@nsdl.co.in .

Electronic Dispatch of Postal Ballot Notice and Process for Registration of Email ID for obtaining copy of Postal Ballot Notice:

13. In compliance with the aforesaid MCA circulars, notice of this Postal Ballot is being sent only through electronic mode to Shareholders whose e-mail addresses are registered with the Company / Registrar and Share Transfer Agent ('RTA') or with the Depository Participant(s). The aforesaid Notice has been uploaded on the website of the Company i.e. www.goodricke.com, the same can also be accessed

from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com is also available on the website of NSDL (agency providing the remote e-Voting facility) at www.evoting.nsdl.com .

14. Shareholders holding shares in physical form, are requested to send a scanned copy of the signed request letter mentioning the Folio Number, Name of shareholder, complete address, mobile number, email address to be registered along with a scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Shareholder, by email to the Registrar and Share Transfer Agent (RTA)'s email address at rta@cbmsl.com . Shareholders holding shares in demat form are requested to update their email address through their respective Depository Participant(s). After successful registration of the e-mail address, a copy of this Postal Ballot Notice along with the remote e-voting user ID and password will be sent to registered e-mail address, upon request received from the Shareholders.
15. It is clarified that if a Shareholder fails to provide or update relevant e-mail address to the Company or to the DP, as the case may be, the Company will not be in default for not delivering the Notice via e-mail.
16. Shareholders holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Registrar and Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be returned to such Shareholders after making requisite changes thereon.
17. Shareholders may send their queries related to items included in the Postal Ballot Notice or any other matter concerning the Company on the email id chkarnab@goodricke.com from their registered email address, mentioning their name, folio number/DP ID-Client ID, as applicable, mobile number, copy of PAN card. Such queries shall be appropriately replied by the Company.
18. **General Guidelines for Shareholders for Voting:**
 - a. 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(es) who are authorized to vote, to the Scrutinizer by e-mail to akroyco@yahoo.co.in with a copy marked to evoting@nsdl.co.in .
 - b. 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.
 - c. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 224 430 or send a request to Ms. Pallavi Mhatre, Manager, NSDL at email id : evoting@nsdl.co.in.

- d. The voting rights of Shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date 10th February 2022. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to do e-voting on the resolutions included in the Postal Ballot Notice.
19. The Company has appointed Mr. Anjan Kumar Roy, Practicing Company Secretary (Membership No. FCS 5684) or any of its authorized nominee as the Scrutinizer, for conducting this Postal Ballot process through remote e-voting, in a fair and transparent manner and required consent for such appointment has been received.
20. The Scrutinizer shall after the conclusion of the e-voting on 17th March, 2023 at 5.00 pm (IST), download the data of votes cast as per the provisions of sections 110 read with 108 of the Companies Act, 2013 and prepare the Scrutinizer's report. Such report shall contain details of the total votes cast in favour of or against, if any, and submit the report to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the e-voting of the Postal Ballot forthwith. The Resolutions, if passed by requisite majority, shall be deemed to have been passed on 17th March, 2023, being the last day of remote e-voting.
21. Results of voting shall be declared within 2 working days from the time of conclusion of the remote e-voting. The results along with the Scrutinizers' report would be intimated to the Stock Exchanges where securities of the Company are listed, and will be displayed on the Company's website at www.goodricke.com and on the website of NSDL www.evoting.nsdl.com and at the Registered Office of the Company.

Instructions for Shareholders for Remote E-Voting are as Under:

22. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the provisions of Regulation 44 of the SEBI Listing Regulations, as amended, the Shareholders are provided with the facility to cast their vote electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Shareholders.
23. Pursuant to SEBI Listing Regulations, and such other provisions as may be applicable, the Company has fixed 10th February 2023 as the cut-off date for determining the Shareholders who shall be entitled to vote through remote e-voting on the Postal Ballot resolutions. The remote e-voting period commences 16th February 2023 at 9:00 am (IST) and ends on 17th March 2023 at 5:00 pm (IST). During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. 10th February, 2023 may cast their votes by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Shareholder, the Shareholder shall not be allowed to change it subsequently. A person who is not a Shareholder as on the cut-off date should treat this notice for information purpose only.

24. The instructions for remote e-voting are as under:

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below: -

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period .2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with

	<p>NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for Shareholders other than Individual Shareholders holding securities in demat mode and shareholders holding Securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- 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. a .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, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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 etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 to akroyco@yahoo.co.in 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.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to chkarnab@goodricke.com .
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to chkarnab@goodricke.com . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 1

The Members of the Company at the 45th Annual General Meeting held on 15th September, 2021 had appointed Mr. Atul Asthana as the Managing Director & CEO of the Company effective from 1st April 2021 for a period of five years up to 31st March 2026. Pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V, a company having inadequate/no profits in a Financial Year, may subject to certain conditions including the passing of a special resolution by shareholders, pay such remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee in excess of the limits mentioned in Schedule V, part II, Section II Table A and Table B of the Companies Act, 2013.

During the financial year ending March 31, 2023, the profits of the Company may not be adequate and therefore the remuneration payable to the Managing Director would exceed the limits prescribed under the relevant provisions of the Companies Act, 2013. In view of the same, the Board of Directors, at its meeting held on 2nd February, 2023, upon recommendation of the Nomination and Remuneration Committee and endorsement of the Audit Committee, has approved the terms of appointment and remuneration payable to Mr. Atul Asthana, Managing Director & CEO for the period of three years i.e. from 1st April 2022 to 31st March 2025 despite inadequacy or absence of profits, as under, subject to shareholders' approval by way of passing Special Resolution:

Tenure of appointment as approved by the shareholders at the 45th AGM held on 15th Sept, 2021.	From 1st April, 2021 to 31st March 2026
Seeking approval for payment of remuneration for the period	From 1st April, 2022 to 31st March, 2025
Remuneration	Basic Salary: Rs. 6,53,400/- per month. (In the scale of Rs. 5,94,000/- to Rs. 8,00,000/- per month) Revision of basic salary shall be decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee (in the scale of Rs. 5,94,000/- to Rs. 8,00,000/- per month)

<p>Other Terms</p>	<p>Commission - As may be approved by the Board of Directors upon recommendation of Nomination & Remuneration Committee, subject to performance.</p> <p>Perquisites - 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.</p> <p>Education Allowance - as per rules of the Company.</p> <p>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>
<p>Minimum Remuneration</p>	<p>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.</p> <p>Accordingly, approval is being obtained from the Members by Special Resolutions that upon occurrence of such events, the abovementioned salary, Allowances and Perquisites shall be payable as Minimum Remuneration, as applicable.</p>
<p>Termination of Appointment</p>	<p>The appointment may be terminated by either party giving six months' prior notice.</p>
<p>Memorandum of Interest</p>	<p>None of the directors except Mr. Atul Asthana is concerned or interested in this appointment.</p>

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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It may be noted that the remuneration proposed to be paid to Mr. Atul Asthana is within the same scale as was approved by the members of the Company at their 45th AGM. The Board, may in its discretion, revise / modify any of the terms from time to time within limits stipulated above.

The approval of the Members is being sought by way of Special Resolution, as the proposed remuneration to the Managing Director may exceed the limits specified under Section 197 of Companies Act, 2013, during his tenure of appointment.

The Special Resolution set out in Item No.1 of this Postal Ballot Notice has to be considered accordingly and the Board recommends its approval by the members. Except Mr Asthana being the appointee, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise, in the Special Resolution set out at Item No. 1 of the Notice.

Item No. 2

The Board of Directors of the Company, at its meeting held on 2nd February, 2023 upon recommendation of the Nomination and Remuneration Committee, has approved the proposal for appointment of Mr. Soumen Mukherjee (DIN - 08240868), as a Whole Time Director, designated as Director (Finance) and Chief Financial Officer of the Company with effect from 1st April, 2023, for a period of 3 (Three) years commencing from 1st April, 2023 till 31st March, 2026, subject to approval of the members.

The Members may note that the Company has received a Notice in terms of Section 160 of the Companies Act, 2013 from a member proposing that Mr. Soumen Mukherjee (DIN - 08240868) be appointed as a Director of the Company.

Brief profile of Mr. Mukherjee, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Notice.

The Nomination and Remuneration Committee, considering his experience and seniority in the organization, has recommended his elevation as a Whole-time Director & CFO of the Company. Since Mr. Mukherjee is a related party as per Companies Act, 2013 and SEBI (LODR) Regulations 2015, the Audit Committee at its meeting held on 2nd February, 2023, endorsed the recommendation of Nomination and Remuneration Committee and recommended his appointment to the Board.

Mr. Soumen Mukherjee 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. Mukherjee, w.e.f. 1st April, 2023 are set out below: -

Period	1st April, 2023 to 31st March 2026
Remuneration	<p>Basic Salary: Rs. 2,45,000 /- per month. (In the scale of Rs. 2,45,000/- to Rs. 4,50,000/- per month)</p> <p>Revision of basic salary shall be decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee (in the scale of Rs. 2,45,000/- to Rs. 4,50,000/- per month)</p>
Other Terms	<p>Commission - As may be approved by the Board of Directors upon recommendation of Nomination & Remuneration Committee, subject to performance.</p> <p>Perquisites - 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.</p> <p>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.</p> <p>Education Allowance - as per rules of the Company.</p> <p>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	<p>In case of loss or inadequacy of profit in any year during the tenure of the Director (Finance) & 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.</p>

	Accordingly, approval is being obtained from the Members by Special Resolutions that upon occurrence of such events, the abovementioned salary, Allowances and Perquisites shall be payable as Minimum Remuneration, as applicable.
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. Soumen Mukherjee is concerned or interested in this appointment.
Duties	Mr. Mukherjee , 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.

The above terms as to remuneration have been approved by the Nomination and Remuneration Committee of the Board at its Meeting held on 2nd February, 2023 and the particulars of Mr. Mukherjee, namely; age, qualification, past experience and other details are given separately in this notice as per SEBI (LODR) Regulations 2015.

The approval of the Members is being sought by way of Special Resolution, as the proposed remuneration to the whole Time Director & CFO may exceed the limits specified under Section 197 of Companies Act, 2013, during his tenure of appointment.

The Special Resolution set out in Item No.2 of this Postal Ballot Notice has to be considered accordingly and the Board recommends its approval by the members. Except Mr Mukherjee being the appointee, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise, in the Special Resolution set out at Item No. 2 of the Notice.

The information required to be furnished pursuant to Section II of Part II to the said Schedule V of the Act, Secretarial Standard on General Meetings and Regulation 36 (3) of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 is set out hereinafter :

I. General Information :

- (1) Nature of industry: Plantation, manufacture and sale of Tea.
- (2) Date or expected date of commencement of commercial production: The tea gardens owned by Goodricke(now) commenced operations since centuries. In 1977, the 8 operating companies were amalgamated to form Goodricke Group Limited
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable.
- (4) Financial performance based on given indicators: Financial performance (audited) over the last three financial years is set out as under:-

(Rs. in Million)

Year ended	31st March, 2020	31st March, 2021	31st March, 2022
Gross Revenue	7913.53	8915.61	8231.19
Profit/ Loss before Tax	126.93	262.18	91.85
Profit/ Loss after Tax	163.21	195.28	52.75
Total Comprehensive Income	49.76	183.18	95.82

(5) Foreign investments or collaborations, if any: As on 31st March, 2022 foreign investment was 15984000 equity shares of Rs.10/- each in the Company.

II. Information about the appointee:

(1) Back ground Details/Brief Resume		
Name of Director	Atul Asthana	Soumen Mukherjee
Date of Birth/Age (Years)	2 nd January, 1962 (61 years)	10 th October, 1974 (48 years)
Date of Appointment as Director	1 st April 2018	1 st April 2023
Qualification	BSc Engineering (Mechanical)	Chartered Accountant
Expertise and experience in specific	Mr Asthana has nearly 4 decades of experience of working in Tea Estates of the Group in Assam & Dooars and thereafter looking after the Operations, Marketing & Engineering, Exports of Goodricke Group Ltd. He has held various senior positions in the Company.	Mr. Soumen Mukherjee, is a Chartered Accountant and an Executive Diploma in General Management from XLRI, Jamshedpur. He joined the Company in 2009 and was handling the finance and accounting controllership roles before being appointed as Chief Financial Officer in 2021. Prior to joining the Company, he worked in various positions with PwC and Tata Steel Downstream Products limited. With a professional career spanning around 25 years, Mr. Mukherjee has held various positions in accounting, financial and business functions covering

		various roles in corporate finance, financial reporting, valuations, treasury, business excellence, business strategy etc.
Shareholding in the Company	6 (six) Equity Shares	6 (six) Equity Shares
Other Directorship, Membership of Chairmanship of Committees	Director in the following companies: 1. Stewart Holl (India) Limited 2. Elgin Investments & Trading Limited. 3. Goodricke Technical & Management Services Limited 4. Borbam Investments Limited	Director in the following companies: 1. Stewart Holl (India) Limited 2. Elgin Investments & Trading Limited. 3. Goodricke Technical & Management Services Limited 4. Borbam Investments Limited 5.Koomber Tea Company Private Ltd.
	b. Committee Member-Corporate Social Responsibility, Goodricke Group Limited Stakeholder's Relationship Committee, Goodricke Group Limited	N.A
Relationship with other Directors and Key Managerial Personnel	Mr Asthana is not related to any other Director or Key Managerial Personnel of the Company.	Mr. Mukherjee is not related to any other Director or Key Managerial Personnel of the Company.
(2) Past Remuneration	In 2019 -20 - Rs. 11.92 Million p.a.	In 2019-20 - Rs. 2.80 Million p.a
	In 2020 -21 - Rs. 14.63 Million p.a	In 2020- 21 - Rs. 3.57 Million p.a
	In 2021 -22 - Rs. 14.06 Million p.a.	In 2021-22 - Rs. 3.99 Million p.a
(3) Award & Recognition	Appointed as the Brand Ambassador by the Tea Board, Government of India in September, 2019. Elected as Vice Chairman of TRA in 2022 & he is the Vice Chairman of ITA since 2021.	N.A
(4) Job profile and his suitability	Mr Asthana has close to four decades of experience in tea industry and has held several important positions.	Mr. Mukherjee has over 25 years of experience in the field of in corporate finance, financial reporting, treasury management etc.

(5) Proposed Remuneration	As disclosed in the Explanatory Statement hereinabove.	As disclosed in the Explanatory Statement hereinabove
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):	The remuneration as proposed is comparable with that of other companies of similar size.	The remuneration as proposed is comparable with that of other companies of similar size.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Other than remuneration receivable as Managing Director & CEO, Mr. Asthana is not entitled to receive any other payment from the Company. Mr Asthana is not related to any other Director of the Company.	Other than remuneration receivable as Director (Finance) and CFO, Mr. Mukherjee is not entitled to receive any other payments from the Company. Mr. Mukherjee is not related to any other Director of the Company.

III. Other information:

(1) Reason of loss or inadequate profits:

There was a huge increase in labour wages and input costs of major items like coal, HSD, Fertilizers and Chemicals, affecting the profitability adversely. During the financial year there were incidents of adverse weather conditions and pest attacks in some of the estates, which reduced the overall production of crops. These factors adversely affected the profitability.

(2) Steps taken or proposed to be taken for improvement:

The Company endeavours to increase the productivity and improve the pest control management. Emphasis shall be given for quality production of tea. In the packet tea segment, the company shall focus more on premium category brands and explore newer territories to drive healthier bottom-line.

Place : Kolkata
Date : 2nd February, 2023

By Order of the Board
Arnab Chakraborty
Company Secretary
(Membership No. FCS 8557)