



GOODRICKE GROUP LIMITED

Registered Office :
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CIN-L01132WB1977PLC031054

15th September, 2020

To
The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

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Sub: PROCEEDINGS OF THE 44TH ANNUAL GENERAL MEETING

Dear Sir,

The 44th Annual General Meeting of the members of Goodricke Group Limited ("the Company") was convened and held on Tuesday, the 15th September, 2020 at 2:30 pm. held through audio visual means from its Registered office "Camellia House" 14 Gurusaday Road, Kolkata – 700019. The meeting was concluded at 3:15 PM (IST)

Pursuant to Article 45 of the Articles of Association of the Company and Secretarial Standard-2, Mr Peter John Field Chairman of the Board took the Chair.

The Chairman declared that the quorum was present and also confirmed that all the Directors were present. Thereafter the Chairman called the meeting to order.

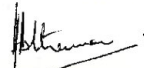
The Chairman delivered his speech.

Ordinary business and Special business as set out in Item Nos. 1 to 9 of the Notice convening the forty-fourth Annual General Meeting (AGM) were taken up and discussed in the meeting.

The Chairman gave opportunity to the Members who had registered themselves as Speakers to ask questions and seek clarifications on the Annual Report, which were then satisfactorily answered by the Managing Director

The Chairman informed that in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members were given facility of casting votes through remote e-voting as well to cast their vote on conclusion of the meeting, if not already done earlier. The remote e-voting started at 10 a.m. on Saturday, the 12th September, 2020 and ended at 5:00 p.m. on Monday, the 14th September, 2020.

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Managing Director

The Chairman informed the members that Mr Anjan Kumar Roy Practising Company Secretary, Kolkata (Membership No. 4557), was appointed as the scrutinizer for the purpose of scrutinizing the e-voting.

The following items of business as set out in the Notice of the forty-fourth AGM were transacted.

Ordinary Business

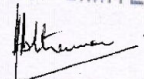
1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2020, and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Peter John Field, (Holding DIN 02634920) who retires by rotation and being eligible, offers himself for re-appointment.
3. 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.

Special Business

4. **"RESOLVED THAT** pursuant to the provisions of Section 188, 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), and Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 approval of the Company be and is hereby accorded to the re-appointment of Mr. Arjun Sengupta (holding DIN 00631842) as a Wholtime Director and Chief Financial Officer of the Company for a period of one (1) years commencing from 1st September 2020 till 31st August 2021 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting and approved by the Board of Directors, upon recommendation made by the Nomination and Remuneration Committee of the Board in accordance with Schedule V of the Companies Act 2013 and also approved by the Audit Committee of the Board in accordance with the Policy of the Company on related party transactions."

"RESOLVED FURTHER THAT the Board of Directors, including any Committee thereof, be and is hereby authorized to do and perform all such acts, deeds, matters and things and to take all such steps as may be considered necessary to give effect to the aforesaid resolution."
5. **"RESOLVED THAT** Mr. Yashpal Levin (holding DIN 07169755) who was re-appointed as an Additional Director of the Company w.e.f. 1st April, 2020 by the Board of Directors under provision of section 161 of the Companies Act 2013 and pursuant to the Article of Association of the Company and who holds such office upto the date of this Annual General Meeting of the Company, and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Companies Act 2013

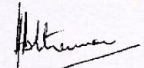
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Managing Director

proposing his candidature for the office of the Director of the Company be and is hereby appointed as a Director of the Company till 31st March 2021.”

6. **“RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 and all other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013 and the rules framed thereunder (including any modification(s) or re-enactment thereof for the time being in force) (“the Act”) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. R. Venkatraman (holding DIN 07119686) who was appointed as an Additional, Independent Director of the Company effective 8th November, 2019 by the Board in terms of the provisions of Section 161 of the Act and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Companies Act 2013 proposing his candidature for the office of the Director of the Company be and is hereby appointed as Independent Director not liable to retire by rotation and to hold office for a term of three (3) years effective 8th November, 2019.
7. **“RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 and all other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013 and the rules framed thereunder (including any modification(s) or re-enactment thereof for the time being in force) (“the Act”) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Dr. Rupali Basu (holding DIN 01778854) who was appointed as an Additional, Independent Director of the Company effective 25th June, 2020 by the Board in terms of the provisions of Section 161 of the Act and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Companies Act 2013 proposing his candidature for the office of the Director of the Company be and is hereby appointed as Independent Director not liable to retire by rotation and to hold office for a term of three (3) years effective 25th June, 2020
8. **“RESOLVED THAT** in terms of Section 148 of the Companies Act 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) 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, 2021 as approved by the Board of Directors based on the recommendation of the Audit Committee, the details of which are given in the Explanatory Statement in respect of this item of business be and is hereby ratified.”
- “RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”
9. **“RESOLVED THAT** consent of shareholders of the company be and is hereby accorded, pursuant to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, to the Board of Directors of the Company to pledge, mortgage, hypothecate

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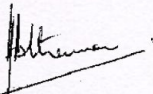
and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed Rs. 130.00 Crores (Rupees One hundred and thirty Crores only) at any time.”

“RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to finalise with Banks/Financial Institutions the documents for creating aforesaid mortgage and/or the charge and to do all such acts, deeds, matters and things as may be necessary, proper and expedient or incidental for giving effect to this resolution.”

All the resolutions as set out in the Notice of the forty-fourth AGM were passed by the members with requisite majority through remote e-voting and are deemed to be passed on the date of the Annual General Meeting, i.e. 15th September, 2020.

The Chairman informed the members that the results of e-voting along with the scrutinizer’s report shall be disseminated to BSE Limited and would be uploaded on the Company’s website at www.goodricke.com and on the website of NSDL at www.evoting.nsdl.com, the agency providing e-voting facility.

GOODRICKE GROUP LIMITED



ATUL ASTHANA

MANAGING DIRECTOR & CEO

(DIN: 00631932)