



# 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

25<sup>th</sup> March, 2022

To  
The Sr. General Manager  
Dept. of Corporate Services  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001

Uploaded In <http://listing.bseindia.com/>  
& [www.goodricke.com](http://www.goodricke.com)

CIN: L01132WB1977PLC031054

**BSE Scrip Code – 500166**

**Disclosure of Voting Results under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")**

**Ref:-Postal Ballot and E-Voting Notice dated 22<sup>nd</sup> February, 2022**

Dear Sir,

This has reference to our Notice dated 22<sup>nd</sup> February, 2022 with respect to the Postal Ballot and E-Voting for seeking approval of the shareholders of the Company with regard to the Special Resolutions contained in the Postal Ballot and E-voting Notice and in accordance with Regulation 44(3) of the SEBI Listing Regulations, we write to inform you that the Company had provided the facility of Postal Ballot and Remote eVoting to its shareholders as per the Register of Members as on the cut-off date, i.e. 18<sup>th</sup> February, 2022.

The Postal and remote e-Voting period was open from Wednesday, the 23<sup>rd</sup> February, 2022 at 9:00 am (IST) and ended on Thursday, 24<sup>th</sup> March, 2022 at 5:00 pm (IST) (both days inclusive). Accordingly, remote e-Voting by the shareholders has been carried out through the Postal Ballot and the Remote e-Voting processes. The afore-mentioned Remote e-Voting concluded on Thursday, 24<sup>th</sup> March, 2022 at 5:00 pm).

Pursuant to the requirements of Regulation 44(3) of the SEBI Listing Regulations, we enclose herewith the Voting Results in the prescribed format along with the Scrutinizer's Report dated 24<sup>th</sup> March, 2022 issued by Mr. Anjan Kumar Roy, Practicing Company Secretary (FCS-5684, CP-4557). Accordingly, the proposed Resolutions have been passed by the Members with requisite majority through Postal Ballot by remote evoting process. The results are available on the website of the Company at [www.goodricke.com](http://www.goodricke.com), the website of NSDL- Agency for providing the remote evoting facility and at the registered office of the Company.

Kindly take on record and oblige.

Yours faithfully,

**GOODRICKE GROUP LIMITED**

  
**S BANERJEE**  
(ACS- 4359)

**VICE PRESIDENT & COMPANY SECRETARY**

**GOODRICKE GROUP LIMITED**

Resolution-wise Figures of Regulation 44(3) of SEBI LODR Regulation 2015 pursuant to Postal Ballot ended on 24.03.2022

**RESOLUTION NO. "1" Remuneration of Mr. Atul Asthana, Managing Director & CEO**

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	27830	0	27830	0.50	24702	0	24702	88.76	3128	0	3128	11.24
<b>TOTAL</b>	<b>21600000</b>	<b>16011830</b>	<b>0</b>	<b>16011830</b>	<b>74.13</b>	<b>16008702</b>	<b>0</b>	<b>16008702</b>	<b>99.98</b>	<b>3128</b>	<b>0</b>	<b>3128</b>	<b>0.02</b>

**RESOLUTION NO. "2" Remuneration of Mr. A. Sengupta, Wholetime Director & CFO**

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	32830	0	32830	0.58	20684	0	20684	63.00	12146	0	12146	37.00
<b>TOTAL</b>	<b>21600000</b>	<b>16016830</b>	<b>0</b>	<b>16016830</b>	<b>74.15</b>	<b>16004684</b>	<b>0</b>	<b>16004684</b>	<b>99.92</b>	<b>12146</b>	<b>0</b>	<b>12146</b>	<b>0.08</b>

GOODRICKE GROUP LIMITED

*S. Bandyopadhyay*  
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

UDIN: F005684C003094616

**SCRUTINIZER'S REPORT**

Date: 24<sup>th</sup> March, 2022

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

**Sub: Scrutinizer's Report on "Voting through Postal Ballot by Electronic Means" from 23<sup>rd</sup> February, 2022 to 24<sup>th</sup> March, 2022, pursuant to the Notice of Postal Ballot issued by M/s. Goodricke Group Limited (CIN: L01132WB1977PLC031054) dated 5<sup>th</sup> February, 2022**

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 referred as "**the Company**") at their meeting held on 5<sup>th</sup> February, 2022, as the Scrutinizer, pursuant to Sections 108 and 110 of the Companies Act 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute Of Company Secretaries of India, to carry out the scrutiny of votes, in a fair and transparent manner, cast by the members of the Company through Postal Ballot conducted by way of electronic means (here in after referred as "**remote e-voting**") in respect of resolutions as mentioned in paragraph (C) of this report and as also contained in the Notice of Postal Ballot dated 5<sup>th</sup> February, 2022.

(B) I have conducted the scrutiny of the votes cast by the members of the Company through Postal Ballot conducted by way of electronic means, in respect of the resolutions mentioned below in paragraph (C) of this report pursuant to the provisions of Section 108 and Section 110 of the Companies Act 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015, and pursuant to the applicable regulations of the Securities and

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Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, Secretarial Standard on General Meetings (SS-2) issued by the Institute Of Company Secretaries of India in terms of Section 118 of the Companies Act, 2013 and also read with the General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, and 20/2021 dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 15<sup>th</sup> June, 2020, 28<sup>th</sup> September, 2020, 31<sup>st</sup> December, 2020, 23<sup>rd</sup> June, 2021, and 8<sup>th</sup> December, 2021 respectively issued by the Ministry of Corporate Affairs, Government of India. Accordingly, I submit my report hereunder:

- i. As per the information and documents provided to me, by the officers of the Company through E-mail, the Company has completed by 22<sup>nd</sup> February, 2022 the dispatch of the Notice of Postal Ballot dated 5<sup>th</sup> February, 2022 along with the Statement pursuant to Section 102 of the Companies Act, 2013, to the members of the Company, whose e-mail addresses are registered with the Company/Depositories/Registrar and Share Transfer Agent as on the cut – off date i.e. Friday, 18<sup>th</sup> February, 2022. Further, I have been informed by the officers of the Company and have personally verified that the relevant Notice of Postal Ballot has been placed on the website of the Company.
- ii. The Notice of Postal Ballot dated 5<sup>th</sup> February, 2022, mentioned *inter alia* that the item of business would be transacted by voting through Postal Ballot by Electronic means, the necessary facilities for Electronic voting process to be provided by the National Securities Depository Limited (here in after referred as “NSDL”).
- iii. I have been shown by the officers of the Company, the advertisement of Notice of Postal Ballot made on Wednesday, 23<sup>rd</sup> February, 2022 in newspapers being “**Business Standard**” (English daily, all editions) and “**Aajkal**” (Bengali daily, Kolkata edition) containing, inter alia, the following information:
  - a. Statement to the effect that the voting on resolutions proposed for consideration by the shareholders of the Company are to be transacted through Postal Ballot by way of electronic means.
  - b. Statement that the period of remote e-voting shall commence on Wednesday, 23<sup>rd</sup> February, 2022 at 09:00 A.M. (IST) and shall end on Thursday, 24<sup>th</sup> March, 2022 at 5:00 P.M. (IST).
  - c. Statement that the CUT-OFF date for determining eligibility to cast votes was Friday, 18<sup>th</sup> February, 2022.
  - d. Statement that the remote e-voting module shall be disabled for voting after 5:00 P.M. (IST) Thursday 24<sup>th</sup> March, 2022.
  - e. Contact details, in case of grievances/queries in respect of the Electronic voting.

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- iv. I have received through e-mail the relevant Board resolution passed by the Board of Directors of corporate shareholders of the Company authorizing person(s) to act and vote pursuant to section 113 of the Companies Act, 2013, on the resolutions mentioned in the Notice of Postal Ballot dated 5<sup>th</sup> February, 2022.
- v. The final data of voting through Postal Ballot by remote e-voting, containing the details of votes cast by remote e-voting mode has been downloaded by me at 5:18 P.M. (IST) on 24<sup>th</sup> March, 2022 from the portal of NSDL: [www.evoting.nsdl.com](http://www.evoting.nsdl.com), the agency which was appointed by the Company to provide and maintain and which provided and maintained the platform for Electronic voting.

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

**Item No. 1 Special Business, Special Resolution:**

**Remuneration of Mr. Atul Asthana, Managing Director & CEO**

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

Mode of Voting	No. of Voters (folios)	No. of votes cast (one share, one vote basis)	% of total no. of valid votes cast
Remote E-Voting	127	1,60,08,702	99.9805
Total	127	1,60,08,702	99.9805

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	28	3,128	0.0195
Total	28	3,128	0.0195

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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	1	6
Total	1	6

**Item No. 2 Special Business, Special Resolution:**

**Remuneration of Mr. A. Sengupta, Wholetime Director & CFO**

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	126	1,60,04,684	99.9242
Total	126	1,60,04,684	99.9242

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	29	12,146	0.0758
Total	29	12,146	0.0758

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UDIN: F005684C003094616

iii) **Invalid Votes:**

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

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

**Company Secretaries**

**Anjan  
Kumar Roy**

Digitally signed by  
Anjan Kumar Roy  
Date: 2022.03.24  
18:16:22 +05'30'

**ANJAN KUMAR ROY**

**FCS 5684**

**CP 4557**

**UDIN: F005684C003094616**

**Peer Review Certificate No.: 869/2020**

*Scrutinizer for and in respect of the "Voting through Postal Ballot by Electronic Means" of M/s. Goodricke Group Limited, pursuant to Notice of Postal Ballot dated 5<sup>th</sup> February, 2022.*