



## 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](mailto:goodricke@goodricke.com)  
visit us at : [www.goodricke.com](http://www.goodricke.com)  
CIN-L01132WB1977PLC031054

28<sup>th</sup> July, 2023

To  
BSE Limited  
The Corporate Relationship Department  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400 001

**BSE Scrip Code : 500166**

Dear Sir

**Subject : Voting Results and Scrutinizer Report of the 47<sup>th</sup>  
Annual General Meeting of the Company**

This is in continuation of our Outcome dated 28<sup>th</sup> July, 2023, regarding the 47<sup>th</sup> Annual General Meeting (AGM) of the Company, which was duly convened and held on Thursday, 27<sup>th</sup> July, 2023. Please find enclosed herewith :

1. The Voting Results in terms of the provision of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Annexure-I); and
2. The Scrutinizer's Report on the "Remote E-voting" and "E-voting at the AGM" dated 27<sup>th</sup> July, 2023 (Annexure II).

We request you to take the information on record and disseminate the same on your website.

Thanking you

Yours faithfully,

**GOODRICKE GROUP LIMITED**

**ARNAB CHAKRABORTY**  
**COMPANY SECRETARY**  
*(Mem. No. FCS-8557)*

Enc : As above

### Resolution(1)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of the Audited Financial Statements of the Company for the financial year ended 31 st March2023, and the Reports of the Board of Directors and the Auditors thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15984000	15984000	100	15984000	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		15984000	15984000	100	15984000	0	100
Public-Institutions	E-Voting	1115	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1115	0	0	0	0	0
Public- Non Institutions	E-Voting	5614885	76198	1.3571	36191	40007	47.496	52.504
	Poll							
	Postal Ballot (if applicable)							
	Total		5614885	76198	1.3571	36191	40007	47.496
Total		21600000	16060198	74.3528	16020191	40007	99.7509	0.2491
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



## Resolution(2)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mrs. Susan Ann Walker (DIN 0722592), who retires by rotation and being eligible, offers herself for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15984000	15984000	100	15984000	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	15984000	15984000	100	15984000	0	100	0
Public- Institutions	E-Voting	1115	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	1115	0	0	0	0	0	0
Public- Non Institutions	E-Voting	5614885	76198	1.3571	36171	40027	47.4697	52.5303
	Poll							
	Postal Ballot (if applicable)							
	Total	5614885	76198	1.3571	36171	40027	47.4697	52.5303
Total		21600000	16060198	74.3528	16020171	40027	99.7508	0.2492
				Whether resolution is Pass or Not. Yes				
				Disclosure of notes on resolution				



### Resolution(3)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Dr. (Mrs.) Rupali Basu, (DIN 07119686) as an Independent Director of the Company for the second tenure of 5 years effective 25th June, 2023 till 24th June 2028				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15984000	15984000	100	15984000	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	15984000	15984000	100	15984000	0	100	0
Public-Institutions	E-Voting	1115	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	1115	0	0	0	0	0	0
Public- Non Institutions	E-Voting	5614885	76198	1.3571	36169	40029	47.4671	52.5329
	Poll							
	Postal Ballot (if applicable)							
	Total	5614885	76198	1.3571	36169	40029	47.4671	52.5329
Total		21600000	16060198	74.3528	16020169	40029	99.7508	0.2492
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(4)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To approve the remuneration payable to Cost Auditors for the FY 2023-24					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15984000	15984000	100	15984000	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		15984000	15984000	100	15984000	0	100
Public-Institutions	E-Voting	1115	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1115	0	0	0	0	0
Public- Non Institutions	E-Voting	5614885	76198	1.3571	36189	40009	47.4934	52.5066
	Poll							
	Postal Ballot (if applicable)							
	Total		5614885	76198	1.3571	36189	40009	47.4934
Total		21600000	16060198	74.3528	16020189	40009	99.7509	0.2491
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



# ANJAN KUMAR ROY & CO

COMPANY SECRETARIES

A Peer Reviewed Firm

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

UDIN: F005684E000686386

## SCRUTINIZER'S REPORT

Date: 28<sup>th</sup> July, 2023

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

**Sub: Scrutinizer's Report on the "Remote Electronic Voting" and "Electronic Voting during the Annual General Meeting", in respect of the resolutions mentioned in the notice of 47<sup>th</sup> Annual General Meeting of M/s. Goodricke Group Limited (CIN: L01132WB1977PLC031054), held on 27<sup>th</sup> July, 2023 through Video Conference / Other Audio-Visual Means.**

Dear Sir,

(A) I, Anjan Kumar Roy (FCS: 5684 and C.P. No.: 4557), Proprietor of M/s. ANJAN KUMAR ROY & CO., Company Secretaries, GR-1, Gouri Bhaban, 28A, Gurupada Halder Road, Kolkata-700026, have been appointed, as the Scrutinizer by the Board of Directors of M/s. **Goodricke Group Limited** (here in after to be referred as "**the Company**") vide the resolution passed at their meeting held on 25<sup>th</sup> May, 2023, pursuant to Section 108 of the Companies Act 2013 ("**the Act**"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015 ("**the Rules**"), and pursuant to the Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("**the SEBI LODR**"), to carry out the scrutiny of the votes in a fair and transparent manner cast by the members of the Company 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 resolutions set forth in the notice of the 47<sup>th</sup> Annual General Meeting of the Company, held on 27<sup>th</sup> July, 2023 (here in after to be referred as "**AGM**").

(B) The aforesaid AGM has been held through Video Conference / Other Audio-Visual Means, without the physical presence of members, pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015, Secretarial Standards on

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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, dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020, dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022, dated December 28, 2022 (collectively referred to as "MCA Circulars") which allowed, inter-alia, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM") on or before 30 September 2023. I have conducted the scrutiny of the votes cast by the members of the Company through "Remote E – Voting" and "E- Voting during the AGM", in respect of the resolutions no. 1 to 4, as mentioned below in paragraph (C) of this report. Accordingly, I submit my report hereunder:

- i. As per the information and documents provided to me by the officers of the Company, the Company has completed by 28<sup>th</sup> June, 2023 the dispatch of the relevant Notice of AGM dated 25<sup>th</sup> May, 2023 electronically along with statement setting out material facts under Section 102 of the Companies Act, 2013, convening the AGM, to the members of the Company. Further, I have been informed by the officers of the Company and have personally verified that the relevant Notice of the said AGM has been placed on the website of the Company.
- ii. The relevant Notice of the said AGM, mentioned *inter alia*, that the business would be transacted through Video Conference / Other Audio Visual Means at the said AGM and the necessary facilities for Remote E-voting and E-voting during the AGM would be provided by the National Securities Depository Limited (here in after to be referred as "NSDL")
- iii. I have been shown by the officers of the Company, the advertisements made on 30<sup>th</sup> June, 2023 in newspapers being "Business Standard" (English daily, all editions) 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 Conference / Other Audio Visual Means.
  - b. Statement that the period of Remote E- Voting shall start from 9.00 A.M. on 24<sup>th</sup> July, 2023 and shall end at 5.00 P.M. on 26<sup>th</sup> July, 2023.
  - c. Statement that the CUT OFF date for determining eligibility to cast vote by the members of the Company is 20<sup>th</sup> July, 2023 and such persons who are 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 during 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 module shall not be allowed by NSDL beyond 5.00 P.M on 26<sup>th</sup> July, 2023.

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- f. Statement that facility to cast vote by Remote E-Voting has been provided by 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 .
- iv. That to the best of my understanding the Remote E - Voting was open from 9.00 A.M. on 24<sup>th</sup> July, 2023 to 5.00 P.M. on 26<sup>th</sup> July, 2023.
- v. That to the best of my understanding the Remote E- Voting facility in respect of the aforesaid AGM of the Company at the portal i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com), where Remote E- Voting facility was provided, was blocked after 5.00 P.M. on 26<sup>th</sup> July, 2023.
- vi. The AGM was concluded at 3:18 PM on 27<sup>th</sup> July, 2023. A facility to cast vote by E-voting was provided to those members, who were present in the said AGM through Video Conference or Other Audio-Visual Means and had not cast their vote on the resolutions through Remote E-Voting and such facility was available upto 30 minutes after the conclusion of the aforesaid AGM.
- vii. That the data of Remote E-Voting and E- Voting at portal [www.evoting.nsdl.com](http://www.evoting.nsdl.com) was unblocked by me at 3:55 PM on 27<sup>th</sup> July, 2023, that is after the E- Voting at the aforesaid AGM was completed. The said E- Voting data was unblocked by me in the presence of the following persons;
- a. Bindiya Kumari
- b. Indrajit Majumdar
- who are not in the employment of the Company.
- viii. The results of Remote E- Voting, containing the detail of votes cast by Remote E - Voting mode and E Voting at 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.
- ix. 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 Act, on the resolutions mentioned in the Notice.

(A) That the details of voting, through Remote E – Voting and E- Voting at the AGM, in respect of the said 4 resolutions as set out in the Notice of AGM, are as hereunder:

ORDINARY BUSINESS:

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UDIN: F005684E000686386

## Item No. 1- ORDINARY BUSINESS, ORDINARY RESOLUTION:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2023 and the Reports of the Board of Directors and the Auditors thereon.

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

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	94	1,59,93,051	99.5819
E - voting at the AGM	2	27,140	0.1690
Total	96	1,60,20,191	99.7509

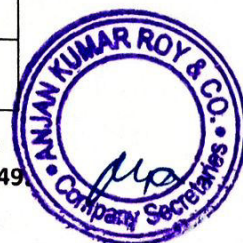
### ii. Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	8	40,007	0.2491
E - voting at the AGM	-	-	-
Total	8	40,007	0.2491

### iii. Invalid Votes:

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

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UDIN: F005684E000686386

## Item No. 2- ORDINARY BUSINESS, ORDINARY RESOLUTION:

To appoint a Director in place of Mrs. Susan Ann Walker (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)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	92	1,59,93,031	99.5818
E - voting at the AGM	2	27,140	0.1690
Total	94	1,60,20,171	99.7508

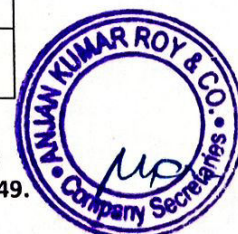
### ii. Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	10	40,027	0.2492
E - voting at the AGM	-	-	-
Total	10	40,027	0.2492

### iii. Invalid Votes:

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

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## SPECIAL BUSINESS

### Item No. 3- SPECIAL BUSINESS, SPECIAL RESOLUTION:

Reappointment of Dr. (Mrs.) Rupali Basu, (DIN 01778854) whose term ends on 24th June, 2023 as an Independent Director of the company for another term of five continuous years effective from 25th June, 2023 till 24th June 2028.

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

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	91	1,59,93,029	99.5818
E - voting at the AGM	2	27,140	0.1690
Total	93	1,60,20,169	99.7508

ii. Voted **against** the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	11	40,029	0.2492
E - voting at the AGM	-	-	-
Total	11	40,029	0.2492

iii. **Invalid** Votes:

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

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UDIN: F005684E000686386

## Item No. 4- SPECIAL BUSINESS,ORDINARY RESOLUTION:

Ratification of remuneration payable to M/s. Shome & Banerjee, Cost Auditors of the Company for the financial year ending 31<sup>st</sup> March, 2024.

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

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	92	1,59,93,049	99.5819
E – voting at the AGM	2	27,140	0.1690
Total	94	1,60,20,189	99.7509

### ii. Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Share, one vote basis)	% of total number of valid votes cast
Remote E- voting	10	40,009	0.2491
E – voting at the AGM	-	-	-
Total	10	40,009	0.2491



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iii. Invalid Votes:

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

FOR, ANJAN KUMAR ROY & CO.

Company Secretaries

  
ANJAN KUMAR ROY

FCS 5684

CP 4557

UDIN: F005684E000686386

Peer Review Certificate No.: 869/2020

