



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

29th July, 2022

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

Scrip Code: 500166

Sub: Regulation 44 of SEBI- LODR 2015

Dear Sir,

The Annual General Meeting of the Company was held on Wednesday 27th July, 2022, through audio visual means at Kolkata and all the Resolutions contained in the Notice convening the meeting were voted upon by remote e voting.

Mr. Anjan Kumar Roy FCS of M/s Anjan Kumar Roy & Company, Practicing Company Secretaries, Membership No F5684 and COP No 4557 was appointed the Scrutinizer and he has submitted his Report to the Chairman of the Company.

Pursuant to Regulation 44, we hereby enclose the Voting Results in the prescribed format and Scrutinizers Report for your information and record.

Yours faithfully,

GOODRICKE GROUP LIMITED

S. Bandyopadhyay

VICE PRESIDENT & COMPANY SECRETARY

Encl: a/a

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GOODRICKE GROUP LIMITED

Resolution-wise Figures of Regulation 44(3) of SEBI LODR Regulation 2015 pursuant to 46th Annual General Meeting held on 27.09.2022

RESOLUTION NO. "1"

CATEGORY	TOTAL HOLDING	Total Vote Cast				Votes In favour				Votes Against			
		e-Voting A1	Ballot A2	Total A3 (A1+A2)	% on Total Outstanding Shares	e-Voting B1	Ballot B2	Total B3 (B1+B2)	% on Total Outstanding Shares	e-Voting C1	Ballot C2	Total C3 (C1+C2)	% on Total Outstanding Shares
Promoter /Promoter Group	15984000	15984000	0	15984000	100.00	15984000	0	15984000	100.00	0	0	0	0.00
Public -Institution	5368	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00
Public-Non Institution	5610632	9829	0	9829	0.18	76018	0	9423	95.87	406	0	406	4.13
TOTAL	21600000	15993829	0	15993829	74.05	16060018	0	15993423	100.00	406	0	406	0.00

RESOLUTION NO. "2"

CATEGORY	TOTAL HOLDING	Total Vote Cast				Votes In favour				Votes Against			
		e-Voting A1	Ballot A2	Total A3 (A1+A2)	% on Total Outstanding Shares	e-Voting B1	Ballot B2	Total B3 (B1+B2)	% on Total Outstanding Shares	e-Voting C1	Ballot C2	Total C3 (C1+C2)	% on Total Outstanding Shares
Promoter /Promoter Group	15984000	15984000	0	15984000	100.00	15984000	0	15984000	100.00	0	0	0	0.00
Public -Institution	5368	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00
Public-Non Institution	5610632	9829	0	9829	0.18	9423	0	9423	95.87	406	0	406	4.13
TOTAL	21600000	15993829	0	15993829	74.05	15993423	0	15993423	100.00	406	0	406	0.00

RESOLUTION NO. "3"

CATEGORY	TOTAL HOLDING	Total Vote Cast				Votes In favour				Votes Against			
		e-Voting A1	Ballot A2	Total A3 (A1+A2)	% on Total Outstanding Shares	e-Voting B1	Ballot B2	Total B3 (B1+B2)	% on Total Outstanding Shares	e-Voting C1	Ballot C2	Total C3 (C1+C2)	% on Total Outstanding Shares
Promoter /Promoter Group	15984000	15984000	0	15984000	100.00	15984000	0	15984000	100.00	0	0	0	0.00
Public -Institution	5368	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00
Public-Non Institution	5610632	9829	0	9829	0.18	9371	0	9371	95.34	458	0	458	4.66
TOTAL	21600000	15993829	0	15993829	74.05	15993371	0	15993371	100.00	458	0	458	0.00

GOODRICKE GROUP LIMITED

S. Bhatia
Vice President & Company Secretary

RESOLUTION NO. "4"

CATEGORY	TOTAL HOLDING	Total Vote Cast				Votes In favour				Votes Against			
		e-Voting A1	Ballot A2	Total A3 (A1+A2)	% on Total Outstanding Shares	e-Voting B1	Ballot B2	Total B3 (B1+B2)	% on Total Outstanding Shares	e-Voting C1	Ballot C2	Total C3 (C1+C2)	% on Total Outstanding Shares
Promoter /Promoter Group	15984000	15984000	0	15984000	100.00	15984000	0	15984000	100.00	0	0	0	0.00
Public -Institution	5368	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00
Public-Non Institution	5610632	9829	0	9829	0.18	9356	0	9356	95.19	473	0	473	4.81
TOTAL	21600000	15993829	0	15993829	74.05	15993356	0	15993356	100.00	473	0	473	0.00

RESOLUTION NO. "5"

3

CATEGORY	TOTAL HOLDING	Total Vote Cast				Votes In favour				Votes Against			
		e-Voting A1	Ballot A2	Total A3 (A1+A2)	% on Total Outstanding Shares	e-Voting B1	Ballot B2	Total B3 (B1+B2)	% on Total Outstanding Shares	e-Voting C1	Ballot C2	Total C3 (C1+C2)	% on Total Outstanding Shares
Promoter /Promoter Group	15984000	15984000	0	15984000	100.00	15984000	0	15984000	100.00	0	0	0	0.00
Public -Institution	5368	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00
Public-Non Institution	5610632	9829	0	9829	0.18	9423	0	9423	95.87	406	0	406	4.13
TOTAL	21600000	15993829	0	15993829	74.05	15993423	0	15993423	100.00	406	0	406	0.00

GOODRICKEGROUP LIMITED

S. Bandy
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: F005684D000695406

SCRUTINIZER'S REPORT

Date: 27th July, 2022

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 46th Annual General Meeting of M/s. Goodricke Group Limited (CIN: L01132WB1977PLC031054), held on 27th July, 2022 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 having CIN: L01132WB1977PLC031054 (here in after to be referred as "the Company") vide the resolution passed at their meeting held on 26th May, 2022, 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 applicable provisions 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 casted 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 46th Annual General Meeting of the Company, held on 27th July, 2022 (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 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 Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 and General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, and 3/2022 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, and 5th May, 2022 respectively issued by the Ministry of Corporate Affairs, Government of India. 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 5, as mentioned below in paragraph (C) of this report. Accordingly, I submit my report hereunder:

Office Address: GR 1, Gouri Bhaban, 28A Gurupada Halder Road, Kolkata- 700026. E-mail: akroyco@yahoo.co.in/anjanroy_2003@yahoo.co.in Land Line: 033 2475 0112. Mobile Ph Nos. 9830201949/9831891949.



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- i. As per the information and documents provided to me by the officers of the Company, the Company has completed by 1st July, 2022 the dispatch of the relevant Notice of AGM dated 26th May, 2022 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 2nd July, 2022 in newspapers being "**Business Standard**" (English) and "**Aajkal**" (Bengali) 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 10.00 A.M. (IST) on 24th July, 2022 and shall end at 5.00 P.M. (IST) on 26th July, 2022.
 - c. Statement that the CUT OFF date for determining eligibility to cast vote by the members of the Company is 20th July, 2022 and they are 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 shall not be allowed beyond 5.00 P.M (IST) on 26th July, 2022.
 - f. Statement that the members may cast their votes using the electronic voting system of NSDL from any remote place ('remote e-voting').
 - g. Website address of the Company and of the NSDL where Notice of the said AGM has been displayed.
 - h. Contact details, in case of grievances/queries.

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- iv. That to the best of my understanding the Remote E - Voting was open from 10.00 A.M. on 24th July, 2022 to 5.00 P.M. (IST) on 26th July, 2022.
- v. That to the best of my understanding the portal i.e., www.evoting.nsdl.com, where Remote E - Voting process was provided, was blocked after 5.00 P.M. (IST) on 26th July, 2022.
- vi. 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.
- vii. That the said Remote E - voting at portal www.evoting.nsdl.com was unblocked by me at 3.55 P.M. (IST) on 27th July, 2022, that is after the E- Voting during the aforesaid AGM was completed and counted. The said Remote E - voting was unblocked by me in the presence of the following persons;
- a. Gyanendra Nahar
- b. Kajol Modi
- 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 during the AGM has been downloaded from the aforesaid portal of NSDL, the agency which was appointed by the Company to provide and maintain and which provided and maintained the platform for Remote E - Voting and E – Voting during the AGM.
- 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.
- (C) That the details of voting, through Remote E – Voting and E- Voting during the AGM, in respect of the said 5 resolutions as set out in the Notice of AGM, are as hereunder:



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ORDINARY BUSINESS:

Item No. 1- ORDINARY BUSINESS, ORDINARY RESOLUTION:

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended on 31st March, 2022, 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	90	1,59,93,423	99.9975
E - voting during the AGM	-	-	-
Total	90	1,59,93,423	99.9975

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	3	406	0.0025
E - voting during the AGM	-	-	-
Total	3	406	0.0025

iii. Invalid Votes:

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

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Item No. 2- ORDINARY BUSINESS, ORDINARY RESOLUTION:

To declare Dividend for the financial year ended 31st March, 2022.

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	90	1,59,93,423	99.9975
E - voting during the AGM	-	-	-
Total	90	1,59,93,423	99.9975

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	3	406	0.0025
E - voting during the AGM	-	-	-
Total	3	406	0.0025

iii. **Invalid** Votes:

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



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Item No. 3- ORDINARY BUSINESS, ORDINARY RESOLUTION:

To appoint a Director in place of Mr. P J Field (holding DIN: 02634920) who retires by rotation and being eligible, offers himself 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	88	1,59,93,371	99.9971
E - voting during the AGM	-	-	-
Total	88	1,59,93,371	99.9971

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	5	458	0.0029
E - voting during the AGM	-	-	-
Total	5	458	0.0029

iii. **Invalid** Votes:

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



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SPECIAL BUSINESS:

Item No. 4- SPECIAL BUSINESS, SPECIAL RESOLUTION:

To re-appoint Mr. R. Venkatraman (holding DIN: 07119686) Independent Director of the Company, whose term ends on 7th November, 2022 be and is hereby re-appointed as an Independent Director for another term of five (5) years effective from 8th November, 2022 to 7th November, 2027.

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	87	1,59,93,356	99.9970
E - voting during the AGM	-	-	-
Total	87	1,59,93,356	99.9970

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	6	473	0.0030
E - voting during the AGM	-	-	-
Total	6	473	0.0030

iii. **Invalid** Votes:

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

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Item No. 5- SPECIAL BUSINESS, ORDINARY RESOLUTION:

Ratification of remuneration of M/s. Shome & Banerjee, Cost Auditors of the Company for the financial year ending 31st March, 2023.

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	90	1,59,93,423	99.9975
E – voting during the AGM	-	-	-
Total	90	1,59,93,423	99.9975

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	3	406	0.0025
E – voting during the AGM	-	-	-
Total	3	406	0.0025



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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 during the AGM	-	-
Total	-	-

FOR, ANJAN KUMAR ROY & CO.

Company Secretaries


ANJAN KUMAR ROY

FCS 5684

CP 4557

UDIN: F005684D000695406

Peer Review Certificate No.: 869/2020

Scrutinizer for and in respect of the Remote E – Voting and E- Voting during the 46th AGM held on 27th July, 2022, of M/s. Goodricke Group Limited.

