



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

22nd February, 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

Scrip Code:500166

Sub:- Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (referred to as "SEBI Listing Regulations") – Submission of the Postal Ballot Notice

Dear Sir,

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find enclosed herewith the electronic copy of the Postal Ballot Notice together with a Statement for seeking approval of the Shareholders of Goodricke Group Limited, which is being sent only through electronic mode to the shareholders of the Company, on the following Special Resolutions as set out in the said Postal Ballot Notice, through remote e-Voting:-,

1. Remuneration of Mr Atul Asthana (DIN 00631932) Managing Director & CEO
2. Remuneration of Mr. Arjun Sengupta (DIN 00631842) Wholetime Director & CFO

The remote e-Voting period will start from Wednesday, the 23rd February, 2022 at 9:00 am(IST) and will end on Thursday, 24th March, 2022 at 5:00 pm (IST) (both days inclusive). The e-voting module shall be disabled by National Securities Depository Limited (NSDL) for voting thereafter. In compliance with the requisite circulars issued by Ministry of Corporate Affairs, the Notice of the Postal Ballot is being sent by electronic mode only to those Shareholders whose names appeared in the Register of Members / List of beneficial Owners as maintained by the Company / Depositories / Registrar and Share Transfer Agent ('RTA') respectively, at the close of business hours on Friday, 18th February, 2022 ('Cut-off date') and whose e-mail addresses registered with the Company | RTA | Depositories. In this regard, the Company has provided the facility to exercise voting rights on the businesses provided in the Postal Ballot Notice by electronic means by using electronic facility (remote e-voting) provided by NSDL. The said Postal Ballot Notice is also being uploaded in the Company website at www.goodricke.com.

You are requested to take the same on record.

Yours faithfully,

GOODRICKE GROUP LIMITED


VICE PRESIDENT & COMPANY SECRETARY

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

POSTAL BALLOT NOTICE TO THE SHAREHOLDERS OF THE COMPANY

[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]

Notice is hereby given to the Shareholders 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, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020 and Circular No. 10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 8, 2021 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, 18th February 2022. 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 Thursday, 24th March, 2022 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 BUSINESSES :

Item No. 1 :

AS A SPECIAL RESOLUTION :

Remuneration of Mr. Atul Asthana, Managing Director & CEO

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

"Resolved that the Board of Directors of Goodricke Group Limited (CIN L01132wb1977PLC031054) ("Company") be and is hereby authorised to pay remuneration upto Rs. 150 lacs to Mr. Atul Asthana, Managing Director & CEO holding (DIN-00631932) for the period 1st April, 2021 to 31st March, 2022 which was approved by Nomination and Remuneration Committee of the Company in its meeting held on 5th February, 2022 and by the Board of Directors of the Company in the meeting held on 5th February, 2022, in accordance with the provisions of sections 196, 197, 198 and Schedule V of the Companies Act, 2013 in case of inadequacy of profit in the financial year ending 31st March, 2022 and in case the above remuneration exceeds the limit mentioned in Schedule V Part-II Section-II Table-A and Table-B of the Companies Act, 2013".

"Resolved further that Mr. S. Banerjee, Vice President & 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 :

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

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

“Resolved that the Board of Directors of Goodricke Group Limited (CIN L01132wb1977PLC031054) (“Company”) be and is hereby authorised to pay remuneration upto Rs. 75 lacs to Mr. A. Sengupta, Wholetime Director & CFO holding (DIN-00631842)) for the period 1st April, 2021 to 31st August, 2021 which was approved by Nomination and Remuneration Committee of the Company in its meeting held on 5th February, 2022 and by the Board of Directors of the Company in the meeting held on 5th February, 2022, in accordance with the provisions of sections 196, 197, 198 and Schedule V of the Companies Act, 2013 in case of inadequacy of profit in the financial year ending 31st March, 2022 and in case the above remuneration exceeds the limit mentioned in Schedule V Part-II Section-II Table-A and Table-B of the Companies Act, 2013”.

“Resolved further that Mr. S. Banerjee, Vice President & 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

**S. BANERJEE
Vice President &
Company Secretary
(Membership No. ACS 4359)**

Place : Kolkata

Date : 5th February, 2022

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(es) mentioned in the Postal Ballot Notice is annexed herewith and forms part of this Postal Ballot Notice.**
2. As per the MCA Circulars and in view of the prevailing COVID-19 pandemic situation, 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 upto 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 Wednesday, 23rd February, 2022 at 9:00 A.M. (IST) and will end on Thursday, 24th March, 2022 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., Friday, 18th February, 2022 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. Friday, 18th February, 2022 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. S. Banerjee, Vice President & Company Secretary at Email: subrata@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 subrata@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(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.
 - 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 Friday, 18th 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 evoting, 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 Thursday, 24th March, 2022, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make scrutinizer's report within the prescribed time. 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 Thursday, 24th March, 2022, 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 Friday, 18th February 2022 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 on Wednesday, 23rd February 2022 at 9:00 am (IST) and ends on Thursday, 24th March 2022 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. Friday, 18th February, 2022 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.	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'

	<p>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 .</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 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 Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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. 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.

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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.</p>
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.

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 akroy@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 subrata@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 subrata@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.

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 an ordinary or 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, 2022, 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.

The details of terms of appointment and remuneration payable to Mr. Atul Asthana, Managing Director & CEO for the period 1st April 2021 to 31st March 2026 despite inadequacy or absence of profits is as under:

Period	1st April, 2021 to 31st March 2026
Remuneration	<p>Basic Salary :Rs. 5,94,000/- per month. (In the scale of Rs. 5,94,000/- to Rs. 8,00,000/- 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. 5,94,000/- to Rs. 8,00,000/- per month)</p>
Other Terms	<p>Commission – As may be approved by the Board of Directors subject to the overall limits to the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 on recommendation of Nomination & Remuneration Committee.</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</p>

	<p>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	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.
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. Atul Asthana is concerned or interested in this appointment.
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.

In the event of inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in this financial year Mr. Atul Asthana shall be entitled to a minimum remuneration comprising salary, perquisites and benefits as detailed above subject to such revisions as may be approved by the Board from time to time. It may be noted that the remuneration proposed to be paid to Mr. Atul Asthana is same as was approved by the members of the Company at their 45th AGM. Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No.1 is annexed hereto. Other than Mr. Atul Asthana, none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in the above Resolution. Pursuant to the recommendations of Nomination and Remuneration Committee, Audit Committee, your Directors recommend the Resolution set out in Item No.1 as a Special Resolution for your approval.

Brief Resume: 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:-

(` in Million)

Year ended	31st March, 2019	31st March, 2020	31st March , 2021
Gross Revenue	7487.88	7913.53	8915.61
Profit/ Loss before Tax	256.60	126.93	262.18
Profit/ Loss after Tax	94.94	163.21	195.28
Total Comprehensive Income	113.48	49.76	183.18

- (5) Foreign investments or collaborations, if any: As on 31st March, 2021 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
Date of Birth/Age (Years)	2 nd January, 1962 (60 years)
Date of Appointment as Director	1 st April 2018
Qualification	BSc Engineering (Mechanical)
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.
Shareholding in the Company	6
No. of Board Meetings Attended	Mr Asthana has attended 15 Board Meetings.
Other Directorship, Membership Chairmanship of Committees	a. Director- Stewart Holl (India) Limited Elgin Investments & Trading Limited Goodricke Technical & Management Services Limited Borbam Investments Limited
	b. Committee Member- Corporate Social Responsibility, Goodricke Group Limited Stakeholder's Relationship Committee, Goodricke Group Limited Audit Committee- Stewart Holl (India) Limited
Relationship with other Directors and Key Managerial Personnel	Mr Asthana is not related to any other Director or Key Managerial Personnel of the Company.

(2) Past Remuneration	
2018-19	Rs. 16.88 Million per annum
2019-20	Rs. 14.69 Million per annum
2020-21	Rs. 17.81 Million per annum

(3) Award & Recognition- Appointed as the Brand Ambassador by the Tea Board, Government of India in September, 2019. Elected Additional Chairman of TRA in 2020 & Vice ChairmanITA in 2022.

(4) Job profile and his suitability: Mr Asthana has close to four decades of experience in tea industry and has held several important positions.

(5) Remuneration : 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.

(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.

III. Other information:

(1) Reason of loss or inadequate profits:

The large part of the year has seen disruptive working conditions due to the restrictions imposed in the wake to COVID-19 as a result the planation suffered major losses. Severe drought at the starting of the season followed by excessive rain resulted in unfavourable growing condition adversely effecting the crop. There was a huge increase in wages notified by the Government at the beginning of the season which was unforeseen. The input costs of major items coal, HSD Fertilizers and Chemicals also went up considerably. These three factors adversely affected the profitability.

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

The Company plans to consolidate the Crop by increasing the productivity and also increase supervision to improve agricultural practices in field. To consolidate on the quality of produce and remain at top position. This will ensure an overall improvement in the bottom line.

(3) Thrust is also being made on the Consumer division to add a few more Brands which can sell better in the given market. This will also increase volumes of sales.

The Special Resolution set out in Item No.1 of the Convening Notice has to be considered accordingly and the Board recommends its acceptance. 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 Convening Notice.

Item No. 2

The Members of the Company at the 44th Annual General Meeting held on 15th September, 2020 had appointed Mr. Arjun Sengupta as Wholetime Director & CFO of the Company effective from 1st September 2020 for a period of one year up to 31st August, 2021. 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 be subject to certain conditions including the passing of an ordinary or 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 to 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, 2022, the profits of the Company may not be adequate and therefore the remuneration payable to the Wholetime Director & CFO would exceed the limits prescribed under the relevant provisions of the Companies Act, 2013.

The details of terms of appointment and remuneration payable to Mr. Arjun Sengupta, Wholetime Director & CFO from 1st September 2020 for a period of one year up to 31st August, 2021 despite inadequacy or absence of profits is as under:

Period	1st September 2020 to 31st August 2021
Remuneration	Basic Salary: Rs 3,35,000/- per month from 1.9.2020
Other Terms	Commission - As may be approved by the Board of Directors subject to the overall limits of the total managerial remuneration

	as provided under Section 197 of the Companies Act, 2013 on recommendation of Nomination & Remuneration Committee
Perquisites	<p>a. 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>b. 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>c. Education Allowance - as per rules of the Company.</p> <p>d. 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>
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
Minimum Remuneration	In case of loss or inadequacy of profit in any year during the tenure of the Wholtime Director & 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.
Termination of Appointment	The appointment may be terminated by either party giving three months' prior notice.
Memorandum of Interest	None of the directors except Mr. Arjun Sengupta is concerned or interested in this appointment
Duties	Mr. Sengupta, 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.

In the event of inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in this financial year Mr. Arjun Sengupta shall be entitled to a minimum remuneration comprising salary, perquisites and benefits as detailed above subject to such revisions as may be approved by the Board for the period 1st September, 2020 to 31st August, 2021. It may be noted that the remuneration proposed to be paid to Mr. Arjun Sengupta is same as was approved by the members of the Company at their 44th AGM. Proportionate share of remuneration for the number of months in the given financial year 2021-22 served by Mr Arjun Sengupta requires a special resolution to be passed. Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No.2 is annexed hereto. Other than Mr. Arjun Sengupta, none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in the above Resolution. Pursuant to the recommendations of Nomination and Remuneration Committee, Audit Committee, your Directors recommend the Resolution set out in Item No.2 as a Special Resolution for your approval.

Brief Resume: 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:-

(` in Million)

Year ended	31st March, 2019	31st March, 2020	31st March , 2021
Gross Revenue	7487.88	7913.53	8915.61
Profit/ Loss before Tax	256.60	126.93	262.18
Profit/ Loss after Tax	94.94	163.21	195.28
Total Comprehensive Income	113.48	49.76	183.18

- (5) Foreign investments or collaborations, if any: As on 31st March, 2021 foreign investment was 15984000 equity shares of Rs. 10/- each in the Company.

II. Information about the appointee:

- (1) Back ground Details/Brief Resumé:

Name of Director	Arjun Sengupta
Date of Birth/Age (Years)	5 th December 1957 (64 years)
Date of Appointment as Director	1 st September 2017
Qualification	Chartered Accountant
Expertise and experience in specific	Mr Sengupta has indepth knowledge of finance and accounts
Shareholding in the Company	6 shares
No. of Board Meetings Attended	Mr Sengupta has attended 16 Board Meetings.

Other Directorship, Membership Chairmanship of Committees	NIL
	NIL
Relationship with other Directors and Key Managerial Personnel	Mr Sengupta is not related to any other Director or Key Managerial Personnel of the Company.

(2) Past Remuneration	
2018-19	Rs. 8.79 Million per annum
2019-20	Rs 8.40 Million per annum
2020-21	Rs. 10.65 Million per annum

(3) Award & Recognition- NIL

(4) Job profile and his suitability: Mr Sengupta has served the Company since 1987 in various senior positions. He has indepth knowledge in finance and accounts and vast experience in his field.

(5) Remuneration : 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.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any : Other than remuneration receivable as Wholetime Director & CFO, Mr Sengupta is not entitled to receive any other payment from the Company. Mr Sengupta is not related to any other Director of the Company.

III. Other information:

(1) Reason of loss or inadequate profits:

The large part of the year has seen disruptive working conditions due to the restrictions imposed in the wake to COVID-19 as a result the planation suffered major losses. Severe drought at the starting of the season followed by excessive rain resulted in unfavourable growing condition adversely effecting the crop. There was a huge increase in wages notified by the Government at the beginning of the season which was unforeseen. The input costs of major items coal, HSD Fertilizers and Chemicals also went up considerably. These three factors adversely affected the profitability.

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

The Company plans to consolidate the Crop by increasing the productivity and also increase supervision to improve agricultural practices in field. To consolidate on the quality of produce and remain at top position. This will ensure an overall improvement in the bottom line.

(3) Thrust is also being made on the Consumer division to add a few more Brands which can sell better in the given market. This will also increase volumes of sales.

The Special Resolution set out in Item No.2 of the Convening Notice has to be considered accordingly and the Board recommends its acceptance. Except Mr Sengupta 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 Convening Notice.

By Order of the Board

**S. BANERJEE
Vice President &
Company Secretary
(Membership No. ACS 4359)**

Place : Kolkata

Date : 5th February, 2022