



GOODRICKE GROUP LIMITED

Registered Office :

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CIN-L01132WB1977PLC031054

29th July, 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/>

Uploaded in www.goodricke.com

Dear Sir,

PROCEEDINGS OF THE 46TH ANNUAL GENERAL MEETING

The 46th Annual General Meeting of the members of Goodricke Group Limited ("the Company") was convened and held on Wednesday, the 27th July, 2022 at 2:30 pm. held through audio visual means from its Registered office "Camellia House" 14 Gurusaday Road, Kolkata – 700019. The meeting was concluded at 3:30pm

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

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

The Chairman delivered his speech.

Ordinary business and Special business as set out in Item Nos. 1 to 5 of the Notice convening the forty-sixth Annual General Meeting (AGM) were taken up and discussed in the meeting.

The Chairman gave opportunity to the Members to ask questions and seek clarifications on the Agenda items. Queries raised by the members were satisfactorily replied to.

The Chairman informed that in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members were given facility of casting votes through remote e-voting as well to cast their vote on conclusion of the meeting, if not already done earlier. The remote e-voting started at 10 a.m. on Sunday, the 24th July, 2022 and ended at 5:00 p.m. on Tuesday, the 26th July, 2022

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

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

Ordinary Business

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

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2022, and the Reports of the Board of Directors and the Auditors thereon.
2. To declare Dividend for the year ended 31st March, 2022.
3. 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.

Special Business

4. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Special Resolution :

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 and all other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013 and the rules framed thereunder (including any modification (s) or re-enactment thereof for the time being in force) (“ the Act”) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. R. Venkatraman (holding DIN 07119686) 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 8th November, 2022 to 7th November, 2027.”

5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

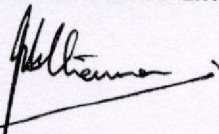
“RESOLVED THAT in terms of Section 148 of the Companies Act 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the remuneration payable to the Cost Auditors namely M/s. Shome & Banerjee, Cost Accountants (Firm Registration No.: 000001) for conducting Audit of Cost Accounting records maintained by the Company as applicable, for the year ending 31st March, 2023 as approved by the Board of Directors based on the recommendation of the Audit Committee, the details of which are given in the Explanatory Statement in respect of this item of business be and is hereby ratified.”

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

All the resolutions as set out in the Notice of the forty-sixth AGM were passed by the members with requisite majority through remote e-voting and are deemed to be passed on the date of the Annual General Meeting, i.e. 27th July, 2022

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

GOODRICKE GROUP LIMITED



ATUL ASTHANA

MANAGING DIRECTOR & CEO

(DIN: 00631932)

