



## 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

18<sup>th</sup> March, 2024

BSE Limited  
Corporate Relationship Department  
2<sup>nd</sup> Floor, New Trading Wing  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400 001

**BSE Scrip Code: 500166**

Dear Sir/Madam

**Sub: Submission of Voting Results pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Scrutinizer's Report**

In continuation to our letter dated 8<sup>th</sup> February, 2024, please find enclosed the following:-

- a) In terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the result of the remote E-voting for the Postal Ballot Notice dated 8<sup>th</sup> February, 2024, casted from 16<sup>th</sup> February, 2024 to 16<sup>th</sup> March, 2024.
- b) Report of the Scrutinizer dated 16<sup>th</sup> March 2024 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration), Rules, 2014.

The resolutions as proposed in the postal ballot notice have been passed by the shareholders by remote e-voting process with requisite majority.

The said documents are also being uploaded on Company's website [www.goodricke.com](http://www.goodricke.com) and on website of National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

This is for your information and records

Thanking you,

Yours faithfully,  
**GOODRICKE GROUP LIMITED**

Arnab  
Chakraborty

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Arnab Chakraborty  
Date: 2024.03.18  
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**A. CHAKRABORTY**  
**COMPANY SECRETARY**

Encl.: As above

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Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval to create charge / mortgage over the properties of the Company for the purpose of borrowing in terms of Section 180(1)(a) of the Companies Act, 2013.				
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						
	Poll							
	Postal Ballot (if applicable)		15984000	100.0000	15984000	0	100.0000	0.0000
	<b>Total</b>		15984000	15984000	100.0000	15984000	0	100.0000
Public-Institutions	E-Voting	1115						
	Poll							
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		1115	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	5614885						
	Poll							
	Postal Ballot (if applicable)		63097	1.1237	60861	2236	96.4562	3.5438
	<b>Total</b>		5614885	63097	1.1237	60861	2236	96.4562
<b>Total</b>		21600000	16047097	74.2921	16044861	2236	99.9861	0.0139
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for the appointment of Mr. Stephen Charles Buckland as the Non-Executive Chairman of the Company with effect from 1st January, 2024				
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						
	Poll							
	Postal Ballot (if applicable)		15984000	100.0000	15984000	0	100.0000	0.0000
	<b>Total</b>		15984000	15984000	100.0000	15984000	0	100.0000
Public- Institutions	E-Voting	1115						
	Poll							
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		1115	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	5614885						
	Poll							
	Postal Ballot (if applicable)		62547	1.1139	62441	106	99.8305	0.1695
	<b>Total</b>		5614885	62547	1.1139	62441	106	99.8305
<b>Total</b>		21600000	16046547	74.2896	16046441	106	99.9993	0.0007
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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# ANJAN KUMAR ROY & CO

COMPANY SECRETARIES

## A Peer Reviewed Firm

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

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UDIN: F005684E003594049

### SCRUTINIZER'S REPORT

Date: 16<sup>th</sup> March, 2024

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

**Sub: Scrutinizer's Report on "Voting through Postal Ballot by Electronic Means" ('remote e-voting') from 16<sup>th</sup> February, 2024 to 16<sup>th</sup> March, 2024, pursuant to the Notice of Postal Ballot issued by M/s. Goodricke Group Limited (CIN: L01132WB1977PLC031054) dated 8<sup>th</sup> February, 2024.**

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 vide a resolution passed by the Board of Directors of **M/s. Goodricke Group Limited** (herein after to be referred as "**the Company**") at their meeting held on **8<sup>th</sup> February, 2024**, as the Scrutinizer, pursuant to the provisions of Section 110 and 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute Of Company Secretaries of India, to carry out the scrutiny of votes, in a fair and transparent manner, cast by the members of the Company through Postal Ballot conducted by way of electronic means (here in after referred as "**remote e-voting**") in respect of resolutions as mentioned in paragraph (C) of this report and as also contained in the Notice of Postal Ballot dated **8<sup>th</sup> February, 2024**.

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

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UDIN: F005684E003594049

2014, as amended from time to time, and pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, Secretarial Standard on General Meetings (SS-2) issued by the Institute Of Company Secretaries of India in terms of Section 118 of the Companies Act, 2013 and also read with the General Circular Nos. 14/2020, 17/2020, 20/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 3/2022, 10/2022, 11/2022 and 09/2023 dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 5<sup>th</sup> May, 2020, 15<sup>th</sup> June, 2020, 28<sup>th</sup> September, 2020, 31<sup>st</sup> December, 2020, 23<sup>rd</sup> June, 2021, 8<sup>th</sup> December, 2021, 5<sup>th</sup> May, 2022, 28<sup>th</sup> December, 2022 and 25<sup>th</sup> September, 2023 respectively issued by the Ministry of Corporate Affairs, Government of India. Accordingly, I submit my report hereunder:

- i. As per the information and documents provided to me, by the officers of the Company through E-mail, the Company has completed by **13<sup>th</sup> February, 2024** the dispatch of the Notice of Postal Ballot dated **8<sup>th</sup> February, 2024** along with the Statement pursuant to Section 102 of the Companies Act, 2013, to the members of the Company, whose e-mail addresses are registered with the Company/Depositories/Registrar and Share Transfer Agent as on the cut – off date i.e. **Friday, 9<sup>th</sup> February, 2024**. Further, I have been informed by the officers of the Company and have personally verified that the relevant Notice of Postal Ballot has been placed on the website of the Company.
- ii. The Notice of Postal Ballot dated **8<sup>th</sup> February, 2024**, mentioned *inter alia* that the item of business would be transacted by voting through Postal Ballot by Electronic means, the necessary facilities for Electronic voting process to be provided by the National Securities Depository Limited (here in after referred as “NSDL”).
- iii. I have been shown by the officers of the Company, the advertisement of Notice of Postal Ballot made on **Wednesday, 14<sup>th</sup> February, 2024** in newspapers being “**Business Standard**” (English daily, all editions) and “**Aajkal**” (Bengali daily, Kolkata edition) containing, inter alia, the following information:

  - a. Statement to the effect that the voting on resolutions proposed for consideration by the shareholders of the Company are to be transacted through Postal Ballot by way of electronic means (here in after referred as “**remote e-voting**”).
  - b. Statement that the period of remote e-voting shall commence on **Friday, 16<sup>th</sup> February, 2024 at 09:00 A.M. (IST)** and shall end on **Saturday, 16<sup>th</sup> March, 2024 at 5:00 P.M. (IST)**.
  - c. Statement that the CUT-OFF date for determining eligibility to cast votes was **Friday, 9<sup>th</sup> February, 2024**.
  - d. Statement that the remote e-voting module shall be disabled for voting after **5:00 P.M. (IST) Saturday 16<sup>th</sup> March, 2024**.

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UDIN: F005684E003594049

- e. Website address of the Company and of the said NSDL where Notice of the said postal ballot have been displayed.
- f. Contact details, in case of grievances/queries in respect of the Electronic voting.
- iv. I have received through e-mail the relevant Board resolution passed by the Board of Directors of corporate shareholders of the Company authorizing person(s) to act and vote pursuant to section 113 of the Companies Act, 2013, on the resolutions mentioned in the Notice of Postal Ballot dated **8<sup>th</sup> February, 2024**.
- v. The said Remote E - voting at portal [www.evoting.nsdl.com](http://www.evoting.nsdl.com) was unblocked by me at 05:16 P.M. (IST) on 16<sup>th</sup> March, 2024, that is after the aforesaid remote e-voting was completed. The said Remote E - voting was unblocked by me in the presence of the following persons;
- a. Yashmin Khatoon
- b. Saurabh Jha
- who are not in the employment of the Company.
- vi. The final data of voting through Postal Ballot by remote e-voting, containing the details of votes cast by remote e-voting mode has been downloaded from the portal of NSDL: [www.evoting.nsdl.com](http://www.evoting.nsdl.com), the agency which was appointed by the Company to provide and maintain and which provided and maintained the platform for Electronic voting.

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

**Item No. 1 Special Resolution:**

**Approval to create charge / mortgage over the properties of the Company for the Purpose of borrowing in terms of Section 180(1)(a) of the Companies Act, 2013.**

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

Mode of Voting	No. of Voters (folios)	No. of votes cast (one share, one vote basis)	% of total no. of valid votes cast
Remote E-Voting	117	1,60,44,861	99.9861
Total	117	1,60,44,861	99.9861

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UDIN: F005684E003594049

ii) Voted in **against** of the resolution:

Mode of Voting	No. of Voters (folios)	No. of votes cast (one share, one vote basis)	% of total no. of valid votes cast
Remote E-Voting	10	2,236	0.0139
Total	10	2,236	0.0139

iii) **Invalid** Votes:

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

**Item No. 2 Ordinary Resolution:**

**To approve the appointment of Mr. Stephen Charles Buckland as the Non-Executive Chairman of the Company.**

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

Mode of Voting	No. of Voters (folios)	No. of votes cast (one share, one vote basis)	% of total no. of valid votes cast
Remote E-Voting	120	1,60,46,411	99.9993
Total	120	1,60,46,411	99.9993

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UDIN: F005684E003594049

ii) Voted in **against** of the resolution:

Mode of Voting	No. of Voters (folios)	No. of votes cast (one share, one vote basis)	% of total no. of valid votes cast
Remote E-Voting	6	106	0.0007
Total	6	106	0.0007

iii) **Invalid** Votes:

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

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

Anjan Kumar Roy  
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**ANJAN KUMAR ROY**

**FCS 5684**

**CP 4557**

**UDIN: F005684E003594049**

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

*Scrutinizer for and in respect of the "Voting through Postal Ballot by Electronic Means" of M/s. Goodricke Group Limited, pursuant to Notice of Postal Ballot dated 8<sup>th</sup> February, 2024.*

Office Address: GR 1, Gouri Bhaban, 28A Gurupada Halder Road, Kolkata- 700026. E-mail: [akroyco@yahoo.co.in/anjanroy\\_2003@yahoo.co.in](mailto:akroyco@yahoo.co.in/anjanroy_2003@yahoo.co.in). Mobile Ph Nos. 9830201949/9831891949.