



GOODRICKE GROUP LIMITED

Registered Office :

"Camellia House" 14, Gurusaday Road, Kolkata - 700 019

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visit us at : www.goodricke.com

CIN-L01132WB1977PLC031054

20th August, 2021

To
The Shareholders
Goodricke Group Limited

Uploaded in www.goodricke.com

To
The Sr. General Manager
Dept of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Uploaded in <http://listing.bseindia.com/>

Dear Sir/Madam,

BSE Scrip Code- 500166

Sub: Notice of AGM


Notice along with instructions to attend the 45th Annual General Meeting of the members to be held on Wednesday, the 15th September, 2021 at 2:30 PM (IST) is enclosed.

The aforesaid information shall also be available on Company's website at www.goodricke.com

We request you to take the same on your record.

Yours faithfully

GOODRICKE GROUP LIMITED


**VICE PRESIDENT &
COMPANY SECRETARY**

Encl: a/a

NOTICE

NOTICE is hereby given that the Forty-fifth Annual General Meeting of the Members of Goodricke Group Limited will be held through Video Conferencing/ Other Audio Visual Means ("VC/ OAVM") Facility deemed to be held from the Registered office of the Company located at " Camellia House", 14 Gurusaday Road, Kolkata 700019 on Wednesday, the 15th September, 2021 at 2:30 pm. to transact the following business :-

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 2021, and the Reports of the Board of Directors and the Auditors thereon.
2. To declare Dividend for the year ended 31st March, 2021.
3. To appoint a Director in place of Mrs. S. A. Walker, (Holding DIN 07225692) who retires by rotation and being eligible, offers herself for re-appointment.
4. Appointment of M/ s. Deloitte Haskins & Sells LLP, Chartered Accountants, Kolkata, as Statutory Auditors of the Company.

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification (s) or re-enactment thereof), M/ s. Deloitte Haskins & Sells LLP, Chartered Accountants, Kolkata (ICAI Registration No. 117366W/ W100018), who have offered themselves for re-appointment and have confirmed their eligibility under Section 141 of the Act and the relevant provisions of Chapter X of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 as amended be and are hereby re-appointed as the Statutory Auditors of the Company from conclusion of this Annual General Meeting (AGM) subject to approval by the members till conclusion of the Fiftieth Annual General Meeting of the Company, at a remuneration of Rs. 65.68 Lakhs (Rupees Sixty Five Lakhs and Sixty Eight Thousand only) for the year 2021-22, with an annual increment of 5% per annum for the rest of the tenure of appointment as fixed by the Board of Directors of the Company on the recommendation of the Audit Committee".

Special Business

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

"RESOLVED THAT pursuant to the provisions of Section 188, 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), and Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 approval of the Company be and is hereby accorded to the re-appointment of Mr. Atul Asthana (holding DIN 00631932) as the Managing Director and Chief Executive Officer of the Company for a period of five (5) years commencing from 1st April, 2021 till 31st March 2026 whose period of office shall be liable to determination by retirement of directors by rotation, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this meeting and approved by the Board of Directors, upon recommendation made by the Nomination and Remuneration Committee of the Board in accordance with Schedule V of the Companies Act, 2013 and also approved by the Audit Committee of the Board in accordance with the Policy of the Company on related party transactions."

"RESOLVED FURTHER THAT his re-appointment as a Director immediately on retirement by rotation shall not be deemed to constitute a break in his appointment / service as Managing Director & Chief Executive Officer of the Company."

"RESOLVED FURTHER THAT the Board of Directors, including any Committee thereof, be and is hereby authorized to do and perform all such acts, deeds, matters and things and to take all such steps as may be considered necessary to give effect to the aforesaid resolution."

6. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **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. Saurav Adhikari (holding DIN 08402010) Independent Director of the Company, whose term ends on 23rd May, 2022 be and is hereby re-appointed as an Independent Director for another term of five (5) years effective 24th May, 2022 to 23rd May, 2027.”

7. 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, 2022 as approved by the Board of Directors based on the recommendation of the Audit Committee, the details of which are given in the 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.”

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

To alter the Memorandum of Association (MoA) of the company in line with the provisions of Table A of Schedule 1 to the Companies Act, 2013.

“RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 (the ‘Act’), read with the Companies (Incorporation) Rules, 2014, and any other applicable provisions, including any modification (s) thereto or re-enactment (s) thereof for the time being in force, the consent of the members of the company be and is hereby accorded to substitute the existing Memorandum of Association of the Company with a new set of (MoA) in line with the provisions of Table A of Schedule 1 to the Companies Act, 2013, draft of which has been initialed by the Chairman for the purpose of identification”

“RESOLVED FURTHER THAT Mr. Atul Asthana, Managing Director & CEO and Mr. Subrata Banerjee, Vice President & Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things as may be necessary or incidental in this regard to give effect to the foregoing resolution including filing of all the necessary e-forms with the office of the Registrar of Companies, West Bengal”

Cut Off Date: Notice is hereby also given that the Cut off date will be Wednesday, 8th September, 2021 to determine the members entitled to undertake voting electronically on the business and all resolutions set forth in this Notice by remote e-voting.

Record Date: Notice is hereby also given that the Record Date will be Wednesday, 8th September, 2021 to determine the Members who hold shares in dematerialized form and will be entitled to dividend

By Order of the Board

S. Banerjee

Vice President &

Company Secretary

(Membership No : A CS4359)

Place : Kolkata

Dated : 25th June, 2021

NOTES & INFORMATION TO SHAREHOLDERS

1. In continuation of MCA's General Circular No. 20/ 2020 dated 5th May, 2020 and Circular No. SEBI/ HO/ CFD/ CMD2/ CIR/ P/ 2021/ 11 dated 15th January, 2021 issued by the Securities and Exchange Board of India ("SEBI Circular") and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015, Companies have been allowed to conduct their Annual General Meeting through VC/ OAVM. Accordingly, the General Meeting of the Company is proposed to be conducted through VC/ OAVM, which does not require physical presence of members at a common venue. The deemed venue for the meeting shall be at the Registered office, "Camellia House", 14 Gurusaday Road, Kolkata 700019. If the conditions are conducive and the local authorities permit for conducting the General Meeting, then physical meeting may also take place.
2. Please note that the remote e-voting period will commence on Sunday, the 12th of September 2021 at 10:00 A.M. (IST) and end on Tuesday, the 14th September, 2021, at 5:00 P.M (IST). Eligible shareholders may cast their vote through remote e-Voting, joining General Meeting through VC/ OAVM facility and cast vote during the General Meeting through e-Voting platform provided by National Securities Depository Limited (NSDL) at [https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com) by following the procedure as mentioned in the attachment to this Notice.
3. In terms of the MCA Circulars and SEBI Circular, Notice of General Meeting of the Company, inter alia, indicating the process and manner of remote e-Voting, participation in the General Meeting through VC/ OAVM facility and e-Voting during General Meeting is attached. Notice of General Meeting are also available on the website of the Company, www.goodricke.com and website of BSE Limited, Further, in terms of the aforesaid MCA Circulars and SEBI Circular, physical copies of the Notice of General Meeting are not required to be sent to the Members.
4. Shareholders having registered email ids will receive an email from NSDL. New shareholder to NSDL e-Voting system will be given a User ID - password file. Existing shareholders can use their existing login credentials. Further, if they are unable to retrieve the User ID and Password, they can send the email to NSDL requesting the same.
5. Shareholders not having registered their email ids, may contact NSDL on toll free number 18001020990 or send an email to evoting@nsdl.co.in providing their DP ID Client ID/ Beneficiary ID/ Folio no., PAN for verification, and other required documents for authentication of shareholder.
6. Alternatively, shareholders can use the OTP based login if their mobile number/ email id is registered in e-Voting system of NSDL.
7. The Statements pursuant to Section 102 of the Companies Act, 2013 in respect of items of Special Business and Explanatory Statement as per Regulation 36(5)(a) of SEBI (LODR), 2015 are annexed hereto.
8. The information as required to be provided in terms of the Listing Regulations with the Stock Exchange regarding the Directors who are proposed to be appointed / re-appointed is annexed.
9. Under Section 124 of the Companies Act, 2013 the amount of dividend remaining unpaid or unclaimed for a period of 7 years from due date is required to be transferred to the Investors Education and Protection Fund, established under corresponding Section 125 of the Companies Act, 2013. In accordance with the Notification of the Ministry of Corporate Affairs any amount of dividend which remained unpaid or unclaimed for a period of seven years from the date such dividend became due for payment have been transferred to the investor Education and Protection Fund set up by the Government of India.
10. The Company has uploaded the details of unpaid or unclaimed amounts lying with the Company as on the date of the last A GM (15th September, 2020) on its website www.goodricke.com.
11. Notice regarding dividend lying unclaimed have been sent to all shareholders concerned on 11th February, 2021
12. Shares in respect of which dividend has been transferred to the Investors Education and Protection Fund ("IEPF") of the Central Government has also been transferred to IEPF pursuant to Rule 6 of the Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("Rules") read with Section 124 of the Companies Act, 2013. Intimations had been sent to Shareholders concerned requesting them to encash their unclaimed dividends failing which the Corresponding shares has been transferred to IEPF. The list of Shareholders and the corresponding shares are available on the Company's website www.goodricke.com. in respect of whom such shares have already been transferred to IEPF.

13. As per Regulation 40 of the SEBI (Listing Obligations & Disclosure Requirement) (Fourth Amendment) Regulations, 2018 except in case of transmission or transposition of securities, request for transfer of Securities shall not be processed unless the securities are held in dematerialised form with the depository. Letters have been sent to the shareholders holding shares in physical form advising the contents of the said notification.
14. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

Explanatory Statement

(Pursuant to Regulation 36(5)(a) of SEBI (LODR), 2015)

ITEM NO. 4

The Statutory Auditors, M/ s. Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm's Registration No. 117366 W/ W-100018) are re-appointed for another term of five (5) years at a remuneration of Rs. 65.68 lakhs for 2021-22 with an annual increase of 5% p.a. for rest of the tenure of appointment as fixed by the Board on recommendation of the Audit Committee. They are appointed for conducting the Statutory Audit, Tax Audit, Quarterly Limited Review and UK Group Pack Audit. None of the Directors or KMP(s) of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution No. 4, and the Board recommends the same.

Statement

(Pursuant to Section 102 of the Companies Act, 2013).

ITEM NO. 5

The Board of Directors of the Company at its meeting held on 9th February, 2021 re-appointed Mr. Atul Asthana (DIN 00631932), as Managing Director and Chief Executive Officer for a period of five (5) years w.e.f. 1st April 2021 to 31st March, 2026, subject to the approval of the members in the General Meeting. The Company has received a Notice in terms of Section 160 of the Companies Act, 2013 from a Member proposing that Mr. Atul Asthana be re-appointed as Managing Director & CEO of the Company.

Mr. Atul Asthana is associated with the Company since 1985. He held various senior positions in the Company and is a member of Senior Management Team. Nomination and Remuneration Committee considering his vast experience and seniority has recommended his re-appointment as Managing Director & CEO.

Since Mr. Atul Asthana is a related party as per Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Audit Committee at its meeting held on 9th February, 2021 endorsed the recommendation of Nomination and Remuneration Committee and recommended his re-appointment to the Board.

Brief particulars of Mr. Atul Asthana, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Notice.

Mr. Atul Asthana, is not related to any Director or Key Managerial Personnel of the Company in any way. The period of service, remuneration payable and other terms and conditions of service of Mr. Atul Asthana, w.e.f. 1st April, 2021 are set out below :-

TERMS AND CONDITIONS OF SERVICE

Period	1st April, 2021 to 31st March 2026
Remuneration	Basic Salary : Rs. 5,94,000/ - per month. (In the scale of Rs. 5,94,000/ - to Rs. 8,00,000/ - per month) Revision of basic salary shall be decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee.
Other Terms	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.

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 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.

NOTE:

- i) **OVERALL LIMIT :** The aggregate of the total salary, commission and monetary value of perquisites payable to the Wholetime Directors of the Company shall not exceed 10% of the profits of the Company in accordance with Section 197 of the Act.
- ii) Perquisites shall be evaluated as per Income Tax Rules wherever applicable and in the absence of any such Rule, perquisites shall be evaluated at actual cost.
- iii) Use of Company car with chauffeur for official purposes and telephone at residence (including payment of local calls and long distance official calls) shall not be considered as perquisites.
- iv) The Board, may in its discretion, revise / modify any of the terms from time to time within limits stipulated above.

The above terms as to remuneration have been approved by the Nomination and Remuneration Committee of the Board at its Meeting held on 9th February, 2021 and the particulars of Mr. Atul Asthana, namely; age, qualification, past experience and other details are given separately in this notice as per SEBI (LODR) Regulations, 2015. The terms of re-appointment of Mr. Atul Asthana pursuant to Section 190 of the Companies Act, 2013 shall be open for inspection by any member of the Company on any working day at the Registered Office. However, the member is requested to seek prior appointment, to ensure availability of Company personnel.

The Board considers the re-appointment of Mr. Atul Asthana, on the terms set out above to be in the interest of the Company and therefore recommends that the resolution be adopted by the members.

Except Mr. Atul Asthana being an appointee, no other Director or Key Managerial Personnel of the Company or their relatives are concerned with or interested in, financial or otherwise, in the aforesaid appointment.

ITEM NO. 6

Mr. Saurav Adhikari (DIN 08402010) is a Non-Executive Independent Director of the Company.

At the Annual General Meeting held on 26.07.2019, Mr. Saurav Adhikari (DIN 08402010) was appointed as an Independent Director of the Company, for a period of 3 years from 24.05.2019. In accordance with Section 149 (10) of the Companies Act, 2013 he is eligible for re-appointment upon passing of a Special Resolution at the General Meeting of the Company.

Mr. Saurav Adhikari is eligible for sitting fee for attending Board/ Committee Meetings as applicable to the Directors from time to time. His re-appointment and remuneration is in accordance with Nomination and Remuneration Policy of the Company.

His re-appointment has been included in the convening Notice as a Special Resolution and the Board of Directors recommend his re-appointment.

His profile in brief is given below :-

Mr. Saurav Adhikari, (DIN 08402010) schooled at Mayo College, Ajmer in Rajasthan. He did his B.A. in Economics from Hindu College, Delhi University, an MBA from JBIMS, Bombay University and an AMP from INSEAD Fontainebleau, France and has a passion for integrating strategic and creative thinking processes into delivering business impact.

Mr. Adhikari has got experience of over 3 decades in leading global firms like Unilever, Pepsi etc.

Given his vast experience the Board considers his re-appointment to be in the interest of the Company and recommends the resolution contained in Item No. 6 of the Convening notice for approval of the members as a special resolution.

In accordance with Regulation 17 (10) of SEBI (LODR) and Schedule IV of the Companies Act, 2013, the Board of Directors at their meeting held on 25.06.2021 have evaluated the performance of Mr. Saurav Adhikari and found the same to be satisfactory and his contributions to the deliberations were beneficial in Board/ Committee Meetings.

In accordance with Proviso to Section 152 (5) of the Companies Act, 2013, the Board of Directors have also formed an opinion that Mr. Saurav Adhikari fulfils the conditions specified in the Companies Act, 2013 for such reappointment.

In accordance with Part D (A) (5) of Schedule II, read with Regulation 19 (4) of SEBI (LODR) and on the basis of Performance Evaluation of Independent Directors, the Nomination and Remuneration Committee at its meeting held on 25.06.2021 had recommended to extend the term of office of Mr. Saurav Adhikari by re-appointing him for another period of **5 years from 24.05.2022 to 23.05.2027**.

He holds no shares in Goodricke Group Limited.

The draft letter of re-appointment for Mr. Saurav Adhikari as an Independent Director, setting out the terms and conditions is available for inspection without any fee by the Members at the registered Office of the Company during normal business hours on any working day upto the date of the Annual General Meeting. However, the member is requested to seek prior appointment, to ensure availability of Company Personnel.

The resolution set out in Item No.6, of the convening notice is to be considered accordingly and the Board recommends the same.

Disclosure of Interest :

Except Mr. Saurav Adhikari being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is interested in the Resolution. The Notice together with this Statement may be regarded as a disclosure under Regulation 36 (3) of SEBI (LODR).

ITEM NO. 7

In terms of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 ('the Rule'), the Board of Directors of the Company at its Meeting held on 9th February, 2021 appointed Messrs Shome & Banerjee, Cost Accountants, (Firm Registration No. 000001) as the Cost Auditors of the Company for the financial year ending 31st March, 2022 on the recommendation of the Audit Committee of the Company.

The Board, in terms of the Rule, approved the remuneration of the Cost Auditors as recommended by the Audit Committee, which is subject to ratification by the Members of the Company.

The remuneration fixed by the Board is as under :

Cost Auditors	Remuneration
Messrs Shome & Banerjee	Rs. 2,10,000/- for auditing the records of the Company

In addition to above, the Cost Auditors will be reimbursed out of pocket expenses as may be incurred by them on actual basis.

The Resolution set out in Item No. 7 of the convening Notice is to be considered accordingly and the Board recommends the same.

No Director or any Key Managerial Personnel of the Company or any of their relatives are concerned or interested, financially or otherwise, in respect of the said resolution.

ITEM NO. 8

The existing Memorandum of Association (MoA) of the Company is based on the erstwhile Companies Act, 1956. The alteration of the MoA has become necessary to bring the erstwhile MoA in line with the new Companies Act, 2013 and also to enable the Company to venture in new areas of business.

According to the new Act, the companies now have only object to be pursued by the Company on its incorporation and matters which are necessary for furtherance of such objects. Therefore, it is important to alter and adopt the new set of Memorandum of Association as per the Companies Act, 2013. The new set of MoA is based on Table-A of Schedule –I to the Companies Act, 2013.

A copy of the proposed set of new Memorandum of Association of the company would be available for inspection at the registered office of the Company during business hours on any working day. However, the members are requested to seek prior appointment to ensure availability of Company personnel. Members are hereby informed that the said document has also been uploaded on the Company's website at www.goodricke.com

None of the Directors and Key Managerial Personnel of the Company, including their respective relatives, is concerned or interested, financially or otherwise, in the foregoing resolution.

The Board recommends the passing of the resolution set out at Item No 8 for the approval of the members of the company by a special resolution.

PARTICULARS RELATING TO DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED			
Name of Director	Mrs. Susan Ann Walker	Mr. Saurav Adhikari	Mr. Atul Ashana
Date of Birth	18 th July, 1967	29 th July, 1958	2nd January, 1962
Qualification	Chartered Certified Accountant	MBA from JBIMS, Bombay University and AMP from INSEAD Fontainebleau, France.	BSc Engineering (Mechanical)
Expertise	Financial Professional with varied experience in business planning, strategic reviews, Investor Relation, Acquisition, valuation, fund raising (debt and equity including IPO) and reconstructions	From his diverse experience with leading global firms like Unilever, Pepsi and Group SEB, in markets across North America, EMEA, APAC and India, he imparts global strategic business insight to financial and business development of any organization.	A very senior planner with varied experience in business planning and strategic reviews
Directorship held in other Companies (excluding foreign Companies)	Stewart Holl (India) Limited Elgin Investments & Trading Company Limited Goodricke Technical & Management Services Limited	NIL	Stewart Holl (India) Limited Elgin Investments & Trading Company Limited Goodricke Technical & Management Services Limited Borbam Investments Limited
Committee Memberships, if any, with position	Member - Audit Committee, and Nomination and Remuneration Committee of Goodricke Group Limited	Member - Audit Committee, Nomination and Remuneration Committee, Chairperson of Corporate Social Responsibility Committee & Stakeholder's Relationship Committee of Goodricke Group Limited	Member - Corporate Social Responsibility Committee & Stakeholder's Relationship Committee of Goodricke Group Limited
Shareholding in the Company	NIL	NIL	6 Shares of Rs. 10/- each

**THE FOLLOWING INSTRUCTIONS SHOULD BE READ IN
CONJUNCTION WITH THE NOTICE OF 45TH ANNUAL GENERAL
MEETING OF GOODRICKE GROUP LIMITED
DATED 25TH JUNE, 2021**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/ 2020 dated April 08, 2020, Circular No.17/ 2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/ 2020 dated May 05, 2020 and Circular No. 02/ 2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/ OAVM.
2. Pursuant to the Circular No. 14/ 2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/ 2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.goodricke.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/ OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/ 2020 dated April 08, 2020 and MCA Circular No. 17/ 2020 dated April 13, 2020, MCA Circular No. 20/ 2020 dated May 05, 2020 and MCA Circular No. 2/ 2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AREAS UNDER:-

The remote e-voting period begins on Sunday, the 12th of September, 2021 at 10:00 A.M (IST), and ends on Tuesday, the 14th September, 2021 at 5:00 P.M (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. 8th September, 2021, may cast their vote electronically. The voting right 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, being 8th September 2021.

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 and joining virtual meeting 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.	<ol style="list-style-type: none"> 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’ 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 or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https:// eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https:// eservices.nsdl.com/ SecureWeb/ IdeasDirectReg.jsp 3. 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. 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 or joining virtual meeting & voting during the meeting. 4. Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<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/ loginor 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. If the user is not registered for Easi/ Easiest, option to register is available at https:// web.cdslindia.com/ myeasi/ Registration/ EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com homepage. 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.
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 or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 e-Voting and joining virtual meeting 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?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: [https:// www.evoting.nsdl.com/](https://www.evoting.nsdl.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, 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/ OAVM" link placed under "Join General Meeting".
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 anjanroyco@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. 8th September, 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/ RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 8th September, 2021 may follow steps mentioned in the Notice of the AGM under Step 1: "Access to NSDL e-Voting system" (Above).
3. 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.
4. 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 Mr. Amit Vishal, Senior Manager and / or Ms. Pallavi Mhatre, Manager 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 (Company email id).
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 (Company email id). 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 and joining virtual meeting 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/ OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/ OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/ OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/ OAVM link placed under Join General Meeting menu. The link for VC/ OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/ folio number, email id, mobile number at subrata@goodricke.com latest by 5:00.p.m. (IST) on Sunday, 12th day of September, 2021. The same shall be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.
7. When a pre-registered speaker is invited to speak at the meeting but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
8. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
9. Members who need assistance before or during the AGM, can contact Mr. Amit Vishal, Senior Manager, NSDL and / or Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990/ 1800 22 44 30.