



## 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

Date: 08.04.2024

To  
The Sr. General Manager,  
Dept. of Corporate Services  
BSE Limited  
Phiroze JeeJeebhoy Towers,  
Dalal Street, Mumbai – 400 001

BSE SCRIP Code – 500166

Dear Sir,

**Sub.: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

In furtherance to our intimation letter dated 26<sup>th</sup> March, 2024, please find enclosed herewith copy of the Postal Ballot Notice dated 26<sup>th</sup> March, 2024 ("Notice") to seek approval of the Members for the following special resolutions:

- i. Appointment of Mr. Arun Narain Singh (DIN 00620929) as Executive Vice Chairman and Managing Director cum CEO of the Company.
- ii. Appointment of Mr. Monojit Dasgupta (DIN 07749089) as an Independent Director of the Company.

In accordance with various relevant General Circulars issued by the Ministry of Corporate Affairs, this Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories/RTA and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, 5<sup>th</sup> April, 2024 ('Cut-off date') seeking their approval as set out in the Notice.

The Company has engaged the services of National Securities Depository Limited ('NSDL') to provide remote e-voting facility to its members in this regard. The remote e-Voting will commence from 9:00 a.m. (IST) on Wednesday, 10<sup>th</sup> April, 2024 and shall end on 5:00 p.m. (IST) on Thursday, 9<sup>th</sup> May, 2024 (both days inclusive). The e-voting module shall be disabled by NSDL for voting thereafter. The instructions for remote e-voting are provided in the Notice. The results of the postal ballot will be announced on or before Saturday, 11<sup>th</sup> May, 2024 (5:00 p.m. IST).



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The above information will be made available on the website of the Company at [www.goodricke.com](http://www.goodricke.com) and on the website of NSDL 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**

Digitally signed by  
Arnab Chakraborty  
Date: 2024.04.08  
15:28:51 +05'30'

**A. CHAKRABORTY**  
**COMPANY SECRETARY**

**Encl.: As above**



## GOODRICKE GROUP LIMITED

Registered Office:

“Camellia House”, 14, Gurusaday Road,  
Kolkata – 700019

Email: [goodricke@goodricke.com](mailto:goodricke@goodricke.com)

Website: [www.goodricke.com](http://www.goodricke.com)

Phone no. 2287 3067, 2287 8737, 2287 1816

Fax No. (033) 2287 2577, 2287 7089

CIN -L01132WB1977PLC031054

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### NOTICE OF POSTAL BALLOT

[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]

Dear Member(s),

**NOTICE** is hereby given 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. 20/2020 dated May 5, 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, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 3/2022 dated May 05, 2022, Circular Nos. 10/2022 and 11/2022 each dated December 28, 2022, Circular No. 9/2023 dated September 25, 2023, 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**’), Secretarial Standards–2 on General Meetings issued by the Institute of Company Secretaries of India 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), Goodricke Group Limited (the “Company”) is seeking the consent of its Members/Shareholders by way of Special Resolution for the matter more specifically provided in the appended resolution proposed to be passed through Postal Ballot by way of remote e-voting.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice along with explanatory statement is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/Registrar and Share Transfer Agent ('RTA') as on the cut-off date of Friday, April 05, 2024 and the communication of assent/dissent of the Members will take place through the remote e-voting system. 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 Board of Directors of the Company at its Meeting held on Tuesday, March 26, 2024, have approved the business, as set out in this Notice, for approval of the Members of the Company through Postal Ballot. Accordingly, the proposed resolution and the explanatory statement thereto are annexed herewith for your consideration, and you are requested to record your assent or dissent by means of Postal Ballot or remote e-voting facility provided by the Company.

Mr. Anjan Kumar Roy, Practicing Company Secretary (Membership No. FCS 5684) holding Certificate of Practice No. 4557 issued by the Institute of Company Secretaries of India (ICSI) have been appointed 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 Members of the Company.

The e-voting facility will be available from 9:00 a.m. (IST) on Wednesday, April 10, 2024 to 5:00 p.m. (IST) on Thursday, May 9, 2024. The e-voting module shall be disabled by NSDL for voting thereafter. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, Friday, April 5, 2024, may cast their vote electronically. Members are requested to read the instructions in the notes under the section '**General guidelines and instructions relating to e-voting**' in this notice to cast their votes electronically from their respective locations.

Upon completion of the votes cast through remote e-voting, the Scrutinizer shall submit his report to the Chairman/any other Director/Key Managerial Personnel as may be authorized by the Chairman of the Company after completion of the e-voting and scrutiny of Postal Ballot forms. The results of the Postal Ballot along with the Scrutinizer's Report will be declared on or before 5:00 p.m. on Saturday, May 11, 2024. 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](http://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.

Item of business requiring approval of Members through Postal Ballot by 'remote e-voting' are given below:

**SPECIAL BUSINESS:**

**Item No. 1:**

**AS A SPECIAL RESOLUTION:**

**Appointment of Mr. Arun Narain Singh (DIN 00620929) as Executive Vice Chairman and Managing Director cum CEO of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the Company, Mr. Arun Narain Singh (DIN:00620929), in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying the intention to propose the candidature of Mr. Arun Narain Singh as a Director of the Company, be and is hereby appointed as Director of the Company with effect from 6<sup>th</sup> March, 2024, liable to retirement by rotation.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members be and is hereby accorded for appointment of Mr. Arun Narain Singh (DIN:00620929), as the Executive Vice Chairman and Managing Director cum CEO of the Company for a period of Eighteen months with effect from 6<sup>th</sup> March, 2024 to hold office till 5<sup>th</sup> September, 2025 , on the terms and conditions of appointment including remuneration as set-out in the Explanatory Statement annexed to the Notice.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company shall, in accordance with the statutory limits / approvals as may be applicable, be at full liberty to modify/amend the terms and conditions of the said appointment and /or remuneration, from time to time, as it may deem fit and to take such steps and do and perform all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this Resolution.”

**Item No. 2:**

**AS A SPECIAL RESOLUTION:**

**Appointment of Mr. Monojit Dasgupta (DIN 07749089) as an Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules framed thereunder, the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) [including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force], the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, approval of members be and is hereby accorded for the appointment of Mr. Monojit Dasgupta (DIN 07749089), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company with effect from 26<sup>th</sup> March, 2024, and who has submitted necessary declaration that he meets the criteria of independence under section 149(6) and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, Rules made thereunder and in respect of whom the Company has received a notice in writing under section 160(1) of the Act proposing his candidature for the office of a Director, as an Independent Director, not liable to retire by rotation to hold office for a term of 5 (Five) consecutive years commencing from March 26, 2024 up to March 25, 2029, on the terms provided in the Explanatory Statement.

**RESOLVED FURTHER THAT** the Board be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the resolution.”

**By Order of the Board  
Arnab Chakraborty  
Company Secretary  
(Membership No. FCS 8557)**

Place: Kolkata

Date: 26<sup>th</sup> March, 2024

**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 Businesses mentioned in the Postal Ballot Notice is annexed herewith and forms part of this Postal Ballot Notice.**
2. In terms of the relevant MCA Circulars, 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](http://www.goodricke.com) , websites of the Stock Exchanges i.e. BSE Limited (BSE) at [www.bseindia.com](http://www.bseindia.com) on the website of NSDL at [www.evoting.nsdl.com](http://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](http://www.goodricke.com) under Investor Relations Section from the date of circulation of this Notice up to 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](http://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 e-voting facility will be available from 9:00 a.m. (IST) on Wednesday, April 10, 2024 to 5:00 p.m. (IST) on Thursday, May 9, 2024. 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](mailto: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., 5<sup>th</sup> April, 2024 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. 5<sup>th</sup> April, 2024 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. Arnab Chakraborty, Company Secretary at Email: [chkarnab@goodricke.com](mailto:chkarnab@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](http://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.com](mailto:evoting@nsdl.com).

**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](http://www.goodricke.com), the same can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) is also available on the website of NSDL (agency providing the remote e-Voting facility) at [www.evoting.nsdl.com](http://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](mailto: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 [chkarnab@goodricke.com](mailto:chkarnab@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(es) who are authorized to vote, to the Scrutinizer by e-mail to [akroyco@yahoo.co.in](mailto:akroyco@yahoo.co.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).
  - 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](http://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](http://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, Senior Manager, NSDL at email id : [evoting@nsdl.com](mailto:evoting@nsdl.com).
  - 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 5<sup>th</sup> April, 2024. 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 e-voting, 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 9<sup>th</sup> May, 2024 at 5.00 pm (IST), download the data of votes cast as per the provisions of sections 110 read with 108 of the Companies Act, 2013 and prepare the Scrutinizer's report. 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 9<sup>th</sup> May, 2024, 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](http://www.goodricke.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and at the Registered Office of the Company.

**22. 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.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the</li> </ol>

	<p>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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store        Google Play     </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and</li> </ol>

	also able to directly access the system of all e-Voting Service Providers.
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**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:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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](http://www.evoting.nsdl.com).
    - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) 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 [akroyco@yahoo.co.in](mailto:akroyco@yahoo.co.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**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 shareholder 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.com](mailto:evoting@nsdl.com) 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.

## Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

### Item No. 1

Based on the recommendations of the Nomination and Remuneration Committee (“NRC”), the Board of Directors of the Company at its meeting held on 29<sup>th</sup> February, 2024 has appointed Mr. Arun Narain Singh (DIN: 00620929) as an Additional Director designated as Executive Vice Chairman and Managing Director cum Chief Executive Officer of the Company for a period of Eighteen months w.e.f. 6<sup>th</sup> March, 2024 pursuant to applicable provisions of the Companies Act, 2013 (“the Act”) subject to approval of the members.

Mr. Arun Narain Singh, aged about 71 years, is a M Sc. by qualification. He has over 43 years of diverse experience in the Tea Industry. Mr. Singh was the previous Managing Director and CEO of the Company, a position he held for 12 years, and was employed by Goodricke since its inception. He has in recent years maintained an active involvement in the tea industry by being a Founder Trustee of a tea industry think tank.

The Company has received notice in writing under the provisions of Section 160 of the Act from a Member proposing the candidature of Mr. Arun Narain Singh for appointment as a Director of the Company.

Mr. A. N. Singh has conveyed his consent to act as a Director of the Company and he also confirmed that he is not disqualified from being appointed as such in terms of Section 164 of the Act and he is not debarred from holding the office of Director by virtue of any order passed by SEBI or any such authority. The Company has also received other necessary disclosures from him.

The Board of Directors has, accordingly, considered the following terms and conditions of Mr. A. N Singh’s appointment as per the recommendations of the NRC which is in accordance with the applicable provisions of the Act:

<b>Tenure of appointment</b>	For a period of Eighteen months with effect from 6 <sup>th</sup> March, 2024.
<b>Remuneration</b>	Basic Salary: Rs. 7,34,000/- per month. (In the scale of Rs. 7,34,000/- to Rs. 8,50,000/- per month)  Revision of basic salary shall be decided by the Board of Directors on the recommendation of the NRC (in the scale of Rs. 7,34,000/- to Rs. 8,50,000/- per month)
<b>Other Terms</b>	<b>Commission</b> - As may be approved by the Board of Directors upon recommendation of NRC, subject to performance.  <b>Perquisites</b> - Fully furnished residential accommodation will be provided by the Company. In case accommodation is not provided by the Company,



	<p>House Rent Allowance not exceeding 60% of the salary.</p> <p>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><b>Leave:</b> 35 days for every completed year of service with full pay including allowances. Leave accumulated shall be encashed at the end of the appointment as per Company rules.</p> <p><b>Retirement benefits:</b> Gratuity, if applicable, in line with the statutory requirements. Post retirement benefits shall be as per rules of the Company.</p>
<b>Minimum Remuneration</b>	<p>In case of loss or inadequacy of profit in any year during the tenure of the Vice Chairman and Managing Director cum 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.</p> <p>Approval is being obtained from the Members by Special Resolutions that upon occurrence of such events, the abovementioned Salary, Allowances and Perquisites shall be payable as Minimum Remuneration, as applicable.</p>
<b>Termination of Appointment</b>	<p>The appointment may be terminated by either party giving six months' prior notice.</p>
<b>Memorandum of Interest</b>	<p>None of the directors except Mr. Arun Narain Singh is concerned or interested in this appointment.</p>
<b>Duties</b>	<p>Mr. Arun Narain Singh, 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.</p>

The necessary information/disclosure in compliance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) is provided under Annexure-I attached to this Notice.

As per the provisions of Sections 152, 196 and 197 of the Act and the Rules thereunder, a Director / Managing Director can be appointed with the approval of the Members in the General Meeting. Accordingly, approval of the Members is sought for the appointment and remuneration of Mr. Arun Narain Singh as an Executive Vice Chairman and Managing Director cum CEO of the Company.

The Special Resolution set out in Item No.1 of this Postal Ballot Notice has to be considered accordingly and the Board recommends its approval by the members. Except Mr Arun Narain Singh 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 Notice.

## **Item No. 2**

The Board of Directors of the Company ('the Board') at its meeting held on 26<sup>th</sup> March, 2024, on the recommendation of the Nomination and Remuneration Committee ('the NRC'), appointed Mr. Monojit Dasgupta as an Additional Director (Category: Non-executive Independent) of the Company for a period of 5 (five) consecutive years effective from 26<sup>th</sup> March, 2024 up to 25<sup>th</sup> March, 2029, subject to the approval of Members of the Company.

Pursuant to Regulation 17 (1C) of the Listing Regulations, Mr. M. Dasgupta shall hold office until the date of next General meeting or for a period of three months from the date of appointment, whichever is earlier. Mr. M. Dasgupta is eligible to be appointed as an Independent Director for a first term of 5 (Five) consecutive years. The Company has received notice under Section 160 of the Act from a member proposing his candidature as an Independent Director of the Company.

### **Brief Profile of Mr. M. Dasgupta:**

Mr. M. Dasgupta is a Post Graduate in Economics specialising in Monetary Economics and International Trade, he joined a leading packaging company thereafter moving on to the Indian Tea Association which he headed as Secretary General and CEO for 11 years. With wide experience of and exposure to Tea Industry and Trade related matters he has served in several Committees of the Tea Board of India, Central and State Governments, Bureau of Indian Standards and leading Chambers of Commerce. He has been a part of several Trade delegations within India and overseas.

The Company has received from Mr. M. Dasgupta (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. Mr. Dasgupta has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent

Directors maintained by the Indian Institute of Corporate Affairs. Further, he has confirmed that he has not been debarred from holding office of a Director by virtue of any Order passed by SEBI or any other such authority.

In the opinion of the Board, Mr. M. Dasgupta fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and Listing Regulations and possesses appropriate skills, experience, knowledge and capabilities required for the role of an Independent Director of the Company.

The necessary information/disclosure in compliance with Regulation 36(3) of the Listing Regulations and Secretarial Standard (SS-2) is provided under Annexure-I attached to this Notice.

Mr. M. Dasgupta will be eligible for sitting fee for attending Board/ Committee Meetings as applicable to the Directors from time to time. His appointment and remuneration will be in accordance with Nomination and Remuneration Policy of the Company.

Copy of draft letter of appointment of Mr. M. Dasgupta setting out the terms and conditions of appointment is available for inspection by the Members at the Company's registered office during normal business hours on all working days from the date of dispatch until the last date of receipt of votes by e-voting.

The Special Resolution set out in Item No.2 of this Postal Ballot Notice has to be considered accordingly and the Board recommends its approval by the members. Except Mr. M. Monojit Dasgupta, 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 Notice.

Place: Kolkata  
Date: 26<sup>th</sup> March, 2024

**By Order of the Board**  
**Arnab Chakraborty**  
**Company Secretary**  
**(Membership No. FCS 8557)**

**Annexure-1**

**Details pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards-2 on General Meetings**

Name of the Director	Mr. Arun Narain Singh	Mr. Monojit Dasgupta
Director Identification Number (DIN)	00620929	07749089
Date of Birth / Age	01.07.1953/ 71 years	17.04.1955/69 years
Date of first appointment on the Board	6 <sup>th</sup> March, 2024	26 <sup>th</sup> March, 2024
Education Qualification	Masters in Science	Post Graduate in Economics
Experience (including expertise in specific functional areas) / Brief Resume	He has over 43 years of diverse experience in the Tea Industry. Mr. Singh was the previous Managing Director/Chief Executive Officer of the company, a position he held for 12 years, and was employed by Goodricke since its inception. He has in recent years maintained an active involvement in the tea industry by being a Founder Trustee of a tea industry think tank.	Mr. Dasgupta is a Post Graduate in Economics specialising in Monetary Economics and International Trade, he joined a leading packaging company thereafter moving on to the Indian Tea Association which he headed as Secretary General and CEO for 11 years. With wide experience of and exposure to Tea Industry and Trade related matters he has served in several Committees of the Tea Board of India, Central and State Governments, Bureau of Indian Standards and leading Chambers of Commerce. He has been a part of several Trade delegations within India and overseas.
Directorship held in other Companies (excluding foreign companies)	Gujarat Tea Processors and Packers Ltd.	i. Stewart Holl (India) Ltd. i. James Warren Tea Ltd.
Membership/Chairpersonship of Committees across Companies (excluding Foreign Companies)	NIL	i. Chairman of Audit Committee in Stewart Holl India Ltd. i. Member of Stakeholders Relationship Committee in James Warren Tea Ltd.

Relationship with other Directors / Manager / Key Managerial Personnel	Not related to any Director/Key Managerial Personnel of the Company.	Not related to any Director/Key Managerial Personnel of the Company.
No. of shares held in the Company either by self or as a beneficial owner	NIL	NIL
No. of board meetings attended during the year	FY 23-24: 2/2	FY 23-24: 1/1
Terms and Conditions of appointment	As per the Special Resolution set forth at Item No. 1 of this Notice, read with the Explanatory Statement thereto.	As per the Special Resolution set forth at Item No. 2 of this Notice, read with the Explanatory Statement thereto.
Name of the listed entities from which the person has resigned in the past three years	NIL	NIL
Remuneration last drawn & sought to be paid	<ul style="list-style-type: none"> <li>• During FY 22-23: NIL</li> <li>• Remuneration sought to be paid: As per explanatory statement</li> </ul>	<ul style="list-style-type: none"> <li>• During FY 22-23: NIL</li> <li>• Remuneration sought to be paid: As per explanatory statement</li> </ul>