



## 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

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

Date: 08.02.2024

BSE SCRIP Code – 500166

### **Sub: Outcome of Board Meeting**

Dear Sir,

Further to our letter dated 16<sup>th</sup> January, 2024, we wish to inform you that the Board of Directors of Goodricke Group Limited ('the Company'), at their meeting held today i.e. 8<sup>th</sup> February, 2024 has, inter-alia, considered and approved the followings:

1. The Unaudited Financial Results of the Company for the quarter and nine months ended 31<sup>st</sup> December, 2023, pursuant to Regulation 33 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'),

A copy of the Unaudited Financial Results along with the Limited Review Report issued by the Statutory Auditors, are enclosed herewith.

2. Conducting of Postal Ballot by way of remote e-voting facility, to obtain approval of the Members of the Company on the proposed special business through Ordinary/Special Resolution as set out in the Postal Ballot Notice.

We also enclose herewith a copy of the Postal Ballot Notice dated 8<sup>th</sup> February, 2024 along with the statement pursuant to Section 102 of the Companies Act, 2013 ('Notice').

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, 9<sup>th</sup> February, 2024 ('Cut-off date').

The Company has engaged the National Securities Depository Limited ('NSDL') to provide remote e-voting facility to its Members in this regard. The remote e-Voting period will start from 9:00 a.m. (IST) on Friday, February 16, 2024 to 5:00 p.m. (IST) on Saturday, March 16, 2024 (both days inclusive). The e-voting module shall be disabled by NSDL for voting thereafter. Voting rights of the Members shall be in proportion to the number of shares held by them in the paid-up equity share capital of the Company as on Cut-off date. The instructions for remote e-voting are provided in the Notice.



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The said Postal Ballot Notice is also being 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) .

The Board meeting commenced at 11:00 a.m. and concluded at 17.20 p.m.

This disclosure is being given pursuant to Regulation 30 of the SEBI (LODR) Regulations, 2015, as amended. You are requested to take above information on record.

Thanking You,

Yours faithfully,  
**GOODRICKE GROUP LIMITED**

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

**Encl.: As above**

## **INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM FINANCIAL RESULTS**

### **TO THE BOARD OF DIRECTORS OF GOODRICKE GROUP LIMITED**

1. We have reviewed the accompanying Statement of Unaudited Financial Results of **GOODRICKE GROUP LIMITED** ("the Company"), for the quarter and nine months ended December 31, 2023 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations").
2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India ("ICAI"). A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. We draw attention to Note 1 of the Statement, regarding valuation of stock of tea, at lower of cost and net realisable value, wherein cost considered is based on estimated production and expenditure for the year ending March 31, 2024, instead of actual cost, which is not in accordance with Indian Accounting Standard 2 "Inventories" ("Ind AS 2") as prescribed under Section 133 of the Companies Act, 2013. The impact of such method of valuation on the Statement for the quarter and nine months ended December 31, 2023 has not been determined by the Company and accordingly not ascertainable.

The above matter was also qualified in our reports on the financial results for the quarter and nine months ended December 31, 2022, for the quarter ended June 30, 2023 and for the quarter and six months ended September 30, 2023.



**Deloitte  
Haskins & Sells LLP**

5. Based on our review conducted as stated in paragraph 3 above, except for the possible effects of the matter described in paragraph 4 above, nothing has come to our attention that causes us to believe that the accompanying Statement has not been prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, and has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For **DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)



**Satpal Singh Arora**

Partner

(Membership No. 098564)

UDIN NO: 24098564BKGWAA1847

Gurugram,  
February 8, 2024

**GOODRICKE GROUP LIMITED**  
**CIN-L01132WB1977PLC031054**  
**Registered Office: 'Camellia House', 14, Gurusaday Road, Kolkata 700 019.**  
**Statement of Unaudited Financial Results For the Quarter and Nine Months ended 31 December 2023**

Particulars	Quarter ended			Nine Months ended			(Rs. in lacs)
	31.12.2023 (Unaudited)	30.09.2023 (Unaudited)	31.12.2022 (Unaudited)	31.12.2023 (Unaudited)	31.12.2022 (Unaudited)	31.12.2022 (Unaudited)	Year ended 31.03.2023 (Audited)
1 Revenue from operations	28,656	24,146	30,653	69,373	78,191	88,219	
2 Other income	248	232	376	663	1,378	1,916	
3 Total income (1+2)	28,904	24,378	31,029	70,036	79,569	90,135	
4 Expenses							
(a) Cost of materials consumed	7,636	3,500	8,041	15,842	20,390	25,724	
(b) Purchases of Stock-in-trade	1,838	1,985	2,084	3,969	3,868	3,771	
(c) Changes in inventories of finished goods	5,237	(1,902)	6,057	(244)	951	196	
(d) Employee benefits expense	9,610	10,187	8,386	28,826	27,385	33,957	
(e) Finance costs	311	252	211	755	484	550	
(f) Depreciation and amortisation expense	518	515	534	1,559	1,591	2,059	
(g) Consumption of stores and spare parts	1,335	1,505	920	4,710	4,289	5,138	
(h) Power and fuel	1,506	2,187	1,429	5,162	5,272	6,211	
(i) Other expenses	3,393	2,800	3,388	8,873	9,517	12,276	
Total Expenses	31,384	21,039	31,060	69,452	73,537	89,882	
5 Profit/ (Loss) before tax (3)-(4)	(2,480)	3,339	(31)	584	6,032	253	
6 Tax expense							
(a) Current tax (including prior year tax adjustments)		16	26	16	1,516	225	
(b) Deferred tax	24	(11)	(34)	(85)	17	60	
7 Profit/ (Loss) for the period / year (5)-(6)	(2,504)	3,334	(23)	653	4,499	(32)	
8 Other Comprehensive Income Items that will not be reclassified to profit or loss							
- Remeasurement of defined benefit plans	397	(165)	227	67	157	(659)	
- Income Tax relating to items mentioned above	(111)	46	(64)	(19)	(44)	185	
9 Total Other Comprehensive Income/ (Loss)	286	(119)	163	48	113	(474)	
10 Total Comprehensive Income/ (Loss) for the period / year (7)+(9)	(2,218)	3,215	140	701	4,612	(506)	
11 Paid-up equity share capital (face value of Rs. 10 each)	2,160	2,160	2,160	2,160	2,160	2,160	
12 Reserves excluding revaluation reserves							
13 Earnings per share of Rs 10/- each (not annualised) - Basic and Diluted	(11.59)	15.44	(0.11)	3.02	20.83	(0.15)	



**Notes :**

- 1 Stock of tea as on 31 December 2023 is valued at lower of cost and net realisable value. Cost being determined based on estimated production and expenditure for the year ending 31 March 2024 and fair value of green leaf plucked from the Company's estates which is used as raw material for production of made tea. Production of tea not being uniform throughout the year, stock valuation would be unrealistic if it is based on actual expenditure and production upto 31 December 2023. The aforesaid method of stock valuation (based on estimated production and estimated expenditure for the full year) is consistent with the accounting policy followed by the Company for the purpose of quarterly results in the past. Valuation of stock of tea as at 31 March 2024 will be based on actual cost of production and expenditure (other than green leaf plucked, which will be at fair value).
- 2 These unaudited financial results have been prepared in accordance with recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended.
- 3 The Company has identified one operating segment viz. "Tea" which is consistent with the internal reporting provided to the chief executive officer, who is the Chief operating decision maker.
- 4 The Unaudited Financial Results were reviewed by the Audit Committee and approved at the meeting of the Board of Directors of the Company held on 8 February 2024.

**Limited Review**

Limited Review, as required under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, have been completed and the related Report forwarded to the Stock Exchange and is also available on the Company's website, [www.goodricke.com](http://www.goodricke.com). The Report has a qualification that has been dealt with in Note 1 above and which is self explanatory.

**Additional Information**

During the current nine month period, the Company's own crop was higher by 7.5% over corresponding period of previous year. However, lower domestic sale prices by 11% and higher wage costs led to a significant drop in the profitability of the Company.

Place : Kolkata  
Date : 08 February 2024

For Goodricke Group Limited



A. Asthana  
Managing Director & CEO  
(DIN- 00631932)





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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 Ordinary/Special Resolutions for the matters more specifically provided in the appended resolutions 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, February 9, 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 Thursday, February 8, 2024, have approved the businesses, as set out in this Notice, for approval of the Members of the Company through Postal Ballot. Accordingly, the proposed resolutions 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 Friday, February 16, 2024 to 5:00 p.m. (IST) on Saturday, March 16, 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, February 9, 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 Monday, March 18, 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.

Items 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:**

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

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

**“RESOLVED THAT** in supersession of the Special Resolution passed by the Members at its 44<sup>th</sup> Annual General Meeting held on September 15, 2020 and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 and the Companies (Meeting of the Board and its Powers) Rules, 2014 and the Rules framed thereunder (including any statutory modification(s)/amendment(s)/re-enactment(s) thereof, for the time being in force), the provisions contained in the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, for the purpose of due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of such borrowings and in such form, manner and with such ranking and on such terms & conditions, as the Board may deem fit, in favour of the Lenders /Security Trustee, provided that the aggregate indebtedness secured by the assets/properties of the Company shall not at any time exceed the aggregate limit of Rs. 200 Crore (Rupees Two Hundred Crores only).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals etc. in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all applications, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to a Committee of Directors or the Managing Director or any other Officer(s) of the Company and generally to do all acts, deeds and things including creation of mortgage on such immovable properties that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

**RESOLVED FURTHER THAT** a true copy of the foregoing resolution certified to be true by any of the Directors or the Company Secretary of the Company be furnished to the concerned authority(ies)/person(s)/Bank(s) and they be requested to act accordingly."

## **Item No. 2:**

### **AS AN ORDINARY RESOLUTION:**

#### **To approve the appointment of Mr. Stephen Charles Buckland as the Non-Executive Chairman 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 and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Regulation 17 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, at its meeting held on 10<sup>th</sup> August, 2023, has appointed Mr. Stephen Charles Buckland (DIN: 10270636) as an Additional Director (Category: Non- Executive Non Independent) of the Company, effective from that date and thereafter designated as the Non-

Executive Chairman of the Company w.e.f. January 1, 2024 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director and Chairman of the Company, liable to retirement by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to the aforesaid Resolution.”

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

Place: Kolkata  
Date: 8<sup>th</sup> February, 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 Friday, February 16, 2024 to 5:00 p.m. (IST) on Saturday, March 16, 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., 9<sup>th</sup> February, 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. 9<sup>th</sup> February, 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 9<sup>th</sup> February 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 16<sup>th</sup> March, 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 16<sup>th</sup> March, 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**

At the 44<sup>th</sup> Annual General Meeting (“AGM”) of the Company held on 15<sup>th</sup> September, 2020, the Members of the Company had accorded their consent to the Board of Directors of the Company (“Board”) to pledge, mortgage, hypothecate and/or create charge on properties or assets of the Company to secure borrowings upto Rs. 130 crores under Section 180(1)(a) of the Companies Act, 2013.

Keeping in view the Company’s existing and future financial requirements to support its business operations, the Board of Directors at its meeting held on 8<sup>th</sup> February, 2024 proposed and approved increasing the limit for creation of charge to secure the indebtedness upto the aggregate limit of Rs. 200 Crores (Rupees Two Hundred Crores only) pursuant to Section 180 (1)(a) of the Companies Act, 2013, subject to the approval of the Members of the Company.

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors have the powers to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company with the consent of the Shareholders of the Company by way of a Special Resolution.

In order to secure the borrowings, the Company may be required to create security by way of mortgage/ charge/ hypothecation on its assets and properties both present and future. The terms of such security may include a right in certain events of default, to take over control of the said assets and properties of the Company. Since creation of charge on properties and assets of the Company with the right of taking over the control in certain events of default may be considered to be a sale/ lease/ disposal of the Company’s undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013, it is proposed to seek approval of the shareholders of the Company for increasing the existing limits to Rs. 200 Crores.

Accordingly, the approval of the members of the Company is being sought to secure the borrowings by the creation of charge on assets/properties of the Company upto Rs. 200 Crores as stated in the Resolution.

The Board of Directors therefore recommends the Resolution as set out in Item No. 1 of the Notice for approval of members of the Company by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

### **Item No. 2**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 10<sup>th</sup> August, 2023 has appointed Mr. Stephen Charles Buckland (DIN: 10270636) as an Additional (Category: Non-Executive Non-Independent) Director of the Company with effect from that date. Further, the Nomination and Remuneration Committee, considering his experience and

knowledge, has recommended his elevation as Non-Executive Chairman of the Company and thereafter the Board of Directors of the Company at its meeting held on 9<sup>th</sup> November, 2023, had appointed Mr. Stephen Charles Buckland as the Non- Executive Chairman of the Company w.e.f. 1<sup>st</sup> January, 2024 subject to approval of the Members.

Pursuant to Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), appointment of Mr. Stephen Charles Buckland as the Non-Executive Director and Chairman of the Company is subject to approval of shareholders. It is therefore proposed to obtain the approval of shareholders by way of Postal Ballot. The Company has in terms of Section 160 of the Companies Act 2013 (“Act”) received a notice in writing from a Member proposing his candidature for the office of Director. Mr. Stephen Charles Buckland’s appointment as a Director of the Company shall be liable to retirement by rotation.

Mr. Stephen Charles Buckland has provided his declaration to the Board that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a director.

A brief profile of Mr. Stephen Charles Buckland and disclosure required under Regulation 36 of the SEBI Listing Regulations and the Secretarial Standards on General Meetings are provided as **Annexure-1** of this Notice.

Keeping in view of his rich experience, your Board considers it desirable in the interest of the Company that Mr. Stephen Charles Buckland be appointed on the Board of your Company and accordingly, the Board recommends his appointment as Non-Executive Director and Chairman of the Company as proposed in the resolution set out at Item No. 2 for your approval by way of an Ordinary Resolution.

Except for Mr. Stephen Charles Buckland and/or his relatives, no other Director, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, in the said Resolution.

Place: Kolkata  
Date: 8<sup>th</sup> February, 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**

<b>Name of the Director</b>	Mr. Stephen Charles Buckland
Director Identification Number (DIN)	10270636
Date of Birth / Age	23.07.1967/ 56 years
Date of first appointment on the Board	August 10, 2023
Education Qualification	MBA, B.Sc. (Hons) in Financial Services.
Experience (including expertise in specific functional areas) / Brief Resume	He has over 36 years diverse experience across agricultural and financial service industries. He worked in various leadership roles like Executive and Non-Executive Directors in Banking and Financial Service as well as agricultural industries. His area of expertise includes financial management, marketing, strategy and HR.
Directorship held in other Companies (excluding foreign companies)	Stewart Holl (India) Limited
Membership/Chairpersonship of Committees across Companies (excluding Foreign Companies)	NIL
Relationship with other Directors / Manager / Key Managerial Personnel	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
No. of board meetings attended during the year	FY 23-24: 1/1
Terms and Conditions of appointment	As per the Ordinary 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
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: NIL</li></ul>