



GOODRICKE GROUP LIMITED

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**GOODRICKE GROUP LIMITED**

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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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**POSTAL BALLOT NOTICE**

**[Pursuant to 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 General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 and other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), 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/Ordinary 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 28<sup>th</sup> November, 2025** 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, 13<sup>th</sup> November, 2025, 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 Thursday, 4<sup>th</sup> December, 2025 to 5:00 p.m. (IST) on Saturday, 3<sup>rd</sup> January, 2026**. 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, 28<sup>th</sup> November, 2025**, 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, 5<sup>th</sup> January, 2026. 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:**

**To consider and approve selling, leasing or otherwise disposing of certain Tea Estates 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 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with the applicable Rules made thereunder, Regulation 37A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the provisions of the Memorandum and Articles of Association of the Company and such other statutory approvals, consents, permissions, or sanctions as may be required from the concerned regulatory authorities, the consent of the Members be and is hereby accorded to the Board of Directors of the Company to sell, lease, transfer or otherwise dispose of, whether in one or more tranches, certain Tea Estates of the Company constituting the whole or substantially the whole of the undertaking or such specified assets of the Company, the aggregate net book value of which exceeds twenty percent but does not exceed thirty percent of the net book value of the undertaking of the Company, as per the audited financial statements of the immediately preceding financial year, on such terms and conditions, including consideration, as may be determined by the Board in its absolute discretion in the best interest of the Company.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors and the Key Managerial Personnel of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters, and things as may be necessary, proper or expedient, including finalizing, varying and executing all necessary agreements, deeds, documents, and instruments, settling all questions, difficulties, or doubts that may arise in this regard, and to delegate all or any of the powers herein conferred to any Committee of the Board, officer(s), or authorized representative(s) of the Company, as it may in its discretion deem appropriate, without further reference to the Members of the Company.”

**Item No. 2:**

**AS A SPECIAL RESOLUTION:**

**Re-appointment and payment of remuneration to Mr. Soumen Mukherjee (DIN 08240868) as the Director (Finance) & CFO of the Company**

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

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, 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 approval of the Members be and is hereby accorded to re-appoint Mr. Soumen Mukherjee (DIN: 08240868) as a Whole-time Director, designated as a Director (Finance) & Chief Financial Officer of the Company, for a period of 3 (three) years from the expiry of his present term of office, i.e., with effect from 1<sup>st</sup> April, 2026 to hold office up to 31<sup>st</sup> March, 2029, on the terms and conditions including remuneration as set out in the statement annexed to this Postal Ballot Notice and whose office is liable to retire by rotation.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include Nomination and Remuneration Committee of the



Board) 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 re-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. 3:**

**AS AN ORDINARY RESOLUTION:**

**Appointment of Mr. Oliver Capon (DIN: 11367781) as a Non-Executive Non-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, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the applicable provisions of Regulation 17 and other relevant regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and the provisions of the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board, the approval of the Members of the Company be and is hereby accorded for the proposed appointment of Mr. Oliver Capon (DIN: 11367781) as a Director in the category of Non-Executive Non-Independent Director of the Company, liable to retire by rotation, effective from 1<sup>st</sup> January, 2026.

**RESOLVED FURTHER THAT** the Board of Directors and Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, and to execute all such documents, writings and papers as may be considered necessary, desirable, or expedient for the purpose of giving effect to this resolution.”

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

Place: Kolkata

Date: 13<sup>th</sup> November, 2025



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 Thursday, 4<sup>th</sup> December, 2025 to 5:00 p.m. (IST) on Saturday, 3<sup>rd</sup> January, 2026. 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., Friday, November 28, 2025 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. November 28, 2025 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 15<sup>th</sup> March, 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 Monday, 5th January, 2026 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 3<sup>rd</sup> January, 2026, 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>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>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>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> <ol style="list-style-type: none"> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </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 also able to directly access the system of all e-Voting Service Providers.</li> </ol> |
| <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> | <p>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.</p>   |



**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. <b>1800 21 09911</b> |



**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<br>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<br>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<br>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 [chkarnab@goodricke.com](mailto:chkarnab@goodricke.com) / [rta@cbmsl.com](mailto:rta@cbmsl.com) .
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 [chkarnab@goodricke.com](mailto:chkarnab@goodricke.com) / [rta@cbmsl.com](mailto:rta@cbmsl.com). 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**

In line with the Company's strategic objective to improve operational efficiency, reduce debt, and enhance long-term profitability and sustainability, the Board of Directors, at its meeting held on 13<sup>th</sup> November 2024, granted in-principal approval to explore the potential sale of certain loss-making tea estates. Pursuant to the said approval, the Company has, to date, disposed of the bearer plants and specified assets pertaining to its Chulsa Tea Estate and Leesh River Tea Estate. The Company has duly made the requisite public disclosures in this regard in accordance with applicable laws and regulations, through filings with the stock exchange and in its Annual Report for the financial year 2024-25.

The Board, at its meeting held on 13<sup>th</sup> November 2025, reviewed the matter and is of the considered view that, going forward, the Company may evaluate divestment of additional loss-making tea estates or non-core assets that do not contribute to the Company's financial performance. In the event such divestments are undertaken during the current financial year, the net book value of the tea estates or assets proposed to be sold may exceed 20% of the net book value of the Company, thereby necessitating the approval of the shareholders.

The proceeds from such sales will be utilized primarily for reducing borrowings costs, and to make strategic investment in the packet tea business and development work of specific identified promising tea estates. The Company is also exploring diversification into agri-based and hospitality ventures leveraging its rich land assets. The funds will also support investment in the Branded Tea Business to accelerate growth and enhance profitability.

To achieve the above objectives, the Board considers it prudent to dispose of certain tea estates of the Company to optimize operational performance. In terms of Section 180(1)(a) of the Companies Act, 2013, approval of the Members is required, by way of a Special Resolution, for selling, leasing, or otherwise disposing of the whole or substantially the whole of the undertaking(s) of the Company.

Further, as per Regulation 37A of the SEBI (LODR) Regulations, 2015, such a Special Resolution shall be acted upon only if the votes cast by public shareholders in favour of the resolution exceed the votes cast against it, and no public shareholder who is directly or indirectly a party to such sale or disposal shall vote on the said resolution.

However, no such approval is required if the value of assets proposed to be sold is less than 20% of the net book value of the undertaking as per the audited balance sheet of the preceding financial year.

In view of the above, the Board seeks Members' approval by way of a Special Resolution to authorise the sale of additional tea estates or their assets, which may result in the net book value of the assets proposed to be sold exceeding the 20% threshold of the net book value (net worth) of the Company. The Board, however, proposes to restrict the aggregate sale to within 30% of the net book value of the undertaking of the Company.



Accordingly, the Resolution set out at Item No. 1 of the Notice is proposed for the consideration and approval of the Members. The Board recommends the passing of the said Resolution as a Special Resolution.

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

**Item No. 2**

The Board of Directors of the Company at its meeting held 13<sup>th</sup> November, 2025, subject to the approval of Members, considered and approved re-appointment of Mr. Soumen Mukherjee (DIN: 08240868) as a Whole-time Director, designated as a Director (Finance) & Chief Financial Officer of the Company, for a period of 3 (three) years from the expiry of his present term of office, i.e., with effect from 1<sup>st</sup> April, 2026, pursuant to applicable provisions of the Companies Act, 2013 ("the Act"), on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Soumen Mukherjee are as follows:

|                              |   |
|------------------------------|---|
| <b>Tenure of appointment</b> | 1 <sup>st</sup> April, 2026 to 31 <sup>st</sup> March 2029  |
| <b>Remuneration</b>          | Basic Salary: Rs. 3,26,708/- per month.<br>(In the scale of Rs. 2,45,000/- to Rs. 4,50,000/- per month).<br>Revision of basic salary shall be decided by the Board of Directors on the recommendation of the NRC (in the scale of Rs. 2,45,000/- to Rs. 4,50,000/- per month) |



|                                   |   |
|-----------------------------------|---|
| <b>Other Terms</b>                | <p><b>Commission</b> - As may be approved by the Board of Directors upon recommendation of NRC, subject to performance.</p> <p><b>Perquisites</b> - Fully furnished residential accommodation will be provided by the Company. In case accommodation is not provided by the Company, House Rent Allowance not exceeding 60% of the salary. 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 his tenure, 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 and accordingly, the abovementioned Salary, Allowances and Perquisites shall be payable as Minimum Remuneration, as applicable.</p>  |
| <b>Termination of Appointment</b> | The appointment may be terminated by either party giving six months' prior notice.  |
| <b>Memorandum of Interest</b>     | None of the directors except Mr. S. Mukherjee is concerned or interested in this appointment.   |
| <b>Duties</b>                     | Mr. Mukherjee, will be entrusted with such duties as may be delegated to him by the Managing Director & CEO and he shall exercise the powers of Management and perform such duties under the general superintendence, control and direction of the Managing Director & CEO of the Company.  |



The above terms as to remuneration have been approved by the Nomination and Remuneration Committee of the Board at its Meeting held on 12<sup>th</sup> November, 2025 and the particulars of Mr. Mukherjee, namely; age, qualification, past experience and other details are given separately in this notice as per SEBI (LODR) Regulations 2015.

Mr. S. Mukherjee satisfies all conditions set out in Part-I of Schedule V to the Act and also conditions set out under Section 196(3) of the Act for his re-appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Pursuant to the provisions of Section 196, 197 and 198 of the Act read with Schedule V, the Company having inadequate/no profits, proposes this Special Resolution by shareholders, in compliance with Part II, Section II of Schedule V of the Companies Act, 2013.

**The information required to be furnished pursuant to Section II of Part II to the said Schedule V of the Act:**

**I. General Information:**

- (1) Nature of industry: Plantation, manufacture and sale of Tea.
- (2) Date or expected date of commencement of commercial production: The tea gardens owned by the Company commenced operations since centuries. In 1977, the 8 operating companies were amalgamated to form Goodricke Group Limited.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable.
- (4) Financial performance based on given indicators: Financial performance (audited) over the last three financial years is set out as under:-

| (Rs. In Million)           |                              |                              |                              |
|----------------------------|------------------------------|------------------------------|------------------------------|
| Year ended                 | 31 <sup>st</sup> March, 2025 | 31 <sup>st</sup> March, 2024 | 31 <sup>st</sup> March, 2023 |
| Gross Revenue              | 9,294.43                     | 8,239.78                     | 8,821.95                     |
| Profit/ Loss before Tax    | 140.52                       | (656.23)                     | 25.29                        |
| Profit/ Loss after Tax     | 200.58                       | (693.04)                     | (3.23)                       |
| Total Comprehensive Income | 293.14                       | (696.54)                     | (50.66)                      |

- (5) Foreign investments or collaborations, if any: As on 31<sup>st</sup> March, 2025, foreign investment was 15984000 equity shares of Rs.10/- each in the Company.



## II. Information about the appointee:

**(1) Background details:** Mr. Soumen Mukherjee, is a Chartered Accountant and an Executive Diploma in General Management from XLRI, Jamshedpur. He joined the Company in 2009 and was handling the finance and accounting controllership roles before being appointed as Chief Financial Officer in 2021 and as a Director (Finance) & CFO w.e.f. 1<sup>st</sup> April, 2023.

**(2) Past remuneration:**

FY 23-24 – Rs. 7.05 million per annum

FY 24-25 – Rs. 7.57 million per annum

FY 25-26 – Rs. 2.69 million up to October, 2025

**(3) Recognition or awards:** NA

**(4) Job profile and his suitability:** With a professional career spanning around 27 years, Mr. Mukherjee has held various positions in accounting, financial and business functions covering various roles in corporate finance, financial reporting, valuations, treasury, business excellence, business strategy etc.

**(5) Remuneration proposed:** As mentioned in the explanatory statement hereinabove

**6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** The remuneration as proposed is comparable with that of other companies of similar size.

**(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:** Other than remuneration receivable as Director (Finance) & CFO, Mr. S. Mukherjee is not entitled to receive any other payments from the Company.

## III. Other information:

**(1) Reason of loss or inadequate profits:**

During the financial year under review, the Company experienced adverse weather conditions and pest infestations in certain estates, leading to a decline in overall crop production. These factors, coupled with a lower average price realization for manufactured tea compared to the previous financial year, had an adverse impact on profitability. Additionally, there was a significant increase in input costs, particularly for major items such as fertilizers and chemicals, which further affected the Company's operational margins.



**(2) Steps taken or proposed to be taken for improvement:**

The Company proposes to exit from the business of certain loss-making tea estates and utilise the realisation proceeds to reduce the borrowing cost, strengthen the Branded Tea Division, enhance productivity in bulk division and improve pest-control management, and, in this regard, appropriate proposals have been placed before the shareholders through this Postal Ballot Notice. Emphasis shall be placed on quality-oriented tea production. In the packet tea segment, the Company will focus on its premium category brands and explore newer territories with the objective of improving the overall bottom-line.

Other 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.

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. S. Mukherjee 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.

**Item No. 3**

The Board of Directors of the Company at its meeting held on 12<sup>th</sup> November, 2025, on the recommendation of the Nomination and Remuneration Committee ('the NRC') and subject to the approval of Members of the Company, has approved the proposal for appointment of Mr. Oliver Capon (DIN: 11367781) as a Director in the category of Non-Executive Non-Independent Director of the Company with effect from 1<sup>st</sup> January, 2026 as per the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ("the Act").

Pursuant to provisions of the Act and the Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the appointment of Mr. Oliver Capon as Non-Executive Non-Independent Director is subject to approval of the Members of the Company.





**Brief Profile of Mr. Oliver Capon:**

Mr. Oliver Capon is a highly accomplished finance professional and has been the Chief Financial Officer with over 30 years of international experience across the agriculture and energy sectors. He has led strategic transformations in organisations ranging from start-ups to global enterprises, with proven expertise in finance leadership, capital raising, and commercial strategy. His experience spans business partnering, governance, venture capital engagement, mergers and acquisitions, and digital transformation. An inclusive and results-driven leader, he is recognised for building high-performing teams across geographies and driving sustainable value creation. He currently serves as the Chief Financial Officer of Camellia Plc (UK/India/ Bangladesh/ Africa/Brazil).

The Nomination and Remuneration Committee while recommending his appointment at its meeting held on 12<sup>th</sup> November, 2025, has considered amongst others, leadership capabilities, expertise in finance, governance, administrative knowledge and experience as the skills required for this role and also confirmed that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

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.

Keeping in view the above, consent of the Members for appointment of Mr. Oliver Capon as a Non-Executive Non-Independent Director, liable to retire by rotation, is sought by way of Ordinary resolution, as set out in the resolution in Item No. 3 of the accompanying Notice.

Except Mr. Oliver Capon 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 Ordinary Resolution set out at Item No. 3 of the Notice.

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

Place: Kolkata

Date : 13<sup>th</sup> November, 2025



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>  | <b>Mr. Soumen Mukherjee</b>   | <b>Mr. Oliver Capon</b>   |
|--|---|---|
| Director Identification Number (DIN)   | 08240868  | 11367781  |
| Date of Birth / Age  | 18 <sup>th</sup> October, 1974  | 1 <sup>st</sup> August, 1970  |
| Date of first appointment on the Board                                       | 1 <sup>st</sup> April, 2023   | 1 <sup>st</sup> January, 2026   |
| Education Qualification  | Chartered Accountant, Executive Diploma in General Management from XLRI   | Fellow of Institute of Chartered Accountants of England and Wales, MSc in Manufacturing Engineering (Cambridge).  |
| Experience (including expertise in specific functional areas) / Brief Resume | Mr. Soumen Mukherjee, is a Chartered Accountant and an Executive Diploma in General Management from XLRI, Jamshedpur. He joined the Company in 2009 and was handling the finance and accounting controllership roles before being appointed as Chief Financial Officer in 2021. Prior to joining the Company, he worked in various positions with PwC and Tata Steel Downstream Products limited. With a professional career spanning around 27 years, Mr. Mukherjee has held various positions in accounting, financial and business functions covering various roles in corporate finance, financial reporting, valuations, treasury, business excellence, business strategy etc. | Mr. Oliver Capon is a highly accomplished Chief Financial Officer with over 30 years of international experience across the agriculture and energy sectors. He has led strategic transformations in organizations ranging from start-ups to global enterprises, with proven expertise in finance leadership, capital raising, and commercial strategy. His experience spans business partnering, governance, venture capital engagement, mergers and acquisitions, and digital transformation. An inclusive and results-driven leader, he is recognised for building high-performing teams across geographies and driving sustainable value creation. He currently serves as the Chief Financial Officer of Camellia Plc. |
| Directorship held in other Companies (excluding foreign companies)           | 1. Stewart Holl (India) Limited<br>2. Elgin Investments & Trading Limited.  | NIL   |



|   |  |   |
|---|--|---|
|   | 3. Goodricke Technical & Management Services Limited<br>4. Borbam Investments Limited  |   |
| Membership/Chairpersonship of Committees across Companies (excluding Foreign Companies) | NIL  | NIL   |
| 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               | 6 (six) equity shares  | NIL   |
| No. of board meetings attended during the year  | FY 25-26: 4/4  | NIL   |
| Terms and Conditions of appointment   | As per the Special Resolution set forth at Item No. 2 of this Notice, read with the Explanatory Statement thereto.   | As per the Ordinary Resolution set forth at Item No. 3 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 last FY 24-25: Rs. 7.57 Million</li> <li>Remuneration sought to be paid: As per explanatory statement</li> </ul> | Remuneration sought to be paid: NIL   |

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