

23rd June, 2021

isc-gpi@modi-ent.com

1. **The Secretary**
BSE Limited
Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street
Mumbai- 400 001
Scrip Code: 500163
2. **The Secretary**
National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (E)
Mumbai- 400 051
Scrip Symbol: GODFRYPHLP

Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2021
Ref: SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019

Dear Sir/Madam,

In terms of Regulation 24A of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 read with Clause 3 (b) (iii) of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, we are submitting herewith the Annual Secretarial Compliance Report of the Company for the year ended 31st March, 2021, issued by M/s Chandrasekaran Associates, Practising Company Secretaries and Secretarial Auditors of the Company.

This is for your information and record please.

Thanking you,

Yours faithfully,
For Godfrey Phillips India Limited



Sanjay Gupta
Company Secretary

Encl.: As above

**SECRETARIAL COMPLIANCE REPORT OF GODFREY PHILLIPS INDIA LIMITED
FOR THE YEAR ENDED MARCH 31, 2021**

To,
The Board of Directors
GODFREY PHILLIPS INDIA LIMITED
Macropolo Building, Ground Floor,
Dr. Babasaheb Ambedkar Road,
Lalbaug Mumbai-400033

We M/s. Chandrasekaran Associates have examined:

- (a) All the documents and records made available to us and explanation provided by Godfrey Phillips India Limited. ("the listed entity"),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2021 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, Circulars, Guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), Rules made thereunder and the Regulations, Circulars, Guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The Specific Regulations, whose provisions and the Circulars/ Guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the extent applicable;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to the extent applicable;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable during the year under review.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable during the year under review;**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable during the year under review;**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable during the year under review;**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to the extent applicable;

- (j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
- (k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009.

and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and Circulars/ Guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
NIL				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 31, 2020.	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NIL				

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SHASHIKANT

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TIWARI SHASHIKANT
Date: 2021.06.21
16:59:16 +05'30'

- (e) The company has suitably included the conditions as mentioned in Para 6(A) and 6(B) of the SEBI Circular CIR/CFD/CMD1/114/2019, dated October 18, 2019 in the terms of appointment of statutory auditor of the Company.

Mr. Ruchir Kumar Modi, a Non-Executive & Non-Independent Director of the Company, has written various letters to the regulatory authorities such as the Securities and Exchange Board of India, the Ministry of Corporate Affairs and the Stock Exchanges, alleging certain irregularities by the Company and its officials, and seeking investigation into the affairs of the Company. On being asked to respond to such letters by these authorities, the Company has submitted detailed replies against all points raised by Mr. Modi in letters. Thereafter, the Company has not received any further communication from these regulatory authorities except that the Regional Director, Western Region, Ministry of Corporate Affairs has informed the Company vide its letter dated 22nd March, 2021 that the Central Government has ordered inspection of the books of accounts and other books and papers of the Company in terms of section 206(5) of the Companies Act, 2013.

For **Chandrasekaran Associates**
Company Secretaries

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SHASHIKANT

Shashikant Tiwari
Partner

Membership No. A28994
Certificate of Practice No. 13050
UDIN: A028994C000492611

Date: 21.06.2021
Place: Delhi

Notes: Due to restricted movement amid COVID-19 pandemic, we are issuing this secretarial compliance report by examining the Secretarial Records including Minutes, Documents, Registers and other records etc., and some of them received by way of electronic mode from the Company and could not be verified from the original records. The management has confirmed that the records submitted to us are true and correct. This Report is limited to the Statutory Compliances on laws / regulations / guidelines listed in our report of which, the due date has been ended/expired on or before March 31, 2021 pertaining to Financial Year 2020-21.