



GOODRICKE GROUP LIMITED

Registered Office :

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

Telephone : 2287-3067, 2287-8737, 2287-1816

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E-mail : goodricke@goodricke.com

visit us at : www.goodricke.com

CIN-L01132WB1977PLC031054

25th June, 2021

To
The Shareholders
Goodricke Group Limited

Uploaded in www.goodricke.com

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

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

BSE Scrip Code- 500166

Sub: Secretarial Compliance Report pursuant to Circular No. CIR/CFD/CMDI/27/2019 dated 08.02.2019 issued by the Securities and Exchange Board of India

Dear Sir,

Pursuant to Circular No. CIR/CFD/CMDI/27/2019 dated 08.02.2019 issued by the Securities and Exchange Board of India, M/S Anjan Kumar Roy & Co has examined all the documents and records, filings and submissions with respect to compliance of the provisions as stipulated in the aforesaid circular and found the same to be in order.

A copy of the certificate issued by M/S Anjan Kumar Roy & Co is attached herewith and the exchange is requested to take the same in record.

Yours faithfully

GOODRICKE GROUP LIMITED

**VICE PRESIDENT &
COMPANY SECRETARY**

Encl: a/a

ANJAN KUMAR ROY & CO

COMPANY SECRETARIES

A Peer Reviewed Firm

Pursuant to the Guidelines issued by the Institute of Company Secretaries of India

UDIN:F005684C000495481

SECRETARIAL COMPLIANCE REPORT

OF

GOODRICKE GROUP LTD

FOR THE FINANCIAL YEAR ENDED ON 31st March, 2021

[Pursuant to Regulation 24A(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended read with Circular No. CIR/CFD/CMD1/27/2019, dated 08/02/2019, issued by Securities and Exchange Board of India]

To
The Members
M/s. Goodricke Group Ltd
Camellia House
14 Gurusaday Road
Kolkata -700019

1. We have examined:

(a) All the documents and records made available to us and explanation provided by **M/s. Goodricke Group Ltd**(here in after to be referred as **"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 financial year ended on 31st March, 2021 (here in after to be referred as **"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, and guidelines issued thereunder; and

(b)The Securities Contracts (Regulation) Act, 1956 (**"SCRA"**), rules made thereunder and the Regulations, circulars, and guidelines issued thereunder by the Securities and Exchange Board of India (**"SEBI"**).

2. 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, as amended;

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Mobile Ph Nos. 9830201949/9831891949.

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- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;

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: -

1.	2.	3.	4.
Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended	Mrs. Sudha Kaul, Non-Executive Director continued to be on the Board of the listed entity despite attaining the age of 75 years as on 17th April, 2020. Hence, it is deviation from Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.	A fine was imposed on the company which has since been paid
2	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended	There was a delay of 40 days in disclosure of Related Party Transactions to the Stock Exchange beyond 30 days of publication of its financial	A fine was imposed on the company which has since been paid

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		results for the half year ended 30th September, 2020, constituting a deviation from Regulation 23(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	
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- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- c) The following are the details of the 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	NIL	NIL	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 31 st March, 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	NIL	NIL	NIL	NIL

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3. This is to also certify that the listed entity has ensured, through the letter of appointment of the Statutory Auditors of the listed entity that the conditions as mentioned in 6(A) and 6(B) of Circular No. CIR/CFD/CMD1/114/2019 dated 18th October, 2019 issued by SEBI is included in the terms of appointment of the statutory auditor.

Place :Kolkata

Date : 25th June, 2021

FOR, ANJAN KUMAR ROY & CO.

Company Secretaries

Anjan
Kumar
Roy

Digitally signed
by Anjan Kumar
Roy
Date: 2021.06.25
14:14:03 +05'30'

ANJAN KUMAR ROY

Proprietor

FCS No. 5684

CP. No. 4557

UDIN: F005684C000495481

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