



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

20th May, 2019

To
The Shareholders
Goodricke Group Limited

To
The Sr. General Manager
Dept of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001
Email: corp.relations@bseindia.com/
Corp.compliance@bseindia.com

Uploaded in www.goodricke.com

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

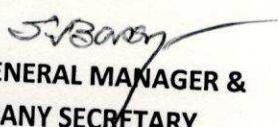
Dear Sir,

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


**SR. GENERAL MANAGER &
COMPANY SECRETARY**

Encl: a/a

ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

SECRETARIAL COMPLIANCE REPORT OF

GOODRICKE GROUP LIMITED

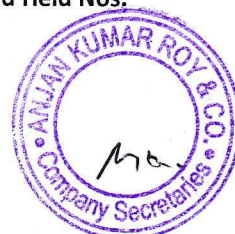
FOR THE FINANCIAL YEAR ENDED ON 31st March, 2019

[Pursuant to Circular No. CIR/CFD/CMDI/27/2019, dated 08/02/2019, issued by Securities and Exchange Board of India]

To,
The Members,
M/s. Goodricke Group Limited
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 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 on 31st March, 2019 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");
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;
 - (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; - N/A

Office Address : GR 1, Gouri Bhaban, 28A Gurupada Halder Road, Kolkata- 700 026. E-mail: akroyco@yahoo.co.in/
anjanroy_2003@yahoo.co.in/anjankumarroyco@hotmail.com. Land Ph. No. 033 2475 0112. Hand Held Nos.
9830201949/9831891949.



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(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - N/A

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - N/A

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - N/A

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

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 - None
1.	Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;	Not Applicable	The regulation mentioned in the column no. 2 is not applicable to the company.
2.	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014	Not Applicable	The regulation mentioned in the column no. 2 is not applicable to the company.
3	Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008	Not Applicable	The regulation mentioned in the column no. 2 is not applicable to the company.
4.	Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;	Not Applicable	The regulation mentioned in the column no. 2 is not applicable to the company.

- 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.

Office Address : GR 1, Gouri Bhaban, 28A Gurupada Halder Road, Kolkata- 700 026. E-mail: akroyco@yahoo.co.in/
anjanroy_2003@yahoo.co.in/anjankumarroyco@hotmail.com. Land Ph. No. 033 2475 0112. Hand Held Nos.
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- 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.
	N/A	N/A	N/A	N/A

- 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... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	N/A	N/A	N/A	N/A

For, **ANJAN KUMAR ROY & CO.**
Company Secretaries




ANJAN KUMAR ROY

Proprietor

FCS No. 5684

CP. No. 4557

Place : Kolkata

Date : 15/05/2019

Office Address : GR 1, Gouri Bhaban, 28A Gurupada Halder Road, Kolkata- 700 026. E-mail: akroyco@yahoo.co.in/
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