

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

NAME OF THE COMPANY: GOODRICKE GROUP LIMITED

QUARTER ENDING ON 30th SEPTEMBER, 2015

| Particulars | Clause of Listing Agreement | Compliance Status Yes/No | Remarks |
|--|------------------------------------|---------------------------------|---|
| II Board of Directors | 49(II) | | |
| (A) Composition of Board | 49(IIA) | Yes | |
| (B) Independent Directors | 49(IIB) | Yes | |
| (C) Non-executive Directors' compensation & disclosures | 49(IIC) | Yes | |
| (D) Other provisions as to Board and Committees | 49(IID) | Yes | |
| (E) Code of Conduct | 49(IIE) | Yes | |
| (F) Whistle Blower Policy | 49(IIF) | Yes | |
| III Audit Committee | 49(III) | | |
| (A) Qualified & Independent Audit Committee | 49(IIIA) | Yes | |
| (B) Meeting of Audit Committee | 49(IIIB) | Yes | |
| (C) Powers of Audit Committee | 49(IIIC) | Yes | |
| (D) Role of Audit Committee | 49(IIID) | Yes | |
| (E) Review of Information by Audit Committee | 49(IIIE) | Yes | |
| IV Nomination and Remuneration Committee | 49(IV) | Yes | |
| V Subsidiary Companies | 49(V) | NA | |
| VI Risk Management | 49(VI) | Yes | |
| VII Related Party Transaction | 49(VII) | Yes | |
| VIII Disclosures | 49(VIII) | | |
| (A) Related party transactions | 49(VIIIA) | Yes | |
| (B) Disclosure of Accounting Treatment | 49(VIIIB) | Yes | |
| (C) Remuneration of Directors | 49(VIIIC) | Yes | |
| (D) Management | 49(VIIID) | Yes | |
| (E) Shareholders | 49(VIIIE) | Yes | |
| (I) Proceeds from public issues, rights issue, preferential Issues, etc. | 49(VIII I) | NA | |
| IX CEO/CFO Certification | 49(IX) | | Incorporated in the Annual Report of 2014 |
| X Report on Corporate Governance | 49(X) | | -do- |
| XI Compliance | 49(XI) | Yes | |

GOODRICKE GROUP LIMITED

**S. BANERJEE
COMPANY SECRETARY**