



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

22nd May, 2023

The Sr. General Manager
Dept. of Corporate Services
BSE Limited,
Phiroze Jeejeebhoy Towers
Dalal Street , Mumbai - 400 001

BSE Scrip Code : 500166

Dear Sir/Madam

Sub: Secretarial Compliance Report for the financial year ended 31st March, 2023

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular No. CIR/CFD/CMDI/27/2019 dated 8th February, 2019, please find enclosed copy of Annual Secretarial Compliance Report dated 19th May, 2023 for the financial year ended 31st March 2023, issued by M/s. Anjan Kumar Roy & Co., Practicing Company Secretary (FCS - 5684 / CP No.-4557).

The above disclosure would also be available on the website of the Company at www.goodricke.com.

Thanking you,
Yours faithfully,
GOODRICKE GROUP LIMITED

ARNAB CHAKRABORTY
COMPANY SECRETARY
FCS No. 8557

Encl : As above

ANJAN KUMAR ROY & CO
COMPANY SECRETARIES
A Peer Reviewed Firm

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

UDIN: F005684E000340260

Secretarial Compliance Report
of M/s. Goodricke Group Limited
for the financial year ended 31st March, 2023

[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,
Goodricke Group Ltd
Camellia House,
14, Gurusaday Road,
Kolkata – 700019

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **M/s. Goodricke Group Ltd.** (hereinafter referred as '**the listed entity**'), having its Registered Office at Camellia House 14 Gurusaday Road Kolkata WB 700019. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We, Anjan Kumar Roy & Co., Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by **M/s. Goodricke Group Limited** (here in after to be referred "**the listed entity**"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,

Office Address: GR 1, Gouri Bhaban, 28A Gurupada Halder Road, Kolkata- 700026.

E-mail: akroyco@yahoo.co.in/anjanroy_2003@yahoo.co.in

Mobile Ph Nos. 9830201949/9831891949.



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(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, 2023 (“**Period under review**”) 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, as amended;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;- Not Applicable during the Period under review .
- (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; - Not Applicable during the Period under review.
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;- Not Applicable during the Period under review.
- (f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;- Not Applicable during the period under review.



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We hereby report that, during the Period Under Review the compliance status of the listed entity is appended as below:

| Sl. No. | Particulars | Compliance Status | Observations/ Remarks by PCS |
|---------|---|-------------------|---------------------------------|
| 1. | <u>Secretarial Standards :</u> The Compliances of the listed entity are in accordance with applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI) | Yes | N.A. |
| 2. | <u>Adoption and timely updation of the policies :</u> <ul style="list-style-type: none">• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities• All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations /circulars/guidelines issued by SEBI | Yes | N.A. |
| 3. | <u>Maintenance and disclosures on Website :</u> <ul style="list-style-type: none">• The Listed entity is maintaining a functional website• Timely dissemination of | Yes | N.A. |

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| | <p>the documents / information under a separate section on the website</p> <ul style="list-style-type: none">• Web Links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant documents / section of the website | | |
| 4. | <p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p> | Yes | N.A. |
| 5. | <p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>a) Identification of material subsidiary companies</p> <p>b) Requirements with respect to disclosure of material as well as other subsidiaries</p> | N.A | The Company does not have any Material Subsidiary. |
| 6. | <p><u>Preservation of Documents :</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p> | Yes | N.A. |
| 7. | <p><u>Performance Evaluation :</u></p> | Yes | N.A. |

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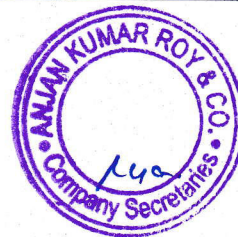
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| | The listed entity has conducted performance evaluation of the Board , Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations | | |
| 8. | <u>Related Party Transactions:</u> a) The Listed Entity has obtained prior approval of Audit Committee for all Related party transactions b) In case no prior approval obtained , the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved /ratified /rejected by the Audit Committee | Yes | N.A. |
| 9. | <u>Disclosure of events or information</u> The listed entity has provided all the required disclosures under Regulation 30 along with Schedule III of SEBI LODR Regulations ,2015 within the time limits prescribed thereunder. | Yes | N.A. |
| 10. | <u>Prohibition of Insider Trading :</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015 | Yes | N.A. |



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|-----|---|----|--|
| 11. | <u>Actions taken by SEBI or Stock Exchanges, if any :</u> No Actions taken against the listed entity / its promoters/ directors /subsidiaries either by SEBI or Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars /guidelines issued thereunder | No | No Actions has been taken against the listed entity / its promoters/ directors /subsidiaries either by SEBI or Stock Exchanges during the period under review. |
| 12. | <u>Additional Non- compliance s, if any:</u> No any additional non-compliance observed for all SEBI Regulation/circular /guideline note etc. | No | No additional non compliance has been observed regarding SEBI Regulations. |

- 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 | Regulation / Circular No. | Deviations | Action taken by | Type of Action | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks. |
|----------|---|---------------------------|------------|-----------------|----------------|----------------------|-------------|---|---------------------|----------|
| | | | | | | | | | | |

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|-------------------|-----|--------------|------|------|------|------|------|--------------------------------------|----|------|
| specific clause) | | | | | | | | | | |
| No Non-Compliance | N.A | No Deviation | N.A. | N.A. | N.A. | N.A. | N.A. | No non compliance has been observed. | No | N.A. |

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

| Sr. No. | Compliance Requirement (Regulations/circulars / guidelines including specific clause) | Regulation / Circular No. | Deviations | Action taken by | Type of Action | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks. |
|---------|---|---------------------------|--------------|-----------------|----------------|----------------------|-------------|---|---------------------|----------|
| | No Non-Compliance | N.A | No Deviation | N.A. | N.A. | N.A. | N.A. | No deviation has been observed. | No | N.A. |

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This is to also certify that the Company has ensured, through the letter of appointment of the Statutory Auditors of the Company 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 Securities and Exchange Board of India is included in the terms of appointment of the statutory auditor.

Place : Kolkata
Date : 19th May, 2023



FOR, ANJAN KUMAR ROY & CO.
Company Secretaries

Anjan
ANJAN KUMAR ROY

Proprietor

FCS No. 5684

CP. No. 4557

UDIN: F005684E000340260

Peer Review Certificate No. 869/2020

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