

25th May, 2022

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, 2022
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, 2022, 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, 2022**

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 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, 2022 ("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; **Not Applicable during the year under review.**
- (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 (Buy-back of Securities) Regulations, 2018; **Not Applicable during the year under review.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 prior to its repealment ; **Not Applicable during the year under review;**
- (f) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021 and Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulation, 2008 prior to its repealment ; **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 and Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to the extent applicable;

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- (j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client to the extent of securities issued;
- (k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009 to the extent applicable.
- (l) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
Not Applicable during the year under review

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, 2021.	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NOT APPLICABLE				

- (e) The listed entity 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.

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Further, we report as under:

Mr. Ruchir Modi, former Director of the Company has filed a complaint against Mr. Sanjay Gupta, Company Secretary of the Company for professional or other misconduct under Section 21 of the Company Secretaries Act, 1980 by stating that principles of corporate governance and provisions of Section 188 of the Companies Act, 2013 have not been complied in appointment of Mrs. Bina Modi, President and Managing Director of the Company. The Board of Discipline after considering the materials on record, agreed with the opinion that Mr. Sanjay Gupta is 'Not Guilty' of professional or other misconduct for the allegation made by Mr. Ruchir Modi but also stated that if any non-compliance observed in future of relevant provisions of the Companies Act, 2013 or the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, there could be a case of professional misconduct. Based on similar complaint filed by Mr. Ruchir Modi, the letter seeking various information and documents as issued by the Regional Director Western Region on 22nd March 2021, consequent to inspection of the books and accounts and other books and papers ordered in terms of Section 206(5) of the Companies Act 2013, was replied by the Company alongwith submission of all the required documents vide its letter dated 9th June 2021. Thereafter, the Company has not received any further communication in this regard from the concerned authority.

For **Chandrasekaran Associates**

Company Secretaries

FRN: P1988DE002500

Peer Review Certificate No.: 1428/2021

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Shashikant Tiwari

Partner

Membership No. F 11919

Certificate of Practice No. 13050

UDIN: F011919D000371003



Date: 23.05.2022

Place: Delhi

Notes: Due to restricted movement amid COVID-19 pandemic, we conducted the secretarial audit 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 the 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, 2022 pertaining to Financial Year 2021-22.