

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

NAME OF THE COMPANY : GOODRICKE GROUP LIMITED

QUARTER ENDING ON : 30TH JUNE, 2011

Particulars	Clause of Listing agreement	Compliance Status Yes/No.	Remarks
I Board of Directors	49 I		
(A) Composition of Board	49 (IA)	Yes	
(B) Non-executive Directors' compensation & disclosures	49(IB)	Yes	
(C) Other provisions as to Board and Committees	49(IC)	Yes	
(D) Code of Conduct	49(ID)	Yes	
II Audit Committee	49(II)		
(A) Qualified & Independent Audit Committee	49(IIA)	Yes	
(B) Meeting of Audit Committee	49(IIB)	Yes	
(C) Powers of Audit Committee	49(IIC)	Yes	
(D) Role of Audit Committee	49(IID)	Yes	
(E) Review of Information by Audit Committee	49(IIE)	Yes	
III Subsidiary Companies	49(III)	Not applicable	
IV Disclosures	49(IV)		
(A) Basis of related party transactions	49(IVA)	Yes	
(B) Disclosure of Accounting Treatment	49(IVB)	Yes	
(C) Board Disclosures - Risk Management	49(IVC)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49(IVD)	Not applicable	
(E) Remuneration of Directors	49(IVE)	Yes	
(F) Management	49(IVF)	Yes	
(G) Shareholders	49(IVG)	Yes	
V CEO/CFO Certification	49(V)	Incorporated in the Annual Report of 2010	
VI Report on Corporate Governance	49(VI)	- do -	
VII Compliance	49(VII)	Yes	

GOODRICKE GROUP LIMITED

**D.P. CHAKRAVARTI
VICE PRESIDENT & SECRETARY**