

ANNUAL REPORT 2013



GOODRICKE GROUP LIMITED

WE ARE RESPONSIBLE FOR MORE THAN YOUR MORNING CUPPA!

Apart from honing our skills in the craft of tea manufacturing for over the past 140 years, we have remained deeply interested in the welfare of those who have made us what we are. Adhering to the principles of our parent company, we are devoted to the promotion of business integrity, environmental protection & social welfare of all our stakeholders.

As part of our Corporate Social Responsibility, we have set up tea packing units in Kolkata, Bhopal & Indore in partnership with local NGOs, employing persons with disability. We believe that given equal opportunity, persons with disability can also contribute towards their home & society. Goodricke believes in breaking barriers to build a better world!

TEA AND RESPONSIBILITY:

Goodricke School for Special Education, Siliguri, for children with disability | Vocational training in collaboration with NGO – Interlink | Creches & Schools for garden employees' children | Hospitals & Maternity clinics for employees | Promoting environmental sustainability and biodiversity, certified by the Rainforest Alliance Certification | Acknowledgement by Ethical Tea Partnership for improving the lives of tea workers and their environment

OUR RANGE OF UNIQUE TEAS

CASTLETON

This superlative Darjeeling fetched an unbeatable Rs.88,000/- for 1.2 kgs, the highest bid at the Russian Charity Auction. It was also declared as the 'World's Best Darjeeling Cup' by the jury at the Bermuda Tea Convention. Acclaimed the world over, Castleton tea is the essential Darjeeling for the discerning connoisseur.

ROASTED

Synonymous with Darjeeling Tea in Kolkata, it has a unique touch of fire and malty taste providing robustness, while maintaining the finesse of classic Darjeeling.

BARNESBEG

A 100% Organic Darjeeling Green Tea packed with anti-oxidants, this green tea has a distinct mellow flavour which helps one sit back and unwind. Above all, it has received the Rainforest Alliance Certificate.

KHAASS

An exclusive Assam black tea created by Goodricke, the world leader in Assam Orthodox Tea production, Khaass is specially blended with 15% Long Leaves and Golden Buds. These Golden Buds give the tea its unparalleled aroma and distinct flavour – which you can experience only with a sip of Khaass!

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GOODRICKE GROUP LIMITED

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BOARD OF DIRECTORS

P.J. Field - *Chairman*

A.N. Singh - *Managing Director & C.E.O.*

A.K. Mathur

S. Kaul

K. Sinha

P.K. Sen

COMPANY SECRETARY

S. Banerjee

CHIEF ACCOUNTANT & C.F.O.

A. Sengupta

BANKERS

The Hongkong & Shanghai Banking Corporation Ltd.

HDFC Bank Ltd.

Axis Bank Ltd.

AUDITORS

Lovelock & Lewes

REGISTRARS & SHARE TRANSFER AGENTS

C.B. Management Services Pvt. Ltd.

P-22, Bondel Road, Kolkata 700 019.

Tele No. (033) 2280 6692/4011 6700 Fax No. (033) 4011 6739

Email : rta@cbmsl.com, Website : www.cbmsl.com

REGISTERED OFFICE

"Camellia House", 14 Gurusaday Road, Kolkata 700 019

Tele No : (033) 2287 3067/ 8737

Website :- www.goodricke.com

NOTICE

NOTICE is hereby given that the Thirty-eighth Annual General Meeting of the Members of Goodricke Group Limited will be held at the Eastern Zonal Cultural Centre, IB 201, Sector - III, Salt Lake City, Kolkata 700 106 on Friday, the 11th April, 2014 at 10.00 a.m. to transact the following business:-

Ordinary Business

1. To consider and adopt the Profit & Loss Account of the Company for the year ended 31st December 2013 and the Balance Sheet as at that date and the Reports of Directors and Auditors thereon.
2. To declare a Dividend for the year ended 31st December, 2013.
3. To appoint a Director in place of Mr. K. Sinha who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Mr. P. J. Field who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint Auditors and to authorise the Board of Directors to fix their remuneration.

The Register of Members and Share Transfer books of the Company shall remain closed from Thursday, the 3rd April to Friday, the 11th April, 2014, both days inclusive.

By Order of the Board

Kolkata
26th February, 2014

S. Banerjee
Company Secretary



NOTES & INFORMATION TO SHAREHOLDERS

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company. Proxies, in order to be effective, must be received at the Company's Registered Office not less than forty-eight hours before the Meeting.**
2. Dividend that may be declared by the Company will be paid on and from 17th April, 2014 to those members whose names appear on the Company's Register of Members on the date of the Annual General Meeting or to their mandatees, subject however, to the provisions of Section 206A of the Companies Act, 1956 (Act).
3. Members are requested to:

- (i) Quote their Registered Folio number in all correspondence with the Company or its Registrars.
Notify the Company or its Registrars immediately of change, if any, in their registered address or of their mandatees. Members holding shares in dematerialised form to advise respective depository participants about change of address. Intimation of change of address must state the Pin Code for proper delivery.
- (ii) **Members who have not so far encashed their Dividend Warrants for the Accounting years ended 31st December, 2006, 2007, 2008, 2009, 2010, 2011 and 2012 may immediately approach the Registrars for revalidation of unclaimed Dividend Warrants.**

Members are hereby informed that pursuant to the provisions of the Act, the Company is obliged to transfer any money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from the date of such transfer, to the unpaid Dividend Account, to the credit of Investor Education and Protection Fund ("the Fund") established by the Central Government. Unpaid Dividend for the year ended 31st December 2005 has been deposited accordingly. In accordance with Section 205B of the Act, no claim shall lie against the Company or the Fund in respect of individual amounts of dividends remaining unclaimed and unpaid for a period of seven years from the dates they first became due for payment and no payment shall be made in respect of any such claims. Accordingly, the money lying in the unpaid Dividend Account for the year ended 31st December 2006, will fall due for deposit on 11th April, 2014.

4. Pursuant to Section 205A of the Act, all unclaimed/unpaid Dividends upto the Dividend for the period 31st December, 1995 have been transferred to the General Revenue Account of the Central Government. Any claim for payment of such unpaid/unclaimed Dividend should be made by an application in the prescribed form to the Registrar of Companies, West Bengal, at the address given below :

Nizam Palace
II M.S.O. Building
234/4, Acharya Jagadish Chandra Bose Road
Kolkata 700 020.

5. As per the provisions of the Act, facility for making nominations is available for shareholders in respect of Equity shares held by them. Nomination forms (Form 2B) can be obtained from the Registrars of the Company for physical shares. In respect of nomination for dematerialised shares, the concerned Depository Participant of the members should be approached.
6. In terms of Clause 5A of the Listing agreement, the Company's Registrars & Share Transfer Agent has sent three reminders to those shareholders whose physical share certificates are lying with them after being returned as undelivered. There has been fairly good response leading to reduction in such unclaimed physical certificates.

7. DETAILS OF DIRECTORS

Particulars	Directors retiring by rotation and seeking reappointment	
Name	Mr. K. Sinha	Mr. Peter John Field
Designation	Non-Executive Director	Non-Executive Director
Date of Appointment	1st January, 2001	1st May, 2009
Date of Birth	7th September, 1947	25th November, 1950
Qualification	M.A.	Banker
Experience	Retired as Head, Eastern India, of Hongkong & Shanghai Banking Corporation Ltd. He has indepth experience in areas of Finance & Banking.	Joint Managing Director, Camellia Plc. U.K. Indepth experience in the field of Banking & Finance of a wide range of Companies in diverse lines of activities ranging from Tea & other plantation, banking & engineering, warehousing and transport etc.
Directorship of other Companies (Excluding foreign Companies and Private Limited Companies).	The Statesman Ltd.	Stewart Holl (India) Ltd. Amgoorie India Ltd. Elgin Investment & Trading Co. Ltd. Goodricke Technical & Management Services Ltd.
Chairman/Member of Committee of the Boards of Companies	Chairman, Audit Committee Chairman, Remuneration Committee, Member Shareholders'/Investors' Grievance Committee of Goodricke Group Ltd.	Member, Remuneration Committee of Goodricke Group Ltd.
Shareholding in the Company (Nos.)	Nil	Nil
Inter-se relationship	Not related to any Director on the Board.	Not related to any Director on the Board, except fellow Directorship in some Companies.

DIRECTORS' REPORT



The Directors have pleasure in presenting their Thirty-eighth Annual Report and Accounts for the year ended 31st December 2013.

FINANCIAL RESULTS

For the year ended 31st December

	2013	2012
	(Rs. in millions)	
GROSS SALES	5,783.10	5,383.81
PROFIT BEFORE TAXATION	486.18	274.44
Less: Provision for Taxation (net)	152.61	74.45
PROFIT AFTER TAX	333.57	199.99
Add: Profit brought forward from last year	48.67	49.10
	382.24	249.09
APPROPRIATIONS:		
Dividend	97.20	86.40
Tax on Dividend	17.19	14.02
Transfer to General Reserve	220.00	100.00
Balance carried forward	47.85	48.67

The turnover for the year 2013 increased by over 7.40% to Rs. 5,783 million from Rs.5,383 million in the previous year essentially due to increased crop and improved prices.

OPERATIONS

The total manufactured crop was higher at 22.29 million kgs. against 20.73 million kgs in 2012. Favourable weather conditions coupled with augmented irrigation facilities were the major contributing factors. Out sourced leaf procurement recorded some decline due to our own high production.

All India tea production increased by 6.5 percent to 1200 million kgs in 2013 against 1126.33 million kgs in 2012. Majority of the increase came from North India although South Indian crop also was ahead of previous year.

Average CTC tea prices were lower in all auction centers compared to previous year. Markets were polarized at the top and bottom with top teas seeing attractive levels with virtually 100% sales. But medium and plainer sorts saw outlots with lower prices. Our Group averages however were higher than last year in both Dooars and Assam. Orthodox prices were also higher than last year.

All India Bulk tea Export figures were higher than 2012. Exports to Iran increased substantially with Rupee Letter of Credit being opened. Our Company's exports also increased to 4.20 million kgs from 3.28 million kgs in the previous year.

The domestic sales were positive and indicated future growth potential. In Packet tea division, attractive incentives were offered to maintain steady growth of business. A new brand named "Goodricke Khaass" was launched during the year at Kolkata which was very well accepted in the market. A new central packaging unit along with storage facility was inaugurated in Dewas, Madhya Pradesh to strengthen logistics and cut down on multiple units/inventory.

Our endeavours of converting the three Darjeeling gardens namely Barnesbeg, Badamtam and Thurbo into organic have been successfully completed. All three gardens as also the two Assam gardens continue to be certified under the global Rainforest Alliance.

The Company continues to avail Tea Board's replanting/ rejuvenation subsidy schemes for replacement of old tea areas with quality planting material. These have been helpful in ensuring sustained growth and to improve productivity along with the quality profile of the Company.

In terms of Corporate Governance disclosure under Clause 49 of the Stock Exchange Listing Agreement, the Management discussion and analysis report is given in Annexure "E" forming part of the report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Companies Act 2013 which has been assented by the President of India on 29th August 2013 suggests for specific provisions for spending on Corporate Social Responsibility (CSR), which is yet to come into effect. It stipulates expenditure of 2% of the average profit of past three years on CSR activities. It further requires the Board's report to give a note on such activities and in the event of shortfall from the specified quantum, the reasons for the same to be explained therein. A Committee of the Board has already been constituted with Dr. Sudha Kaul, an Independent Director as its Chairperson.

Your Company is a constituent of Camellia Plc., U.K., one of the largest global producer of tea with interests in other plantation crop, agriculture, engineering and private banking. It is committed to CSR in its global operation. The Statement of Business Principles of the U. K. Principal, as well as norms followed by global bodies like Rainforest Alliance (RA) and Fair Trade Practices (FTP) are in place for environment sustainability. The policies adopted as standing operating procedures covers:-

- Health & Safety
- Social
- Waste Management
- Environment

Some of the major activities covered under the above groups are:-

- Primary Hospitals at all gardens.
- Group Hospital with specialized equipment at Dooars, North Bengal
- Tracking of family health status at the gardens.
- Camps for sterilization, reconstructive surgery by overseas Doctors, eye surgery and child immunization programmes.
- Malaria prevention schemes for residents of Garden and adjoining villages.
- Primary schools at all gardens and buses for school children to go to the Secondary schools.
- Self help centres for vocational training.
- Afforestation / vegetation on non-tea areas.
- Scholarship scheme for meritorious students of the tea garden employees.
- Packing of teas by physically challenged students at The Indian Institute of Cerebral Palsy (IICP), as part of vocational training.
- Green initiative for sustainable operation through use of dual fired boilers to use woody biomass instead of coal.



- The third and final phase of expansion of the Goodricke School for Special Education at Siliguri, North Bengal, was inaugurated on 15th April 2013, providing for additional classrooms and Hydro therapy facility.

DIVIDEND

The Board recommends a dividend of Rs. 4.50/- per share (45%). Such dividend, on declaration, will be paid to those members recorded in the Registers of the Company at the close of business on the date of Annual General Meeting, subject, however to the provision of Section 206A of the Companies Act, 1956.

FINANCE AND ACCOUNTS

The higher crop and overall increase in prices had a favourable effect on the profitability and cash flow of the company. However, due to the high utilization of bank borrowings for most of the months, the interest remained on the higher side. The Debt/Equity and the interest covers are healthy.

Cost Audit u/s 233 of the Companies Act 1956 is being carried out by Messrs Shome & Banerjee, Cost Accountants appointed with the approval of the Ministry of Corporate Affairs, Government of India.

PROSPECTS

Tea market is expected to remain strong in 2014 due to negative carry forward of old season stocks. Good quality CTC teas will continue to attract premiums and could reach new thresholds in 2014. With easing of sanctions on Iran, prospect for Orthodox teas also look bright.

The price trends at the auctions and private sales have been attracting premium prices for quality teas. This is evident from the prices commanded by the Company's teas as compared to the auction averages.

Barring unforeseen adverse weather conditions, the Company is expected to strengthen its profitability in future years with upgraded factories and renewed tea areas.

However, this should be viewed against the backdrop of sharp increase in wages and cost of inputs together with social costs which are to be reckoned with in the coming years, the next wage revision is due from 1st April, 2014.

CORPORATE GOVERNANCE & AUDIT COMMITTEE

Clause 49 of the Listing Agreement on Corporate Governance in terms of quarterly and annual results etc. were complied with during the year. A certificate from the Statutory Auditors of your Company regarding the compliance by the Company of the conditions stipulated under Clause 49 of the Listing Agreement is also attached with this report.

The Audit Committee of the Board was set up in 1997 well before it became mandatory. The Committee has played an important role during the year. It co-ordinated with the Statutory Auditors, Internal Auditors and other key personnel of the Company and has rendered guidance in the areas of Corporate Governance, internal audit, finance and accounts.

The Code of Conduct for the Directors and Senior management personnel is being complied with and Risk Profile Analysis is being carried out from time to time. In terms of Clause 49 of the Listing Agreement, disclosures under Corporate Governance are given in Annexure - 'F' of the report.

Enterprise Resource Planning (ERP)

The Company has implemented ERP which was the decision of the Board of Directors. It is a significant paradigm shift for the organization into a new age of digitilised enterprise.

The successful implementation of ERP was possible only because of the hard work put in by the Management at Head Office and estates, especially the computer operators at the up-country level.

ERP integrates the various functions within the organization and presents in a greater manner the transparency of the transactions of the organization. It has also brought about better controls and efficiency in the various processes. This is the first tea Company in India to use ERP.

SHAREHOLDERS' / INVESTORS' GRIEVANCE COMMITTEE

The Committee has met regularly in course of the year. With the compulsory dematerialization of the Company's shares and electronic mode of transfers, postal despatches which led to usual complaints, have been minimized. At the year end 97.81% of the total shares were dematerialized with no unresolved pending investor grievances.

REMUNERATION COMMITTEE

The Remuneration Committee met twice during the year to review and recommend annual increment and payment of commission to Managing Director within the terms of appointment.

PERSONNEL

Majority of the gardens are located in remote areas away from towns and cities. Inspite of these isolated locations and disturbed political environment in some areas, the morale of the managerial staff and other personnel were high throughout the year. There were no major disruptions of work at the garden or any other establishment of the Company during the year.

Group activities were organized during the course of the year like football, golf, tennis, flower show and cultural programme for greater team work in the gardens amongst the Company's managerial and other personnel.

Your Directors place on record the co-operation received and dedication of all employees at the gardens and other establishments of the Company.

PARTICULARS IN TERMS OF SECTION 217 OF THE COMPANIES ACT, 1956

The particulars of Conservation of Energy and Technology absorption in terms of Section 217(1)(e) are given in Annexures "A" and "B". The particulars of employees attracting the provisions of Section 217(2A) are given in Annexure "C". Directors' Responsibility Statement, in terms of Section 217(2AA), is given in Annexure "D". All the Annexures form part of the Report.



DIRECTORS

There has been no change in the Board of Directors of the Company during the year under report.

Mr. K. Sinha and Mr. P. J. Field, retire by rotation and being eligible offer themselves for re-appointment subject to approval of the General Body. Your Board of Directors commends the reappointments.

AUDITORS

The Auditors, Messrs Lovelock & Lewes, Chartered Accountants, retire and are eligible for reappointment.

Kolkata
26th February, 2014

On behalf of the Board
A. N. Singh
Managing Director
S. Kaul
K. Sinha
P.K. Sen
Directors

ANNEXURE TO THE DIRECTORS' REPORT – ANNEXURE 'A'

Particulars of Conservation of Energy and Technology absorption in terms of Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors), Rules 1988 forming part of Directors' Report for the year ended 31st December, 2013.

CONSERVATION OF ENERGY

I. Energy conservation measures undertaken:

- a) Installation of capacitor banks on main panel boards of grid supply for improved Power Factor. Most gardens achieving power factor of 0.97 and above.
- b) Installation of capacitors on all motors (above 3 HP) in the factory processing areas and in irrigation pumps & water supply motors in the fields to improve motor efficiency and lowering current consumption (amps).
- c) Replacement of old electrical motors by new energy efficient motors in a phased manner. These energy efficient motors consume much less current compared to conventional motors.
- d) Regular monitoring of installed capacitors and replacing damaged capacitors wherever found.
- e) Complete replacement of incandescent lamps, halogen and sodium vapour lamps by energy saving lamps like CFLs and LEDs.
- f) Optimization of factory running hours and machinery usage to achieve a load factor greater than 45% to avail minimum tariff rates.
- g) Increase in throughput in the factories to reduce energy consumption. This is being done by replacing old machinery with new generation modern machinery.
- h) Steps initiated for phase-wise replacement of Genset operated irrigation sets and water supply units with electrically powered units to cut down on energy cost.
- i) Replacement of coal fired heaters by woody biomass based boilers to reduce carbon emission.
- j) Replacement of old inefficient tea driers and furnaces with more efficient high throughput equipment like VFBDs to reduce coal consumption and also to reduce factory running hours.
- k) Phased replacement of old Gensets.

II. Additional investments and proposals:

- a) Replacement of damaged/ malfunctioning capacitors.
- b) Replacement of all boiler water heating systems in bungalows by geysers / solar heating panels.
- c) Replacement of old model Air Conditioners with new power efficient and star rated Air Conditioners.
- d) Replacement of old transport utilities with new fuel efficient vehicles.
- e) Provision of new generation D.G. sets to enhance captive power generation capacity and improve fuel conservation.
- f) Replacement of over/underrated transformers with optimum rated transformers for better power utilization.

III. Impact of measures undertaken:

In spite of steep increases in grid tariff and diesel rates, the Group's power cost has stayed within permissible limits. This has been achieved by regular monitoring of power related components.

FORM 'A'

Form for disclosure of particulars with respect to Conservation of energy.

A. Power and Fuel Consumption

	Current Year	Previous Year
1. Electricity		
(a) Purchased		
Units (Kwh)	26,542,538	23,956,175
Total Amount (Rs.'000)	223,474	195,868
Rate/Unit (Rs.)	8.42	8.18



ANNEXURE TO THE DIRECTORS' REPORT - ANNEXURE 'A' (Contd.)

Particulars of Conservation of Energy and Technology absorption in terms of Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors), Rules 1988 forming part of Directors' Report for the year ended 31st December, 2013.

		Current Year	Previous Year
(b) Own Generation			
i) Through Diesel Generator Unit/(Kwh)		2,270,525	3,412,839
Unit Per ltr. of Diesel Oil		2.82	2.88
Cost/Unit (Rs.)		18.75	15.65
(ii) Through Steam Turbine/Generator		—	—
2. Coal			
Quantity (Tonnes)		17,145	18,370
Total Cost (Rs.'000)		135,570	150,898
Average Rate (Rs.)		7,907	8,214
3. Others/Internal Generation		—	—
B. Consumption per unit of production	Standards (If any)	Current Year	Previous Year
Product - Tea	—	—	—
Units - Qtls.			
Electricity	—	128.16	130.93
Coal	—	76.26	87.88
Others	—	—	—

FORM 'B'

Form for Disclosure of particulars with respect to absorption:
RESEARCH AND DEVELOPMENT (R & D)

1. SPECIFIC AREAS IN WHICH R&D CARRIED OUT BY THE COMPANY

- Control of Lepidopteron pest attack by means of micro-organisms in collaboration with a nationalized university.
- Field mechanization
 - A) A comprehensive field trial was conducted to study the effect of machine plucking on yield, plucking round, plucker's productivity, leaf quality, green leaf cost/kg.
 - B) A study was conducted to see the efficacy of single man operated pruning machine.
- Irrigation scheduling with the help of a scientific instrument.
- Waste heat recovery system by recycling of the product water and condensate to the boiler.
- Development of bio-pesticide involving locally available herbs.
- Formulation of enriched bio-compost using dairy by-product.
- Utilization of dairy by-product in making vermicompost and bio-pesticide.
- Role of Phosphate solubilizing bacteria as a bio-fertilizer.

ANNEXURE TO THE DIRECTORS' REPORT - ANNEXURE 'A' (Contd.)

Particulars of Conservation of Energy and Technology absorption in terms of Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors), Rules 1988 forming part of Directors' Report for the year ended 31st December, 2013.

- Mass culture of mutant *Trichoderma viride* for the enhancement of the production of potent antagonist bio-control agent by using cheap source material like molasses and yeast.
- Mass production of Nitrogen fixing bacteria to increase the fertility of the soil.
- Soil health reclamation through population enhancement of beneficial microbes.
- Two stage extraction process to improve the recovery of instant tea.
- Development of new HWS and CWS instant tea product.
- Method of recovery of tea aroma.
- Creation of eco-friendly plantation area development.

2. BENEFITS DERIVED AS A RESULT OF THE ABOVE R&D

- A bacterium was isolated from the nature which has shown tremendous potential in controlling the Lepidopteron pest attack in tea garden.
- It was found that Machine plucking can be a suitable alternative of manual plucking which is far more economical. However, considering quality aspect a certain percentage of high yielding area should be kept under machine plucking.
- Pruning machine trial revealed that it can save lot of man-power, however, may not be economical considering the high fuel cost.
- It was found that a simple but not so sophisticated instrument like "Tensiometer" is capable of optimizing irrigation which in turn can help to reduce water and energy consumption.
- By adopting waste heat recovery system coal consumption was brought down.
- Bio-pesticide produced out of dairy bi-product is giving satisfactory result. This experiment to continue.
- *Trichoderma viride* found to be very useful in post pruning application.
- Application of vermicompost in large scale is helping in soil reclamation and thus increasing the fertility level of the soil.
- Uses of certain in house R&D products like Metabass, Bio-N, Bio-P, *Trichoderma*, Bio-inoculants have now become an integral part of our agricultural practice.
- With the introduction of the dairy project, large quantity of raw material is now available for the production of high quality vermicompost.
- Large scale application of locally prepared compost for extension and rejuvenation planting.
- A cost effective new product was developed in the instant tea factory keeping the essence of the black tea characteristics.

3. FUTURE PLAN OF ACTION

- a) Large scale production of the bacterial isolate for in house use.
- b) Optimization of the growth parameters of the bacterial isolate.
- c) Effect of weed suppressant film in young tea development.
- d) Use of alternative fuel to reduce coal consumption.
- e) Irrigation scheduling based on soil moisture tension.
- f) Cost effective processes for Instant teas retaining the distinctive flavours/ colours of Black teas.



ANNEXURE TO THE DIRECTORS' REPORT - ANNEXURE 'A' (Contd.)

Particulars of Conservation of Energy and Technology absorption in terms of Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors), Rules 1988 forming part of Directors' Report for the year ended 31st December, 2013.

4. EXPENDITURE ON R&D (Rs. in million)

- | | | | |
|----|---|---|-------|
| a) | Capital | - | 0.26 |
| b) | Recurring | - | 14.89 |
| c) | Total | - | 15.15 |
| d) | Total R&D expenditure as percentage of total turnover - 0.26% | | |

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

1. Efforts, in brief, made towards technology absorption, adaptation and innovation.

Mass production of biofertilizers/ biocides/ bio-inoculants together with value addition in terms of soil health, reclamation, nutrient mobilization based on reduced chemical use. Independent process development and application capability.

2. Benefits derived as a result of the above efforts, e.g. product improvement, cost reduction, product development, import substitution etc.

Lowering of pesticide load from the tea bushes as well as the environment thereby minimizing pollution and rejuvenation of soil health and environment. Retention of flavour and other characteristics of black teas of separate regions.

3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year) following information may be furnished:

No technology was imported during the last 5 years.

On behalf of the Board
A. N. Singh
Managing Director
S. Kaul
K. Sinha
P.K. Sen
Directors

Kolkata
26th February, 2014

ANNEXURE TO THE DIRECTORS' REPORT - ANNEXURE 'B'

Particulars of Foreign Exchange earnings and outgo in terms of Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 forming part of Directors' Report for the year ended 31st December 2013.

The Company has established Export Agents in Europe. The Export Agents are engaged in promotion of the Company's teas in the foreign markets, both for bulk teas and value added forms. With greater emphasis on marketing value added products like branded tea and Instant tea, joint efforts are required and the export Agents perform an important role in this regard.

During the year, the foreign exchange outgoing on expenses was to the extent of Rs. 30.51 million. The import of Capital goods and spare parts were NIL. Dividend remittance in foreign exchange was Rs. 63.94 million. The foreign exchange earned was Rs. 1215 million.

Kolkata
26th February, 2014

On behalf of the Board
A. N. Singh
Managing Director
S. Kaul
K. Sinha
P.K. Sen
Directors

ANNEXURE TO THE DIRECTORS' REPORT - ANNEXURE 'C'

Particulars of Employees in terms of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules 1975, forming part of Directors' Report for the year ended 31st December 2013.

Name	Age	Designation and Nature of Duties	Remuneration (Rs.'000)	Qualification and Experience (Years)	Date of Commencement of Employment	Last Employment held	Designation
Singh, A.N.	60	Managing Director & C.E.O	16,414	M.Sc (39)	1.01.78	Duncan Brothers & Co. Ltd.	Tea Garden Assistant.

Notes: The above remuneration includes salary, allowance, contribution to Provident Fund, Superannuation & Gratuity Funds and perquisites.

Kolkata
26th February, 2014

On behalf of the Board
A. N. Singh
Managing Director
S. Kaul
K. Sinha
P.K. Sen
Directors



ANNEXURE TO THE DIRECTORS' REPORT - ANNEXURE 'D'

DIRECTORS' RESPONSIBILITY STATEMENT (DRS)

(As per section 217 (2AA) of the Companies Act, 1956)

The Directors hereby confirm :-

- That in preparation of the Annual Accounts for the year ended 31st December 2013, the applicable Accounting Standards have been followed and there are no material departures;
- That they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended 31st December 2013 and the Profit of the Company for the financial year;
- That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- That they have prepared the Annual Accounts for the year ended 31st December 2013, on a going concern basis.

On behalf of the Board

A. N. Singh
Managing Director
S. Kaul
K. Sinha
P.K. Sen
Directors

Kolkata
26th February, 2014

ANNEXURE TO THE DIRECTORS' REPORT - ANNEXURE 'E'

MANAGEMENT DISCUSSION & ANALYSIS REPORT

The year 2013 brought mixed fortune for the Indian Tea Industry. In terms of Crop, it was higher than previous year in all regions of the country. Prices in most auction centers however recorded some decline compared to previous year. Only Assam orthodox teas fetched higher prices. Price differential between mediums and quality teas widened considerably, thereby confirming the market's preference for quality.

Crop

The Company's manufactured crop was higher at 22.29 million kgs. compared to 20.73 million kgs. in 2012. Higher crops were contributed by all regions, particularly Dooars. There was however a drop in outsource leaf intake due to Company's own higher crop.

Global climatic changes brought about by deforestation and pollution had been adversely affecting rainfall patterns of all tea growing areas of North India, which in turn has resulted in increased pest activity all over

Dooars and Assam. To circumvent the ill effects, the Company has made large investments in augmenting irrigation facilities across all gardens, which is expected to act as an insurance against large scale crop loss.

Market Scenario

The Company has seventeen Tea Estates in Darjeeling, Dooars (North Bengal) and Assam with state-of-the-art modern processing factories. These produce a wide range of premium quality teas for both the domestic and export markets.

Global crops from major countries were higher by approximately 150 million kgs in 2013 out of which the all India crop showed an annual increase of 73.7 million kgs in 2013.

Markets opened to sluggish demand which was contrary to Industry expectations. North India CTC/Dust averages for new season teas were lower by Rs. 3.41 per kg. Assam CTC/Dust District averages were lower by Rs. 2.16 per kg while Dooars/Terai declined by Rs. 3.50 per kg vis-à-vis 2012. In 2013 there was a clear divide between quality and non-quality teas, and buyers were willing to pay premiums for the better sorts.

Orthodox market remained buoyant this year due to strong Iranian enquiry resulting from favourable Rupee Letter of Credit trade despite considerably higher quantities of orthodox sold through North Indian auction centres. Prices for new season Orthodox teas were higher by Rs. 8 to Rs. 9 per kg in 2013. Assam Orthodox averages were substantially higher than Assam CTC/Dusts this year.

Darjeeling recorded significant gains in crop with figures upto December 2013 reading as 10.15 million kgs against 8.93 million kgs in 2012. Contrary to the past three seasons, markets witnessed price resistance for most of the year. Darjeeling district averages for new Season teas were at around Rs. 326 which was 15% lower than 2012. Prices were adversely impacted due to lower off take by major packeteers. Enquiry from the traditional importers from Germany and Continent was little subdued this season primarily on account of quality which had got affected due to erratic weather pattern. However, the Goodricke Darjeeling gardens did well to maintain its established quality parameters and teas were keenly sought after by all sections of the trade.

The average price at the Global Auction Centres (April to December) are as follows :-

Country	Average Auction Price			
	US\$/Kg		Rs/Kg	
	2013	2012	2013	2012
North India	2.29	2.61	141.98	143.55
Kenya (Mombasa)	2.24	2.96	138.88	162.80
Sri Lanka (Colombo)	3.44	3.18	213.28	174.90
Malawi (Limbe)	1.72	1.72	106.64	94.60
Bangladesh (Chittagong)	2.80	2.64	173.60	145.20

A comparative chart is given below which shows how the Company's teas command premium in the market (Season 2013) :-

(Average prices - Rs./Kg.)

(Rounded off)

Tea Areas	Company's Teas	Other Quality Tea Companies	Consolidated Auction Averages
Darjeeling	462	379	326
Dooars	159	152	131
Assam	214	162	154



ANNEXURE TO THE DIRECTORS' REPORT - ANNEXURE 'E' (Contd.)

MANAGEMENT DISCUSSION & ANALYSIS REPORT

PROSPECTS FOR 2014

- Indian production unlikely to mirror 2013.
- No carry forward of old Season stock into the new Season indicating strong opening levels.
- Good quality CTC teas will continue to attract premiums and could reach a new threshold in 2014.
- Prices for medium and plain varieties will be driven by market dynamics.
- Price concertina between the good CTCs and medium sorts is expected to widen further.
- Good Orthodox is expected to outsell corresponding CTCs like last year. Increase demand is anticipated from Iran due to easing of sanctions and aggressive Tea Board/ITA initiatives.
- As per brokers, increased demand is expected from Middle East, Continent and CIS countries.
- Darjeeling markets are poised to witness fairly buoyant levels due to efforts made to market these teas in the International segments.

Exports

All India exports stood at 211.86 million kgs upto end December 2013, an increase of 3.63 million kgs over last year - mainly attributed to increased exports to Iran.

The Company exports substantially increased to 4.20 million kgs in 2013 as compared to 3.28 million kgs in 2012 resulting in a 28% increase. All categories of Company exports covering Assam CTC/Orthodox, Cachar and Instant Tea contributed to the overall growth in exports. Export orders and trade enquiries are encouraging for 2014.

Branded Tea

The branded tea business was steady despite the slowdown in the FMCG and consumer goods segment throughout the country. Consumer schemes and trade incentives were offered to maintain our market shares. This year saw the launch of Goodricke Khaass, an exclusive Assam tea through which we were able to make a place in the premium CTC category in the country. The initial launch has been made in Kolkata after which it will be nationally rolled out.

The launch is being adequately supported with marketing support in terms of visibility drive and consumer incentives.

We received positive response for our organic Darjeeling green tea in both metro and non metro towns that is available in leaf and tea bag format.

We inaugurated the Goodricke Central Packing Unit, in Dewas, Madhya Pradesh. We are expecting to reap gains from the unit because of its close proximity to our focus markets.

As part of our CSR campaign - "Ummeed Ka Pyala" initiated early this year, we inaugurated 2 tea packing units in Bhopal and Indore where persons with disability are packing teas in retail packs and earning a livelihood through this initiative.

Instant Tea Plant (ITP) / Premix Plant

The Instant Tea Plant had a profitable operation in 2013 with increased production and higher export. A sizeable portion of the produce was exported to Japan. Other than Japan ITP exported its product in different European and Asian countries also. In house R&D of Instant Tea Plant successfully produced a few new products; one of which was IGT (Instant Green Tea) which could evoke a favourable response from

ANNEXURE TO THE DIRECTORS' REPORT - ANNEXURE 'E' (Contd.)

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Japanese buyers. Some of the technical and engineering issues associated with Instant Tea plant have been successfully addressed which is expected to yield better result in the coming years.

Premix operation is gradually picking up and the in-house R&D has developed newer flavors of premix - Lemon-mint and Ginger-Lemon for Goodricke Tea Pot located at different major cities of India which has been well accepted by the consumer with the existing premix. The independent premix plant will continue to manufacture the premix powders both for own marketing as well as for the third parties.

Corporate Governance & Internal Control System

The Company is complying with the norms laid down in Clause 49 of the Stock Exchange Listing agreement on Corporate Governance. Some of the key mandatory compliances in place are:-

- The Audit Committee consists of only non-executive Directors, 2/3rd of whom are independent Directors, the Chairman being one. The Chairman has the requisite financial expertise. The other members are well versed in financial aspects of tea garden operation.
- The Board of Directors meets the 1/3rd minimum criterion for independent non-Executive Directors. In fact it is now 50%.
- A Code of Conduct has been adopted by the Board. This has been accepted by all Directors and Senior Executives and posted on the Company's website. Declaration of compliance thereof from the C.E.O. has been incorporated in the Annual Report.
- The Audit Committee had met formally as well as separately with the Chief internal auditor, statutory auditors and external Auditors. It reviewed the quarterly and annual financial statements, analyzed internal control systems and other activities as per the terms of reference.

In respect of non-mandatory clauses, the Company has a Remuneration Committee since 2001. No formal whistle blower policy is in place, yet every employee is given opportunity to highlight issues in the interest of the Company. No employee is victimized for raising such issues.

Risk Analysis

- The Risk Analysis Report was reviewed from time to time. The analysis covers the gardens operations, hail/rainfall, marketing, financial, regulatory, locational risk and others. Based on this analysis, necessary corrective actions were suggested by the Audit Committee. Risk Management procedures have also been laid down therein. These are being evaluated to ensure that all identified risks are provided for adequately and unidentified risks guarded against to the extent feasible.
- Risk on realization of auction proceeds has been largely eliminated due to the new settlement system which is in effective operation.
- The Company is in compliance with the Risk Management framework of Camellia Plc. for its global operation with country-wise risk analysis.

Human Resource Development

The tea Industry is highly labour intensive. The Company employs about 25000 personnel at its tea estates and other establishments in India. Employee relationship remained satisfactory during the period under review.



The Company would like to record its appreciation to the whole hearted support and dedication from employees at all levels in maintaining smooth production and manufacturing of tea from all the different estates during the year.

Financials

The increase in crop in both Assam and Dooars gardens alongwith increase in prices have had a favourable impact on the cash flow during the year which resulted in substantial reduction in Bank borrowings at the year end. The capital expenditure in upgrading the tea factories over the last five years have generated positive results in terms of lower energy cost and improved quality of tea production.

General

Tea Industry historically is cyclic in nature in terms of crop and price. The steady investments in the irrigation facilities, plantations, machineries and utilities over the years have laid down a modern and efficient infrastructure. All these are contributing towards greater efficiency and are expected to sustain quality manufacture and better realization.

Kolkata
26th February, 2014

On behalf of the Board
A. N. Singh
Managing Director
S. Kaul
K. Sinha
P.K. Sen
Directors

ANNEXURE TO THE DIRECTORS' REPORT – ANNEXURE 'F'

REPORT ON CORPORATE GOVERNANCE

The Stock Exchange Listing Agreement in clause 49 has laid down a Code of Corporate Governance which the Company has complied with as follows:

1. Company's Philosophy on Code of Governance:

The Company's core business is the cultivation and production of tea and it is among the top three producers in India.

The Company strives to produce teas of premium quality, which are acceptable to the discerning world market. This particularly applies to production from the Darjeeling, Dooars and Assam gardens.

Likewise, the Company endeavours to care for all its employees by providing medical, educational and welfare facilities way beyond the basic requirements.

The Company's overall philosophy is excellence in all spheres of its operations.

2. Board of Directors - Composition:

The Board is headed by the Non-Executive Chairman, Mr. P.J. Field and comprises of persons with considerable professional experience in their respective fields. The Board consists of five Non-Executive Directors, three of whom are Independent Directors. Thus, 50% of the Board consists of Non-Executive Independent Directors. Particulars as at 31st December 2013, are given below:

Director*	Category	OTHER COMPANIES*		
		Member of Board	Board Committees	
			Chairman	Member
Mr. P.J. Field	Chairman - Non-Executive	4	—	—
Mr. A.N.Singh	Managing Director & CEO	4	—	—
Mr. A.K.Mathur	Non-Executive	2	—	—
Dr. Sudha Kaul	Non-Executive - Independent	—	—	—
Mr. K.Sinha	Non-Executive - Independent	1	—	—
Mr. P.K.Sen	Non-Executive -Independent	2	—	—

* Excludes Directorships in Private Limited Companies, Foreign Companies and Companies under section 25 of the Companies Act, 1956.



ANNEXURE TO THE DIRECTORS' REPORT - ANNEXURE 'F' (Contd.)

REPORT ON CORPORATE GOVERNANCE

Board Meetings & Annual General Meeting (AGM):

During the year under review, eight Board Meetings were held, the dates being 27th February, 20th April, 10th May, 26th July, 26th September, 7th November, 18th November, and 24th December, 2013.

The last AGM was held on 20th April 2013.

Details of attendance:

Director	No. of Board Meetings Attended	Whether attended last AGM
Mr. A.N. Singh	8	Yes
Mr. P.J. Field	3	Yes
Mr. A.K. Mathur	2	No
Dr. S. Kaul	8	Yes
Mr. K. Sinha	8	Yes
Mr. P.K. Sen	7	No

3. Audit Committee:

The Audit committee comprises of three non-executive Directors of whom the Chairman and one member are independent Directors. The Committee was first constituted in April 1997. The committee has been meeting at regular intervals. All the Audit committee members have in-depth knowledge in the areas of Finance and Accounts. A brief description of the terms of reference of the Audit committee, which covers the areas mentioned under clause 49 of the Listing agreement and Section 292A of the Companies Act 1956, is as follows:

- To review with the management, statutory Auditors and internal Auditors on the adequacy of the internal control systems.
- To review the adequacy of the internal audit function, including the nature and scope of internal audit and approve the internal audit plan for the year.
- To review the internal audit reports, to discuss with the internal auditors and management about their findings and suggest corrective action wherever necessary.
- To recommend appointment and removal of statutory Auditors, fixation of audit fees and approval for payment for any other services.
- To consider the nature and scope of statutory audit and review significant audit observations, if any.
- To review the financial reporting process and disclosure of financial information.
- To review the quarterly, half yearly and annual financials before submission to the Board.
- To review the Company's financial and risk management policies.
- To analyse substantial defaults in respect of payments to stakeholders, if any.
- To investigate into any other matters covered by Section 292A of the Companies Act, 1956.

During the year under review, five meetings of the Audit committee were held, the dates being 27th February, 10th May, 26th July, 7th November, and 18th November 2013.

ANNEXURE TO THE DIRECTORS' REPORT - ANNEXURE 'F' (Contd.)

REPORT ON CORPORATE GOVERNANCE

The composition and attendance at the Audit committee meetings are as follows:

Name	No. of Audit Committee Meetings Attended
Mr. K. Sinha, Chairman	5
Mr. A.K. Mathur, Member	2
Mr. P.K. Sen, Member	5

The Company Secretary acts as the Secretary to the Committee. The Managing Director and Statutory Auditors are invited for the meetings. The Head of internal Audit also attends the meetings.

4. Remuneration Committee:

The Committee is responsible for recommending to the Board the remuneration package of Managing Director including annual increment and commission, if any, after reviewing performance. The committee consists of:-

Mr. K.Sinha	Chairman
Mr. P.J. Field	Member
Dr. S.Kaul	Member
Mr. P.K.Sen	Member

The Committee had met twice on 27th February and 18th November, 2013. At both the meetings all members, except Mr. Field on 18th November, were present.

The remuneration policy takes into account the Company's performance and that of the Managing Director.

Remuneration paid to Directors during the year 2013::

						Rs. in '000
a.	Name	Salary	Commission	Value of Perquisites	Retiral Benefits	Total
	Mr. A.N.Singh	5,160	4,750	4,225	2,279	16,414

Service contract : 1st January 2012 to 31st December 2014

Notice period : Six (6) months.

Severance Fees : Not applicable.

Rs. in '000

b.	Non-Executive Directors	Board Fees	Committee Fees	Total
	Dr. S.Kaul	96	30	126
	Mr. K.Sinha	96	80	176
	Mr. P.K.Sen	84	50	134

There are no stock option plans of the Company.



ANNEXURE TO THE DIRECTORS' REPORT - ANNEXURE 'F' (Contd.)

REPORT ON CORPORATE GOVERNANCE

5. Shareholders'/Investors' Grievance Committee:

The Committee comprises of the following Directors:-

Dr. Sudha Kaul	Chairperson (Non-Executive)
Mr. K. Sinha	Member (Non-Executive)
Mr. A.N. Singh	Member (Managing Director)

The Committee, which generally meets once a month, met fifteen times during the year.

a)	No. of complaints received from Stock Exchange/SEBI/Shareholders	NIL
b)	No. of complaints not resolved/no action taken	NIL
c)	No. of pending complaints	NIL

Name and designation of Compliance Officer:

Mr. S. Banerjee, Company Secretary.

6. General Body Meetings:

Location and time where last three AGMs were held:

Date	Location	Time
12th April, 2011	Science City Auditorium, JBS Haldane Avenue, Kolkata - 700 046	10.00 AM
18th April, 2012	-do-	10.00 AM
20th April, 2013	Eastern Zonal Cultural Centre 1B, 201, Sector- III, Salt Lake City, Kolkata - 700 106	10.00 AM

No special Resolution was passed at the Annual General Meeting in 2011 and in 2013. There was only one Special Resolution in 2012 which did not come under the purview of postal ballot in terms of Section 192A of the Companies Act 1956.

No resolution proposed through postal ballot.

No other General meetings were held in course of the last three years.

7. Other Disclosures:

A. Related party transactions:

Disclosures on materially significant related party transactions:

Details of related party transactions as specified in Accounting Standard 18 of the Companies (Accounting Standards) Rules, 2006 have been reported in the Notes to the Accounts.

The Company has not entered into any transactions of material nature with any of its related parties that may have potential conflict with the interest of the Company.

B. No penalties/strictures have been imposed on the Company by Stock Exchange, SEBI or any regulatory authority for non-compliance of any laws on any matter related to capital markets, during the last three years.

ANNEXURE TO THE DIRECTORS' REPORT - ANNEXURE 'F' (Contd.)

REPORT ON CORPORATE GOVERNANCE

- C. The revised Clause 49 of the Listing agreement consists of mandatory and non-mandatory requirements. The Company is compliant with the mandatory clauses.

In respect of the non-mandatory provisions, the Remuneration Committee has been in operation since 29th November, 2001. There is no audit qualification pertaining to the financial statements of the Company. The Board and the Audit Committee review adoption of other non-mandatory requirements and will have the same in place at an appropriate time. There is no formal whistle blower policy but no employee is denied access to the Audit Committee or to make any reference.

8. Means of Communication:

- a) No half-yearly report is sent to the shareholders directly.
- b) Quarterly results and the Half-yearly results are published in newspapers such as Business Standard and Aajkal (Bengali). Such financials are covered by limited review by the statutory Auditors. The annual audited results are also published within two months of the close of the financial year.
- c) Financial results are posted on the Company's website: www.goodricke.com. Also results are sent to the Stock exchange for incorporation in their Website.

Company's e-mail address: goodricke@goodricke.com

In terms of clause 51 of the Listing Agreement, the Company is also making electronic filing of shareholding pattern, quarterly and annual financial results under corporate filing system of Bombay Stock Exchange.

- d) Management Discussion and Analysis Report forms part of the Directors' Report.
- e) No formal presentation has been made to Institutional investors or analysts during the year.

9. Shareholder Information:

(a) AGM date, time and venue:

Friday the 11th April 2014, at 10.00 AM.

Eastern Zonal Cultural Centre, IB201, Sector-III, Salt Lake City, Kolkata-700 106.



ANNEXURE TO THE DIRECTORS' REPORT - ANNEXURE 'F' (Contd.)

REPORT ON CORPORATE GOVERNANCE

(b) Financial calendar & Publication of Results:

The financial year of the Company is January to December.

Publications of Results will be as follows:

Period	Approval by the Board of Directors
1st quarter ending March 31, 2014	Within 15th May 2014
2nd quarter and 1st half ending June 30, 2014	Last week of July 2014
3rd quarter ending September 30, 2014	Within 15th November 2014
Final Audited results of December 31, 2014 including 4th quarter	February 2015
AGM for the year ending December 31, 2014	April 2015

(c) Book closure and Dividend payment date:

Thursday the 3rd April 2014 to Friday the 11th April 2014, both days inclusive.

Dividend payment date : On & from 17th April 2014

(d) Listing on Stock Exchanges:

The Company's securities are listed at:

The Bombay Stock Exchange Ltd (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001.

Note : 1) Listing fees, as prescribed, have been paid to the aforesaid Stock Exchange upto 31st March, 2014.

2) The securities of the Company have been de-listed from The Calcutta Stock Exchange Association Ltd. with effect from 10th August, 2007.

Stock Code:

Stock Exchange	Stock Code
The Bombay Stock Exchange Ltd.	500166

ANNEXURE TO THE DIRECTORS' REPORT - ANNEXURE 'F' (Contd.)

REPORT ON CORPORATE GOVERNANCE

(e) Stock Price Data:

Year 2013

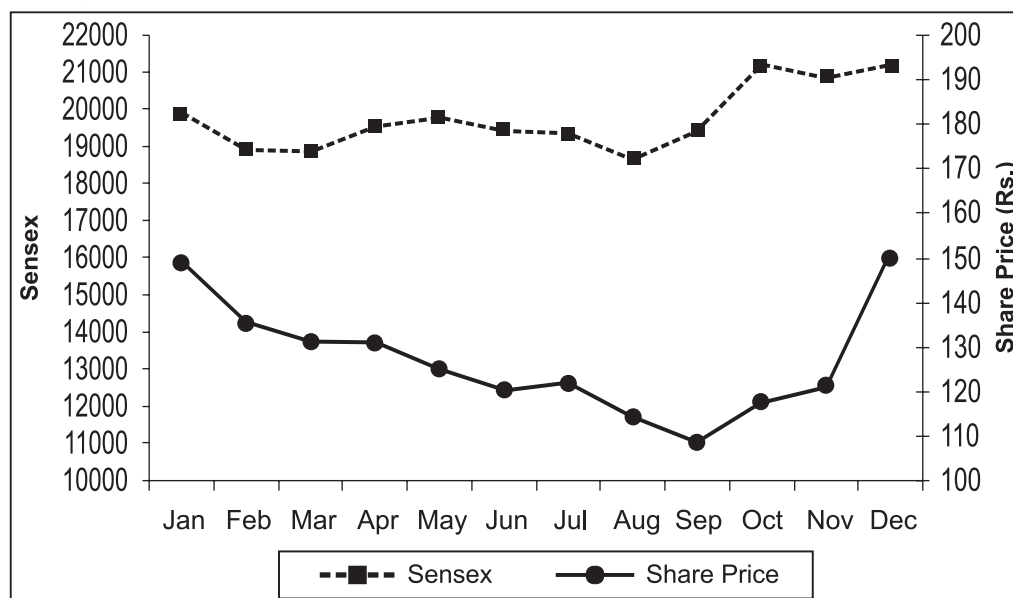
(Rs.)

Month	The Bombay Stock Exchange Ltd. (BSE)	
	High	Low
January	166.50	145.00
February	151.50	135.00
March	142.00	123.05
April	141.00	128.00
May	139.85	124.00
June	129.25	115.00
July	138.50	118.55
August	124.50	106.00
September	124.00	106.60
October	123.95	107.00
November	126.00	116.00
December	155.85	120.20

(f) Stock Performance:

Company's Share Price in relation to BSE Sensex:

(January to December 2013)





ANNEXURE TO THE DIRECTORS' REPORT - ANNEXURE 'F' (Contd.)

REPORT ON CORPORATE GOVERNANCE

(g) Share Transfer System:

The Company's shares are compulsorily traded in the demat form with effect from 21st March 2000 for all categories of shareholders. All transfers are debited/credited through the respective Accounts maintained with the Depository Participants (DPs) of the Investor.

SEBI vide its circular dated 16th December 2010 has amended clause 5A of the Listing agreement by laying down an uniform procedure for dealing with unclaimed shares in physical mode and getting the same dematerialized after completing the said procedure. The Company's Registrar & Share Transfer Agent has sent reminders to all such shareholders and there has been fair number of responses thereby reducing the number of unclaimed shares.

Code No. allotted by NSDL/CDSL:

(ISIN) INE 300A01016.

- (h) In accordance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 1992, as amended, the Company has formulated an Internal Code in terms of the above regulations.

(i) Dematerialisation of Shares:

As on 31st December 2013, 97.81% of total holdings has been dematerialised.

(j) (i) Distribution of shareholding as on 31st December 2013

Group of Shares	No. of Shareholders	%	No. of Shares held	% to Total Shares
1 to 500	12891	93.00	1453082	6.73
501 to 1000	477	3.44	366717	1.70
1001 to 2000	236	1.70	360034	1.67
2001 to 3000	90	0.65	230576	1.07
3001 to 4000	44	0.32	157429	0.73
4001 to 5000	32	0.23	150318	0.69
5001 to 10000	46	0.33	337793	1.56
10001 & higher	46	0.33	18544051	85.85
Total	13,862	100.00	21,600,000	100.00

(ii) Shareholding pattern as at 31st December 2013

Category	No. of Shareholders	No. of Shares held	% of Shareholding
Foreign Companies	2	15984000	74.00
Non-Resident Individuals & Companies	83	51395	0.24
Foreign Institutional Investors/ Foreign Banks	2	2550	0.01
Banks & Insurance Companies	10	1179	0.01
Mutual Funds	11	502271	2.33
Resident individuals	13395	3640213	16.85
Other Bodies Corporate & Trusts	301	1376866	6.37
Clearing Members	58	41526	0.19
Total	13,862	21,600,000	100.00

(k) Outstanding GDR/Warrants and Convertible Bonds, Conversion dates and likely impact on Equity:

Not Applicable.

(l) Plant Locations:

The Company owns seventeen Tea Gardens each having its own processing factory, one Instant Tea Plant and a Tea Blending Unit.

DOOARS (NORTH BENGAL) - IN JALPAIGURI DISTRICT

Aibheel
Chalouni
Chulsa
Danguajhar
Gandrapara
Hope
Jiti
Kumargram
Lakhipara
Leesh River
Meenglas
Sankos

ASSAM - IN DARRANG DISTRICT

Nonaipara
Orangajuli

DARJEELING DISTRICT

Badamtam
Barnesbeg
Thurbo

Note: Particulars of area under Tea, Crop & others given later in the Report.

INSTANT TEA PLANT - IN JALPAIGURI DISTRICT

At Aibheel, Dooars

The Company has got two Tea blending units as follows:

At Aibheel, Dooars, West Bengal
At Dewas, Madhyapradesh

(m) Address for correspondence:

(Registrars & Share Transfer Agents & Depository Registrar)

C.B.Management Services Pvt. Ltd.
P-22, Bondel Road, Kolkata - 700 019
Tel: 4011 6700/715/724/729
E-Mail: rta@cbmsl.com

Note: In case of continuing difficulty, the Compliance Officer at the Registered Office to be intimated at
e-mail: investor@goodricke.com

On behalf of the Board
A. N. Singh
Managing Director
S. Kaul
K. Sinha
P.K. Sen
Directors

Kolkata
26th February, 2014



CEO AND CFO CERTIFICATION

We, A.N. Singh, Managing Director & C.E.O. and A. Sengupta, Chief Accountant & C.F.O. certify that:-

- a) We have reviewed the financial statements and cash flow statement for the year ended 31st December, 2013 and to the best of our knowledge and belief:
 - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st December, 2013 are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d)
 - i) There has not been any significant change in internal control over financial reporting during the year under reference;
 - ii) There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and
 - iii) We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Kolkata
26th February 2014

A.N. Singh
Managing Director & CEO

A. Sengupta
Chief Accountant & CFO

Declaration regarding compliance with the Company's Code of Conduct.

The Board of Directors of Goodricke Group Limited has adopted two separate Code of Conducts; one to be followed by all members of the Board and the other for Senior Management personnel of the Company in compliance with the revised Clause 49 of the Listing Agreement with the Stock Exchanges. Both these Codes are available on the Company's website www.goodricke.com.

This is to confirm that the Company has received from each member of the Board and Senior Management personnel a Declaration of Compliance with the Code of Conduct as applicable.

Kolkata
26th February 2014

A. N. Singh
Managing Director & CEO

AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT

To

**The Members of
Goodricke Group Limited
"Camellia House"
14, Gurusaday Road
Kolkata - 700 019**

We have examined the compliance of conditions of Corporate Governance by Goodricke Group Limited (the "Company") for the year ended 31st December 2013, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance (as stipulated in clause 49 of the Listing Agreement), issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us :

We certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Kolkata
26th February, 2014

Prabal Kr Sarkar
Partner
Membership No. 052340
For LOVELOCK & LEWES
Firm Registration No. 301056E
Chartered Accountants

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GOODRICKE GROUP LIMITED



Report on the Financial Statements

1. We have audited the accompanying financial statements of Goodricke Group Limited (the "Company"), which comprise the Balance Sheet as at December 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

Management's Responsibility for the Financial Statements

2. The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of 'the Companies Act, 1956 of India (the "Act")'. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence, about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Management, as well as evaluating the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

6. In our opinion, and to the best of our information and according to the explanations given to us, the accompanying financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (a) in the case of the Balance Sheet, of the state of affairs of the Company as at December 31, 2013;
 - (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
 - (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

7. As required by 'the Companies (Auditor's Report) Order, 2003', as amended by 'the Companies (Auditor's Report) (Amendment) Order, 2004', issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

8. As required by section 227(3) of the Act, we report that:
- (a) We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purpose of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books ;
 - (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Act;
 - (e) On the basis of written representations received from the directors as on December 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on December 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

For LOVELOCK & LEWES
Firm Registration No. 301056E
Chartered Accountants
Prabal Kr Sarkar
Partner
Membership No. 052340

Kolkata
26th February, 2014

ANNEXURE TO AUDITORS' REPORT

Referred to in paragraph 7 of the Independent Auditors' Report of even date to the members of Goodricke Group Limited on the financial statements as of and for the year ended December 31, 2013

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
- (b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
- (c) In our opinion, and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed off by the Company during the year.
- ii. (a) The inventory (excluding stocks with third parties) has been physically verified by the Management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion, the procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.



- (c) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
- iii. (a) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 301 of the Act. Therefore, the provisions of Clause 4(iii)[(b),(c) and (d)] of the said Order are not applicable to the Company.
- (b) The Company has taken unsecured loans, from one company covered in the register maintained under Section 301 of the Act. The maximum amount involved during the year and the year-end balance of such loan aggregated to Rs. 10,25,00,000 and Rs. Nil, respectively. There are no firms /other parties covered in the register maintained under Section 301 of the Act.
- (c) In our opinion, the rate of interest and other terms and conditions of such loans are not prima facie prejudicial to the interest of the Company.
- (d) In respect of the aforesaid loans, the Company is regular in repaying the principal amounts, as stipulated, and is also regular in payment of interest, as applicable.
- iv. In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system. The Company does not sell services.
- v. (a) According to the information and explanations given to us, we are of the opinion that the particulars of all contracts or arrangements that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
- (b) In our opinion, and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements and exceeding the value of Rupees Five Lakhs in respect of any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- vi. The Company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act and the rules framed there under.
- vii. In our opinion, the Company has an internal audit system commensurate with its size and the nature of its business.
- viii. We have broadly reviewed the books of account maintained by the Company in respect of products where, pursuant to the rules made by the Central Government of India, the maintenance of cost records has been prescribed under clause (d) of sub-section (1) of Section 209 of the Act, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- ix. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of value added Tax, central sales tax, service tax and tax deducted at source, though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including provident fund , professional tax , investor education and protection fund, employees' state insurance, income tax, wealth tax, customs duty, excise duty and other material statutory dues, as applicable, with the appropriate authorities.

- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of wealth-tax, service-tax, customs duty, and excise duty which have not been deposited on account of any dispute. The particulars of dues of income tax and sales tax as at December 31, 2013 which have not been deposited on account of a dispute, are as follows

Name of the Statute	Nature of dues	Amount (Rs.)	Period to which the amount relates	Forum where the dispute is pending
Income-tax Act, 1961	Central Income Tax	1,051,656	1996-97	Commissioner of Income Tax (Appeals)
Income-tax Act, 1961	Central Income Tax	4,318,753	2001-02	Commissioner of Income Tax (Appeals)
Income-tax Act, 1961	Central Income Tax	3,162,478	2002-03	Commissioner of Income Tax (Appeals)
Income-tax Act, 1961	Central Income Tax	2,995,905	2006-07	Commissioner of Income Tax (Appeals)
Income-tax Act, 1961	Central Income Tax	26,234,173	2008-09	Commissioner of Income Tax (Appeals)
Income-tax Act, 1961	Central Income Tax	4,600,440	2009-10	Commissioner of Income Tax (Appeals)
Bengal Agricultural Income Tax Act, 1944	Bengal Agricultural Income Tax	5,533,624	1984-85	Commissioner of Agricultural Income Tax, West Bengal
Bengal Agricultural Income Tax Act, 1944	Bengal Agricultural Income Tax	10,874,512	1989-90	Commissioner of Agricultural Income Tax, West Bengal
Bengal Agricultural Income Tax Act, 1944	Bengal Agricultural Income Tax	13,333,356	1990-91	The West Bengal Commercial Taxes Appellate and Revisional Board
Bengal Agricultural Income Tax Act, 1944	Bengal Agricultural Income Tax	5,202,053	2001-02	Agricultural Income Tax Officer - West Bengal
Bengal Agricultural Income Tax Act, 1944	Bengal Agricultural Income Tax	159,356	2002-03	Agricultural Income Tax Officer - West Bengal
W.B.VAT Act, 2003	Sales Tax Authorities	318,581	2007-08	Deputy Commissioner, Commercial Tax.
CST Act, 1956	Sales Tax Authorities	1,183,654	2007-08	Deputy Commissioner, Commercial Tax.
W.B.VAT Act, 2003	Sales Tax Authorities	435,678	2010-11	Deputy Commissioner, Commercial Tax.
CST Act, 1956	Sales Tax Authorities	1,546,525	2010-11	Deputy Commissioner, Commercial Tax.



- x. The Company has no accumulated losses as at the end of the financial year and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.
- xi. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of dues to any financial institution or bank or debenture holders as at the balance sheet date.
- xii. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Therefore, the provisions of Clause 4(xii) of the Order are not applicable to the Company.
- xiii. As the provisions of any special statute applicable to chit fund/ nidhi/ mutual benefit fund/ societies are not applicable to the Company, the provisions of Clause 4(xiii) of the Order are not applicable to the Company.
- xiv. In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of Clause 4(xiv) of the Order are not applicable to the Company.
- xv. In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year. Accordingly, the provisions of Clause 4(xv) of the Order are not applicable to the Company.
- xvi. The Company has not raised any term loans. Accordingly, the provisions of Clause 4(xvi) of the Order are not applicable to the Company.
- xvii. According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that the no funds raised on short-term basis have been used for long-term investment.
- xviii. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year. Accordingly, the provisions of Clause 4(xviii) of the Order are not applicable to the Company.
- xix. The Company has not issued any debentures during the year and does not have any debentures outstanding as at the beginning of the year and at the year end. Accordingly, the provisions of Clause 4(xix) of the Order are not applicable to the Company.
- xx. The Company has not raised any money by public issues during the year. Accordingly, the provisions of Clause 4(xx) of the Order are not applicable to the Company.
- xxi. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

For LOVELOCK & LEWES
Firm Registration No. 301056E
Chartered Accountants
Prabal Kr Sarkar
Partner
Membership No. 052340

Kolkata
26th February, 2014

BALANCE SHEET as at 31st December 2013

	Note	As at December 31, 2013 Rs.	As at December 31, 2012 Rs.
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	216,000,000	216,000,000
Reserves & Surplus	3	1,809,623,333	1,590,441,217
		<u>2,025,623,333</u>	<u>1,806,441,217</u>
Non-Current Liabilities			
Deferred Tax Liabilities (Net)	4	—	2,389,267
Long Term Provisions	5	79,396,767	73,656,549
		<u>79,396,767</u>	<u>76,045,816</u>
Current Liabilities			
Short Term Borrowings	6	75,689,605	420,000,000
Trade Payables	7	723,345,091	651,718,795
Other Current Liabilities	8	519,839,703	420,908,954
Short Term Provisions	9	180,844,902	157,989,358
		<u>1,499,719,301</u>	<u>1,650,617,107</u>
Total		<u>3,604,739,401</u>	<u>3,533,104,140</u>
ASSETS			
Non Current Assets			
Fixed Assets			
Tangible Assets	10	976,671,132	949,930,613
Intangible Assets	10	520,970	2,735,181
Capital Work in Progress		15,757,359	6,661,209
Non Current Investments	11	17,517	17,517
Deferred Tax Assets (Net)	4	5,996,993	—
Long Term Loans and Advances	12	42,563,611	99,924,394
Other Non Current Assets	13	27,043,672	2,780,000
		<u>1,068,571,254</u>	<u>1,062,048,914</u>
Current Assets			
Inventories	14	1,367,508,063	1,329,183,755
Trade Receivables	15	920,656,379	829,005,190
Cash and Bank Balances	16	83,546,428	96,719,028
Short Term Loans and Advances	17	111,450,265	106,217,124
Other Current Assets	18	53,007,012	109,930,129
		<u>2,536,168,147</u>	<u>2,471,055,226</u>
Total		<u>3,604,739,401</u>	<u>3,533,104,140</u>

The accompanying notes 1 to 40 form an integral part of the Financial Statements.

This is the Balance Sheet referred to in our report of even date.

Prabal Kr. Sarkar
Partner
Plot No. Y-14, Block EP
Sector V, Salt Lake
Kolkata - 700 091
26th February, 2014

Membership No. 052340
LOVELOCK & LEWES
Firm Registration No. 301056E
Chartered Accountants

S. Banerjee
Company Secretary

On behalf of the Board
A. N. Singh
Managing Director
S. Kaul
K. Sinha
P. K. Sen
Directors

STATEMENT OF PROFIT & LOSS for the year ended 31st December 2013



	Note	Year ended December 31, 2013 Rs.	Year ended December 31, 2012 Rs.
INCOME			
Revenue from Operations (Gross)	21	5,797,886,121	5,402,752,307
Less: Excise Duty		3,140,316	7,479,961
Revenue from Operations (Net)		5,794,745,805	5,395,272,346
Other Income	22	102,867,893	82,760,993
Total Revenue		5,897,613,698	5,478,033,339
Expenses			
Cost of Materials Consumed	23	1,447,892,765	1,565,012,819
Purchase of Stock in Trade		425,071,090	417,015,003
Changes in Inventories of Finished Goods	24	(64,499,034)	(85,259,942)
Employee Benefit Expenses	25	1,728,971,838	1,603,976,003
Finance Costs	26	47,772,518	49,623,367
Depreciation and Amortization	10	129,608,535	123,012,333
Other Expenses	27	1,696,613,550	1,530,209,522
Total Expense		5,411,431,262	5,203,589,105
Profit Before Tax		486,182,436	274,444,234
Tax Expense			
Current Tax		161,000,000	82,500,000
Deferred Tax		(8,386,260)	(8,044,793)
Profit for the Year		333,568,696	199,989,027
Earnings per Equity Share of Face value of Rs.10 each Basic and Diluted (in Rs.)		15.44	9.26

The accompanying notes 1 to 40 form an integral part of the Financial Statements.
This is the Statement of Profit and Loss referred to in our report of even date.

On behalf of the Board

Prabal Kr. Sarkar
Partner
Plot No. Y-14, Block EP
Sector V, Salt Lake
Kolkata - 700 091
26th February, 2014

Membership No. 052340
LOVELOCK & LEWES
Firm Registration No. 301056E
Chartered Accountants

A. N. Singh
Managing Director
S. Kaul
K. Sinha
P. K. Sen
Directors

S. Banerjee
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st DECEMBER 2013

	Year ended 31.12. 2013 (Rs.)	Year ended 31.12.2012 (Rs.)
(A) CASH FLOW FROM OPERATING ACTIVITIES:		
Net profit before taxation	486,182,436	274,444,234
Adjustments for:		
Depreciation	129,608,535	123,012,333
Interest expense	47,772,518	49,623,367
Interest Income	(16,143,333)	(7,388,358)
Profit on sale/Discard of Fixed Assets(net)	(1,484,926)	(2,054,140)
Liabilities no longer required written back	(13,136,679)	(14,684,791)
Debts, Loans & Advances Written off	2,428,603	1,684,797
Provision for doubtful debts,Loans & advances	3,880,078	1,180,876
Investment Income	(391,908)	(449,505)
Unrealised (gain)/loss on exchange	495,847	155,957
	153,028,735	151,080,536
Operating profit before working capital changes	639,211,171	425,524,770
Adjustments for:		
Trade and other receivables	(67,879,207)	(45,768,793)
Inventories	(38,324,308)	(184,609,801)
Trade payables	188,977,613	46,611,689
	82,774,098	(183,766,905)
Cash generated from operations	721,985,269	241,757,865
Direct Taxes paid	(105,751,991)	(76,088,504)
Net Cash from Operating Activities	616,233,278	165,669,361
(B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(154,025,629)	(185,640,730)
Sale of Fixed Assets	2,360,612	2,882,818
Purchase of Investments	(50,000,000)	(225,000,000)
Sale of Investments	50,391,908	225,449,505
Interest received	17,149,701	4,858,523
Net Cash used in Investing Activities	(134,123,408)	(177,449,884)
(C) CASH FLOW FROM FINANCING ACTIVITIES		
(Decrease)/Increase in Working capital facilities from Bank	(344,636,118)	210,000,000
Dividend paid	(85,943,612)	(85,739,765)
Income Tax on dividend paid	(14,683,680)	(14,016,240)
Interest paid	(50,019,060)	(48,272,013)
Net Cash used in Financing Activities	(495,282,470)	61,971,982
Net increase in Cash and Cash equivalents	(13,172,600)	50,191,459
(D) CASH AND CASH EQUIVALENTS		
Balance at the Beginning of the Year	96,719,028	46,527,569
Balance at the End of the Year*	83,546,428	96,719,028
Changes in Cash and Cash Equivalents - Increase/(Decrease)	(13,172,600)	50,191,460
*Includes Unpaid Dividend Account	3,952,244	3,495,856

Note: 1. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard-3 on Cash Flow Statements issued by The Institute of Chartered Accountants of India.
2. Previous year's figures have been rearranged / regrouped wherever necessary.

Kolkata
26th February, 2014

S. Banerjee
Company Secretary

This is the Cash Flow statement referred to in our Report of even date.

On behalf of the Board

A. N. Singh
Managing Director
S. Kaul
K. Sinha
P.K. Sen
Directors

Prabal Kr. Sarkar
Partner
Membership No. 052340
For LOVELOCK & LEWES
Firm Registration No. 301056E
Chartered Accountants

Plot No. Y-14, Block EP, Sector V, Salt Lake, Kolkata-700091
26th February, 2014



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st December, 2013

1 SIGNIFICANT ACCOUNTING POLICIES

1.1 CONVENTION

The financial statements have been prepared to comply in all material aspects with all the applicable accounting principles in India, the applicable accounting standards, notified u/s 211(3C) of the Companies Act, 1956 [Companies (Accounting Standards) Rules, 2006, as amended] and the relevant provisions of the Companies Act, 1956 or / and the notified sections of Companies Act, 2013, to the extent applicable. A summary of important accounting policies which have been applied consistently, are set out below. Financial Statements have also been prepared in accordance with relevant presentational requirements of the Companies Act, 1956 of India.

1.2 BASIS OF ACCOUNTING

The financial statements have been prepared in accordance with the historical cost convention and on accrual basis. All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria set out in the Schedule VI to the Companies Act 1956. The Company has ascertained its operating cycle as twelve months for the purpose of current and non current classification of assets and liabilities.

1.3 FIXED ASSETS

1.3.1 TANGIBLE

Fixed assets are stated at cost of acquisition together with any incidental expenses of acquisition.

Depreciation on fixed assets other than Livestock and Estate & Development has been provided on Written Down value method in accordance with Schedule XIV of the Companies Act, 1956. Estate & Development is not depreciated. Livestock is expensed over its useful life.

All expenditure incurred for extension of new areas of cultivation are capitalised. However, cost of upkeep and maintenance and cost of replanting in existing areas are charged to revenue.

Subsidies from Government in respect of fixed assets are deducted from the cost of respective assets.

Profit or Loss on disposal of Fixed Assets is recognised in the Statement of Profit and Loss.

1.3.2 INTANGIBLE

Cost of software is capitalised where it is expected to provide future enduring economic benefits. Capitalisation costs include licence fees and cost of implementation / system integration services. The costs are capitalised in the year in which the relevant software is implemented for use. Expenses incurred on upgradation / enhancements are charged off as revenue expenditure unless they bring similar significant additional benefits.

Capitalised software costs is amortised on a straight line basis over a period of five years.

1.3.3 IMPAIRMENT OF FIXED ASSETS

An impairment loss is recognised where applicable, when the carrying value of the fixed assets of a cash generating unit exceeds its net selling price or value in use, whichever is higher.

1.4 INVESTMENTS

Long Term Investments are stated at cost and where applicable, provision is made in case of other than temporary diminution in value of investments. Current investments are stated at lower of cost or fair value.

1.5 INVENTORIES

Inventories are valued at lower of cost and net realisable value. Cost is determined on weighted average basis. Cost comprises expenditure incurred in the normal course of business in bringing such inventories to their location and condition and includes appropriate overheads. Provision is made for obsolete and slow moving stocks where necessary.

1.6 RESEARCH AND DEVELOPMENT

Research and Development Expenditure of revenue nature is charged to the Statement of Profit and Loss and capital expenditure is treated as fixed assets.

1.7 RETIREMENT BENEFITS

The Company operates defined contribution schemes like Provident Fund and defined Contribution Pension Schemes.

The Company makes regular contribution to provident funds which are fully funded and administered by Government and are independent of Company's finance. Contributions are recognized in Statement of Profit and Loss on an accrual basis. The Company operates a non contributory defined contribution pension scheme for certain employees. The Company contributes 15% of the employees' current salary to the above contribution fund which is recognised in the Statement of Profit and Loss.

The Company also operates defined benefit Provident Fund Schemes for certain employees which are fully funded and administered by trustees and are independent of the Company's finance. The Company makes regular contributions to the fund and shortfall, if any, determined by annual actuarial valuation, is recognized in the Statement of Profit and Loss.

Defined Benefit Gratuity Plan is maintained by the company for all its eligible employees. The Company also operates a Non Contributory Defined Benefit Pension Scheme for certain employees. The Company contributes to such funds on the basis of actuarial valuation at the end of each year after setting off any net asset in respect of either fund. Both the Pension Fund and Gratuity Fund are administered by the Trustees and is independent of the Company's finance.

For Schemes where recognized funds have been set up annual contributions determined as payable in the actuarial valuation report are contributed. Actuarial gains & losses are recognized in the Statement of Profit and Loss. The Company recognizes in the Statement of Profit and Loss gains or losses on curtailment or settlement of a defined benefit plan as and when the curtailment or settlement occurs.

Post retirement medical benefits are provided by the Company for certain category of employees. Liability is determined through independent year end actuarial valuation and is recognized in the Statement of Profit and Loss.

Provision is made for retirement leave encashment benefit payable to employees on the basis of independent actuarial valuation, at the end of each year and charge is recognized in the Statement of Profit and Loss.

1.8 SALES

Sales represent the invoiced value of goods supplied less Sales Tax / Value Added Tax.

1.9 INCOME FROM INVESTMENTS

Income from investments is included together with the related tax credit in the Statement of Profit and Loss.

1.10 REPLANTING AND OTHER SUBSIDIES

Replanting and other subsidies of revenue nature are recognised as income in the Statement of Profit and Loss.

1.11 FOREIGN CURRENCY TRANSACTIONS

Transactions in foreign currencies are recorded in rupees by applying the exchange rate prevailing on the date of transaction. Transactions remaining unsettled are translated at the rate of exchange ruling at the end of the year. Exchange gain or loss arising on settlement/translation is recognised in the Statement of Profit and Loss.

Premium or discount on forward contracts are amortised as expense or income over the life of the contract. Foreign exchange forward contracts are revalued at the balance sheet date and the exchange difference is recognised as gain/loss in the Statement of Profit and Loss. Profit or Loss on cancellations/renewals of forward contracts is recognised in the Statement of Profit and Loss.



1.12 **TAXES ON INCOME**

Current tax represents the amount computed as per prevailing taxation laws under the Income Tax Act, 1961.

Deferred Tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred Tax assets have been recognized where there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

1.13 **BORROWING COSTS**

Borrowing cost attributable to acquisition and/or construction of qualifying assets are capitalised as a part of the cost of such assets up to the date when such assets are ready for intended use. Other borrowing costs are charged to Statement of Profit and Loss.

1.14 **LEASES**

Lease Payments under the Operating Lease are recognised as an expense in the Statement of Profit and Loss, on a straight line basis over the lease term.

1.15 **PROVISIONS AND CONTINGENT LIABILITIES**

Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are not discounted to its present value.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is termed as a contingent liability.

1.16 **USE OF ESTIMATES**

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgements, estimates and assumptions that effect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in the future periods. Any revision to accounting estimates is recognised prospectively in the current and future periods.

1.17 **EARNING PER SHARE**

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

	As at December 31,2013 Rs.	As at December 31,2012 Rs.
2. SHARE CAPITAL		
Authorised Share Capital		
22,000,000 Equity Shares of Rs.10/- each	<u>220,000,000</u>	<u>220,000,000</u>
Issued Subscribed and Paid up		
21,600,000 (Previous Year 21,600,000) Equity Shares of Rs.10/- each fully paid up	<u>216,000,000</u>	<u>216,000,000</u>
Total	<u>216,000,000</u>	<u>216,000,000</u>

2.1 Shares held by subsidiaries of Ultimate Holding Company:

	As at December 31,2013 No of Shares	As at December 31,2012 No of Shares
Assam Dooars Investment Limited #	10,389,600	10,389,600
Western Dooars Investment Limited #	5,594,400	5,594,400
# Subsidiaries of Camellia PLC , the ultimate holding Company		

2.2 Details of Shares held by Shareholders holding more than 5% of the aggregate shares in the Company:

	As at December 31,2013 No of Shares (%)	As at December 31,2012 No of Shares (%)
Assam Dooars Investment Limited	10,389,600 (48.10%)	10,389,600 (48.10%)
Western Dooars Investment Limited	5,594,400 (25.90%)	5,594,400 (25.90%)

2.3 Rights, Preferences and Restrictions attached to Shares

The Company has only one class of shares referred to as Equity shares having a par value of Rs.10 per share. Each Shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting. In the event of liquidation, the Equity Shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

2.4 There is no movement of Share Capital during the year.



3. RESERVES AND SURPLUS

	As at December 31, 2013 Rs	As at December 31, 2012 Rs
Capital Reserve		
At the Beginning & at the End of the Year	13,558,262	13,558,262
Development Rebate Reserve		
At the Beginning & at the End of the Year	991,762	991,762
Development Allowance Reserve		
At the Beginning & at the End of the Year	978,599	978,599
Investment Allowance (Utilised) Reserve		
At the Beginning & at the End of the Year	895,961	895,961
General Reserve		
At the Beginning of the Year	1,525,340,088	1,425,340,088
Add: Transfer from Statement of Profit and Loss	220,000,000	100,000,000
Balance at the end of the year	1,745,340,088	1,525,340,088
Surplus in Statement of Profit and Loss		
At the Beginning of the Year	48,676,545	49,103,758
Add: Profit for the Year	333,568,696	199,989,027
Less: Appropriations		
Proposed Dividend on Equity Shares [Dividend per share Rs.4.50 (Previous year-Rs.4/-)]	97,200,000	86,400,000
Dividend Distribution Tax on Proposed Dividend (Refer Note 3.3 below)	17,186,580	14,016,240
Transfer to General Reserve	220,000,000	100,000,000
Balance at the end of the year	47,858,661	48,676,545
Total	1,809,623,333	1,590,441,217

3.1 Capital Reserve includes Rs.3,883,676/- pre-acquisition profit.

3.2 Development Rebate Reserve, Development Allowance Reserve and Investment Allowance (Utilised) Reserve are transferred from Pre-Merger Reserves.

3.3 Dividend Distribution Tax on Proposed Dividend for the year ended 31st December, 2013 includes Rs.667,440 pertaining to 2012.

4. DEFERRED TAX (ASSETS)/ LIABILITIES (NET)

	As at December 31, 2013 Rs	As at December 31, 2012 Rs
Deferred Tax Liabilities:		
Timing Difference between Book and Tax Depreciation	22,689,899	26,411,304
Deferred Tax Assets:		
Employee Benefits	24,375,660	24,022,037
Others	4,311,232	—
Total	(5,996,993)	2,389,267

5 LONG TERM PROVISIONS

	As at December 31,2013 Rs	As at December 31,2012 Rs
Provision for Employee Benefits:		
Medicals	69,097,948	62,597,286
Compensated Absences	10,298,819	11,059,263
Total	<u>79,396,767</u>	<u>73,656,549</u>

6 SHORT TERM BORROWINGS

	As at December 31,2013 Rs	As at December 31,2012 Rs
Secured:		
Rupee Loans From Banks:		
Working Capital Loans repayable on demand	—	420,000,000
Packing Credit Facilities	72,350,533	—
Foreign Currency Loans from Banks:		
Packing Credit Facilities	3,339,072	—
Total	<u>75,689,605</u>	<u>420,000,000</u>

- 6.1 Working Capital Loans and Packing Credit Facilities are secured by equitable mortgage by deposit of title deeds of the Company's Tea Estates and hypothecation of entire tea crop and other produces of Tea Estates as well as stocks of tea manufactured or in process and book debts, and entire movable plant and machinery, tools and accessories and other movable fixed assets both present and future.

7 TRADE PAYABLES

	As at December 31,2013 Rs	As at December 31,2012 Rs
Trade Payables	723,345,091	651,718,795
Total	<u>723,345,091</u>	<u>651,718,795</u>

- 7.1 Trade Payables include Rs.410,081 (2012-Rs.Nil) due to Micro & Small Enterprises as defined in the Micro,Small and Medium Enterprises Development Act, 2006, based on information available with the Company.



8 OTHER CURRENT LIABILITIES

	As at December 31, 2013 Rs	As at December 31, 2012 Rs
Interest Accrued but not due on Borrowings	443,727	2,690,269
Unpaid Dividend	3,952,244	3,495,856
Advance from Customers	164,915,770	102,895,241
Payable towards Purchase of Fixed Assets	15,663,260	10,431,373
Employee Benefits Payable	256,398,565	243,065,270
Statutory dues	31,079,162	18,259,763
Others (including security deposits)	47,386,975	40,071,182
Total	519,839,703	420,908,954

8.1 There is no amount due and outstanding to be credited to Investor Education and Protection Fund as at 31st December 2013.

9 SHORT TERM PROVISIONS

	As at December 31, 2013 Rs	As at December 31, 2012 Rs
Provision for Employee Benefits:		
Gratuity	13,884,000	3,330,115
Pension	—	12,785,277
Medicals	2,384,424	2,592,932
Provident Fund	2,083,713	-
Compensated Absences	39,850,260	36,184,618
Provision for Taxation (Net of Advance Tax Rs.1,664,173,276)	5,985,743	-
Provision for Proposed Dividend on Equity Shares	97,200,000	86,400,000
Provision for Dividend Distribution Tax on Proposed Dividend	16,519,140	14,016,240
Provision for Wealth Tax	2,937,622	2,680,176
Total	180,844,902	157,989,358

10. FIXED ASSETS - TANGIBLE AND INTANGIBLE

(Rs.)

Fixed Assets	TANGIBLE										Total TANGIBLE		INTANGIBLE	
	Estate & Development	Bridges & Roads	Buildings	Plant & Equipment	Water Supply & Tubewell	Furniture & Fixture	Office Equipment	Vehicles	Livestock		As at 31.12.2013	As at 31.12.2012	As at 31.12.2013	As at 31.12.2012
Gross Block as at 1.1.2013	68,899,231	12,056,147	832,909,324	1,023,052,651	39,113,666	52,532,802	34,321,258	137,597,426	4,267,304		2,204,749,809	2,000,094,601	19,376,699	17,386,296
Additions	—	678,727	35,801,320	97,770,504	1,205,478	3,086,676	2,247,300	13,312,220	—		154,102,225	212,710,568	908,304	1,990,403
Disposals/Adjustments	—	—	—	156,735	—	274,325	—	6,003,984	—		6,435,044	8,055,360	—	—
Refer Note (iii)														
Gross Block as at 31.12.2013 (A)	68,899,231	12,734,874	868,710,644	1,120,666,420	40,319,144	53,345,153	36,568,558	144,905,662	4,267,304		2,352,416,990	2,204,749,809	20,285,003	19,376,699
Accumulated Depreciation/Amortization as at 1.1.2013	—	5,784,061	387,042,979	664,084,564	28,885,826	40,238,114	30,854,767	81,947,865	444,062		1,239,282,238	1,127,064,762	16,641,518	13,073,343
Depreciation/Amortization for the Year	—	381,660	37,440,489	66,625,251	884,023	2,235,343	1,547,884	17,086,883	284,487		126,486,020	119,444,158	3,122,515	3,568,175
Depreciation on Disposals/Adjustments	—	—	—	156,701	—	166,206	—	5,236,451	—		5,559,358	7,226,682	—	—
Accumulated Depreciation/Amortization as at 31.12.2013 (B)	—	6,165,721	424,483,468	730,553,114	29,769,849	42,307,251	32,402,651	93,798,297	728,549		1,360,208,900	1,239,282,238	19,764,033	16,641,518
Impaired Assets as at 1.1.2013	—	—	—	15,536,958	—	—	—	—	—		15,536,958	15,536,958	—	—
Impairment during the year	—	—	—	—	—	—	—	—	—		—	—	—	—
Impairment reversed during the year	—	—	—	—	—	—	—	—	—		—	—	—	—
Impairment as at 31.12.2013 (C)	—	—	—	15,536,958	—	—	—	—	—		15,536,958	15,536,958	—	—
Net Block as at 31.12.2013 (A-B-C)	68,899,231	6,569,153	444,227,176	374,576,348	10,549,295	13,037,902	4,165,907	51,107,365	3,538,755		976,671,132	949,930,613	520,970	2,735,181
Net Block as at 31.12.2012	68,899,231	6,272,086	445,866,345	343,431,129	10,227,840	12,294,688	3,466,491	55,649,561	3,823,242		949,930,613	—	2,735,181	—

NOTE :

(i) Renewal of lease agreements of certain estates are pending.

(ii) Additions to Plant & Equipment during the year is net of Capital Subsidy of Rs.6,146,480 (2012- Rs.2,999,812)

(iii) Intangible Assets mentioned above are other than self generated.



11 NON CURRENT INVESTMENTS

	As at December 31, 2013 Rs	As at December 31, 2012 Rs
At Cost less Provision for other than temporary diminution		
Trade Investments		
In Equity Instruments-Quoted, fully paid up		
1,107 Equity shares of Rs.10 each in Duncan Industries Limited	664,340	664,340
In Equity Instruments- Unquoted, fully paid up		
20,000 Equity Shares of Rs.10 each in ABC Tea Workers Welfare Services	200,000	200,000
Total Trade Investments	864,340	864,340
Less: Provision for diminution in value of investments	846,823	846,823
Total Non Current Investments	17,517	17,517
Aggregate Amount of Quoted Investments	7,074	7,074
Aggregate Market Value of Quoted Investments	18,487	12,232
Aggregate Amount of Unquoted Investments	10,443	10,443
Aggregate provision for diminution in value of investments	846,823	846,823

12 LONG TERM LOANS AND ADVANCES

Unsecured, Considered Good (Unless Otherwise Stated):		
Capital Advances	15,120,373	19,969,534
Security Deposits	11,554,977	11,587,732
Advance Income Tax (Net of Provision (2012-Rs1,509,159,019))	—	49,262,266
Loans and Advances to Employees	15,052,109	18,268,710
Balance with Government Authorities	836,152	836,152
Other Loans and Advances		
-Considered Doubtful	7,419,646	7,419,646
Less: Provision for doubtful advances	(7,419,646)	(7,419,646)
Total	42,563,611	99,924,394

13 OTHER NON CURRENT ASSETS

Margin Money Deposit # (with maturity more than 12 months)	27,043,672	2,780,000
Total	27,043,672	2,780,000

Kept with Bank for issuing Bank Guarantee

14 INVENTORIES

	As at December 31, 2013 Rs	As at December 31, 2012 Rs
Raw Materials (Includes in Transit Rs.119,991,461 (2012-Rs.203,635,532))	533,089,193	556,023,364
Packing Materials	46,456,480	43,125,467
Finished Goods (Includes in Transit Rs.27,438,787 (2012-Rs.7,628,912))	692,060,554	627,561,521
Stores and Spares	95,901,836	102,473,403
Total	<u>1,367,508,063</u>	<u>1,329,183,755</u>

15 TRADE RECEIVABLES

Unsecured, Considered Good:		
Outstanding for a period exceeding six months from the due date	9,676,116	13,042,721
Others	910,980,263	815,962,469
	<u>920,656,379</u>	<u>829,005,190</u>
Unsecured, Considered Doubtful:		
Outstanding for a period exceeding six months from the due date	13,644,868	9,764,789
Less: Provision for Doubtful Debts	13,644,868	9,764,789
	<u>—</u>	<u>—</u>
Total	<u>920,656,379</u>	<u>829,005,190</u>

16 CASH AND BANK BALANCES

Cash and Cash Equivalents:		
Cash on Hand	7,011,349	4,256,971
Bank Balances in:		
-Current Accounts	66,796,873	69,035,232
-Margin Money Deposit (with less than 3 months maturity)#	27,575	45,969
	<u>73,835,797</u>	<u>73,338,172</u>
Other Bank Balances:		
Margin Money Deposit # (with maturity more than 3 months and less than 12 months)	5,758,387	19,885,000
Unpaid Dividend Account	3,952,244	3,495,856
	<u>9,710,631</u>	<u>23,380,856</u>
Total	<u>83,546,428</u>	<u>96,719,028</u>

Kept with Bank for issuing Bank Guarantee



17 SHORT TERM LOANS AND ADVANCES

	As at December 31, 2013 Rs	As at December 31, 2012 Rs
Loans and Advances to Employees	12,363,563	13,110,383
Advances to Suppliers	41,508,923	41,545,782
Prepaid Expenses	7,240,559	5,891,496
Balance with Government Authorities	457,608	400,696
Others (Nursery, Gratuity recoverable from Fund etc.)	49,879,612	45,268,767
Total	111,450,265	106,217,124

18 OTHER CURRENT ASSETS

Unsecured, Considered Good:		
Deposit with NABARD	36,406,400	94,002,500
Deposit with Others	10,917,783	9,238,432
Interest accrued on Deposits	5,682,829	6,689,197
Total	53,007,012	109,930,129

19 CONTINGENT LIABILITIES (To the extent not provided for)

Claims against the Company not acknowledged as Debts:		
Income Tax Matters (without considering concomitant liability in respect of Agricultural Income Tax)	90,569,279	98,434,848
Sales Tax Matters	3,484,438	1,502,235
Disputed Claims	2,516,000	2,516,000
Future cash flows if any, in respect of above cannot be determined at this stage		

20 COMMITMENTS (To the extent not provided for)

Estimated amount of contracts remaining to be executed on capital account and not provided for Rs.22,458,655 (2012- Rs.26,483,208).

21 REVENUE FROM OPERATIONS

	Year ended December 31, 2013	Year ended December 31, 2012
Sale of Products:		
Finished Goods	5,319,932,802	4,948,097,754
Traded Goods	463,174,558	435,716,969
	5,783,107,360	5,383,814,723
Other Operating Revenues:		
Replanting and Other Subsidies	14,778,761	18,937,584
	5,797,886,121	5,402,752,307
Less: Excise Duty	3,140,316	7,479,961
Total	5,794,745,805	5,395,272,346

22 OTHER INCOME

	Year ended December 31, 2013	Year ended December 31, 2012
	Rs	Rs
Interest on Nabard Deposits	4,324,375	4,292,945
Interest on Other Deposits	4,105,885	2,015,571
Interest on Overdue Bills	1,339,786	1,079,842
Interest on Income Tax	6,373,287	—
Profit on Sale/Discard of Fixed Assets (Net)	1,484,926	2,054,140
Liabilities no longer required written back	13,136,679	14,684,791
Profit on Sale of Investments	391,908	449,505
Exchange Gain (Net)	2,074,252	—
Miscellaneous Receipts	69,636,795	58,184,199
Total	102,867,893	82,760,993

23 COST OF MATERIALS CONSUMED

Raw and Packing Material Consumed:		
Opening Stock	599,148,831	506,545,202
Add: Purchase	1,428,289,607	1,657,616,448
Less: Closing Stock	579,545,673	599,148,831
Total	1,447,892,765	1,565,012,819

23.1 Details of Raw and Packing material consumed:

Green Leaf (Bought)	336,073,825	389,739,108
Tea including Tea waste	1,007,239,140	1,060,024,689
Packing material	104,579,800	115,249,022
Total	1,447,892,765	1,565,012,819

23.2 Value of imported and indigenous raw and packing material consumed

Imported	25,910,853	25,282,192
Indigenous	1,421,981,912	1,539,730,627

24 CHANGES IN INVENTORIES OF FINISHED GOODS

Opening Stock of Finished Goods	627,561,520	542,301,578
Less: Closing Stock of Finished Goods	692,060,554	627,561,520
Total	(64,499,034)	(85,259,942)



25 EMPLOYEE BENEFIT EXPENSES

	Year ended December 31,2013	Year ended December 31,2012
	Rs	Rs
Salaries,Wages and Bonus	1,339,122,194	1,262,156,160
Contribution to Provident, Gratuity and Other Funds	173,672,060	149,938,061
Workmen & Staff Welfare Expenses	216,177,584	191,881,782
Total	1,728,971,838	1,603,976,003

26 FINANCE COSTS

Interest on Borrowings	47,235,532	49,486,397
Interest on Income Tax	194,968	136,970
Applicable net loss on foreign currency transactions and translation	342,018	—
Total	47,772,518	49,623,367

27 OTHER EXPENSES

Consumption of Stores and Spare Parts (Refer Note 27.1)	315,463,003	280,079,352
Power and Fuel	459,658,118	447,843,798
Excise Duty and Cess	11,228,260	11,725,680
Insurance	10,502,316	8,850,594
Rent	22,204,284	15,753,804
Rates and Taxes	25,934,751	17,090,612
Repairs to Buildings	28,878,778	20,846,635
Repairs to Machinery	43,045,438	44,795,751
Advertisement	51,581,696	38,102,563
Sales Promotion	166,012,532	163,238,969
Brokerage and Commission	67,842,184	71,133,728
Warehousing and Packing Charges	86,215,464	65,649,463
Freight & Shipping Charges	167,285,895	126,584,615
Other Selling Expenses	20,623,219	17,100,990
Directors Fees	436,000	440,000
Payment to Auditors:		
As Auditor-Audit Fee	1,450,000	1,250,000
For Other Services:		
Tax Audit Fee	450,000	400,000
Others	2,276,000	1,850,000
For Reimbursement of Expenses	516,154	592,586
Exchange Loss (Net)	—	13,694,995
Debts / Loans and advances Written Off	2,428,603	1,684,797
Provision for Doubtful Debts & Advances	3,880,078	1,180,876
Miscellaneous Expenses	208,700,777	180,319,714
Total	1,696,613,550	1,530,209,522

27.1 Value of imported and indigenous stores and Spare parts consumed

	Year Ended December 31, 2013 Rs	Year Ended December 31, 2012 Rs
Imported	1,434,531	—
Indigenous	314,028,472	280,079,352

27.2 Research and Development Expenditure charged to Revenue Rs.14,895,338 (2012 - Rs.11,683,167)

28 CIF VALUE OF IMPORTS

Raw Materials	20,334,543	31,204,088
Stores & Spares	1,434,531	—
Total	21,769,074	31,204,088

29 EXPENDITURE IN FOREIGN EXCHANGE

Pension	425,189	400,740
Commission	3,686,498	4,139,890
Bank Charges	463,838	341,723
Consultancy	1,050,283	1,136,270
Others	3,122,334	3,274,324

30 EARNINGS IN FOREIGN EXCHANGE

FOB Value of Export Sale	1,215,650,486	872,060,432
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31 NET DIVIDEND REMITTED IN FOREIGN CURRENCY TO NON RESIDENT SHAREHOLDERS	Year ended December 31, 2013	Year ended December 31, 2012
No. of non-resident shareholders	2	2
No. of equity shares held by them on which dividend was due	15,984,000	15,984,000
Year to which dividend relates	31.12.2012	31.12.2011
Amount remitted	63,936,000	63,936,000

32. The Company has taken various premises under operating lease having tenure of 11 months/3 years. There is no specific obligation for renewal of these agreements. Lease rent for the year amounts to Rs.16,571,918 (2012 - Rs.9,771,764). This includes lease arrangements with escalation clauses of 5% to 10% at the end of each year.
33. Consequent upon the vesting of the Indian undertakings on 1st January 1978 of the eight Sterling Company's under the scheme of amalgamation, the title in respect of certain tea estates acquired under such scheme, are to be transferred in the name of the Company. The Company has been legally advised that the notification issued by the Government of West Bengal in 1994 for payment of salami does not apply to the Company.
34. Provision for taxation has been made as per the Income Tax Act, 1961 and the rules framed there under with reference to the profit for the year ended 31st December, 2013 which extends over two assessment years, Assessment Year 2013-2014 and Assessment Year 2014-2015. The ultimate tax liability for the Assessment Year 2014-2015 will be determined on the total income for the period from 1st April, 2013 to 31st March, 2014.

35. **Post Retirement Employee Benefits**

The Company operates defined contribution schemes like provident fund and defined contribution pension schemes. For these schemes, contributions are made by the Company, based on current salaries, to recognized funds maintained by the Company and for certain employees contributions are made to State Plans. In case of Provident fund schemes, contributions are also made by the employees. An amount of Rs.124,024,445 (2012 - Rs.119,867,587) has been charged to the Profit & Loss Account on account of defined contribution schemes.

The Company also operates defined benefit gratuity scheme, leave encashment, defined benefit pension scheme, defined benefit provident fund scheme and post retirement medical scheme. The pension benefits, medical benefits and leave encashment benefits are restricted to certain categories of employees. These schemes offer specified benefits to the employees on retirement. Annual actuarial valuations are carried out by an independent actuary in compliance with Accounting Standard 15 (revised 2005) on Employee Benefits. Wherever recognized funds have been set up, annual contributions are made by the Company, as required. Employees are not required to make any contribution.

35. Post Retirement Employee Benefits (Contd.)

Net Asset/Liability as per Actuarial Valuation at year end:

(Rs.)

	Provident Fund			Pension				Gratuity				Medical				Leave Encashment			
	2013	2012	2011	2013	2012	2011	2010	2013	2012	2011	2010	2013	2012	2011	2010	2013	2012	2011	2010
Present value of funded obligation	255,210,338	231,055,000	211,198,260	258,176,324	249,619,601	217,470,253	206,291,363	632,350,000	618,190,000	614,252,000	602,761,000	—	—	—	—	—	—	—	—
Fair Value of Plan Assets	254,210,080	231,917,254	208,351,274	261,387,324	236,834,324	216,957,377	181,572,790	615,255,000	614,860,000	613,721,000	629,030,000	—	—	—	—	—	—	—	—
	1,000,258	(862,254)	2,846,986	(3,211,000)	12,785,277	512,876	24,718,573	17,095,000	3,330,000	531,000	(26,269,000)	—	—	—	—	—	—	—	—
Present Value of Unfunded Obligation	—	—	—	—	—	—	—	—	—	—	—	71,482,372	65,190,218	66,380,921	59,160,572	17,518,858	16,343,680	14,146,139	12,887,396
Unrecognized past service cost	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
Net Liability/(Asset)	1,000,258*	(862,254)	2,846,986	(3,211,000)**	12,785,277	512,876	24,718,573	17,095,000**	3,330,000	531,000	(26,269,000)	71,482,372	65,190,218	66,380,921	59,160,572	17,518,858	16,343,680	14,146,139	12,887,396

* Net of Surplus of Rs.1,083,455 in one Provident Fund and not recognized in the Balance Sheet.

**During the year the Company has set off the net asset of Pension Fund against the net liability of Gratuity Fund in accordance with the relevant approvals from Statutory Authority.



Amounts recognized in "Contribution to Provident, Gratuity and other funds", "Salaries, Wages, Bonus etc" and "Workmen and Staff Welfare Expenses" under Note 25 are as follows:

(Rs.)

	Provident Fund		Pension		Gratuity		Medical		Leave Encashment	
	2013	2012	2013	2012	2013	2012	2013	2012	2013	2012
Current Service Cost	19,039,716	18,077,227	6,325,000	33,297,532	31,403,000	31,470,000	3,856,454	2,467,104	1,606,146	1,384,296
Interest cost	19,818,348	17,620,904	20,398,000	17,914,685	49,265,000	50,111,000	5,996,426	5,458,330	1,407,239	1,096,708
Expected Return on plan assets	(19,351,439)	(16,776,304)	(19,889,000)	(18,007,462)	(48,457,000)	(46,532,000)	-	-	-	-
Past Service Cost	-	-	-	-	-	-	-	-	-	-
"Net actuarial loss/(gain) recognized during the year"	1,512,639	(4,553,839)	(4,105,000)	(14,841,632)	(18,446,000)	(32,250,000)	(2,135,681)	(7,880,325)	585,953	1,582,117
Total	21,019,264	14,367,988	2,729,000	18,363,123	13,765,000	2,799,000	7,717,199	45,109	3,599,338	4,063,121

Reconciliation of opening and closing balances of the present value of the obligations:

(Rs.)

	Funded						Unfunded			
	Provident Fund		Pension		Gratuity		Medical		Leave Encashment	
	2013	2012	2013	2012	2013	2012	2013	2012	2013	2012
Opening defined benefit obligation	231,055,000	211,198,260	249,619,601	217,470,253	618,190,000	614,252,000	65,190,218	66,380,921	16,343,680	14,146,139
Current service cost	19,039,716	18,077,227	6,325,000	33,297,532	31,403,000	31,470,000	3,856,454	2,467,104	1,606,146	1,384,296
Interest Cost	19,818,348	17,620,904	20,397,723	17,914,685	49,265,000	50,111,000	5,996,427	5,458,330	1,407,239	1,096,708
Actuarial loss/(gain)	132,919	(2,541,089)	(5,017,000)	(15,801,513)	(17,234,000)	(28,233,000)	(2,135,681)	(7,880,325)	585,953	1,582,117
Transfer from/to Other Funds	-	-	(5,422,000)	-	-	-	-	-	-	-
Benefit Paid	(14,835,645)	(13,300,302)	(7,727,000)	(3,261,356)	(49,274,000)	(49,410,000)	(1,425,046)	(1,235,812)	(2,424,160)	(1,865,580)
Closing Defined Benefit Obligation	255,210,338	231,055,000	258,176,324	249,619,601	632,350,000	618,190,000	71,482,372	65,190,218	17,518,858	16,343,680

Reconciliation of opening and closing balances of the fair value of plan assets:

(Rs.)

	Provident Fund		Pension		Gratuity	
	2013	2012	2013	2012	2013	2012
Opening fair value of plan Assets	231,917,254	208,351,274	236,834,324	216,957,377	614,860,000	613,721,000
Expected Return on Plan Assets	19,351,439	16,776,304	19,889,000	18,007,462	48,457,000	46,532,000
Actuarial gain/(loss)	(1,379,721)	2,012,752	(912,000)	(959,880)	1,212,000	4,017,000
Contribution by employer	19,156,752	18,077,227	18,725,000	6,090,721	-	-
Transfer from/to Other Funds	-	-	(5,422,000)	-	-	-
Benefits Paid	(14,835,644)	(13,300,303)	(7,727,000)	(3,261,356)	(49,274,000)	(49,410,000)
Closing Fair value of Plan Assets	254,210,080	231,917,254	261,387,324	236,834,324	615,255,000	614,860,000
Actual Return on Plan Assets	17,971,718	18,789,056	18,977,000	17,047,582	49,669,000	50,549,000

Major Categories of Plan Assets as a percentage of fair value of the total plan assets:

	2013	2012
Equities	3.26%	2.74%
Fixed Income Debt /Securities/Bonds	88.74%	90.30%
Other Assets	8.00%	6.96%
Total	100.00%	100.00%

Experience Gain/(Loss) adjustments on plan assets related to Gratuity Scheme for 2013 and the preceeding three years are Rs.1,212,000; Rs.4,017,000; Rs.(144,000) and Rs.3,928,000 respectively.

Experience Gain/(Loss) adjustments on plan liabilities related to Gratuity Scheme for 2013 and the preceeding three years are Rs.(6,618,000); Rs(6,577,000); Rs.(78,761,000) and Rs.(14,726,000) respectively.

Effect of increase/ decrease of one percentage point in the assumed medical cost trend rates:

As per Actuary, the cost trend in rates in case of medical benefits have no effect on the amount recognised since the benefit is in the form of a fixed amount.

Principal Actuarial assumptions used:

	2013	2012	2011	2010
Discount rates	9.30%	8.30%	8.50%	8.10%
Expected rate of return on plan assets	8.11%,7.61%, 7.97%,8.73%	8.21%,8.3%, 7.67%,8.42%	"7.9%,8%, 7.72% & 7.96%"	8.12% & 8%
Expected Salary Increase Rates	6% to 7%	5% to 7%	5% to 7%	5% to 9.5%
Mortality rates	LIC(2006-08) mortality tables	LIC(1994-96) mortality tables	LIC(1994-96) mortality tables	LIC(1994-96) mortality tables

"The estimates of future salary increase considered in the actuarial valuation takes into account factors like inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market. The expected return on plan assets is based on actuarial expectation of the average long term rate of return expected on investments of the Funds during the estimated term of the obligations.

The contribution expected to be made by the Company for the year ended 31st December 2014 has not been ascertained."



36. Segment Information

(Rs.)

	Export		Domestic		Total	
	2013 Rs	2012 Rs	2013 Rs	2012 Rs	2013 Rs	2012 Rs
Total Segment Revenue from sales	1,249,156,250	915,770,014	4,806,774,716	4,619,609,489	6,055,930,966	5,535,379,503
Less: Inter Segment Revenue from sales	10,194,891	23,707,401	262,628,715	127,857,379	272,823,606	151,564,780
	1,238,961,359	892,062,613	4,544,146,001	4,491,752,110	5,783,107,360	5,383,814,723
Less Excise Duty	3,140,316	7,479,961	—	—	3,140,316	7,479,961
Total Revenue from Sales to External Customers	1,235,821,043	884,582,652	4,544,146,001	4,491,752,110	5,779,967,044	5,376,334,762
Segment Result	70,878,851	50,892,319	521,994,948	327,297,936	592,873,799	378,190,255
Less: Unallocable expense net of income					58,918,845	54,122,654
Less : Interest					47,772,518	49,623,367
Profit Before Taxation					486,182,436	274,444,234
Provision for Taxation					152,613,740	74,455,207
Profit After Taxation					333,568,696	199,989,027
Segment Assets	453,688,748	291,474,404	2,949,883,191	2,948,393,768	3,403,571,940	3,239,868,171
Unallocated Corporate Assets					205,434,699	286,836,273
Total Assets					3,609,006,639	3,526,704,444
Segment Liabilities	376,891,472	347,826,791	876,080,125	721,239,158	1,252,971,597	1,069,065,949
Unallocated Corporate Liabilities					330,411,709	651,197,278
Total Liabilities					1,583,383,306	1,720,263,227
Capital Expenditure	3,173,233	8,513,411	134,300,753	193,602,392		
Depreciation	4,784,611	4,184,068	110,045,387	105,055,851		
Non Cash – Expenditure			6,308,681	2,865,673		

Notes

- The Company is engaged in the business of cultivation, manufacture and sale of Tea. The products and their applications are homogeneous in nature. The segments are classified as Exports and Domestic.
- The Segment wise Revenue, results, assets and liabilities figures relate to the respective amounts directly identifiable to each of the segments. Unallocable income / expenditure relate to the Company as a whole and are earned / incurred at the corporate level.
- Pricing of inter segment transfers is based on benchmark market price.

37 Related Party Disclosures

a) Shareholders of the Company:

Western Dooars Investment Ltd. and Assam Dooars Investment Ltd. together hold 74% of the Equity Share Capital of the Company. Camellia Plc is the ultimate holding company which is indirectly holding Western Dooars Investment Ltd. and Assam Dooars Investment Ltd.

b) Other related parties with whom transactions have taken place during the year:

Fellow Subsidiary Companies:

Stewart Holl (India) Limited

Amgoorie India Limited

Koomber Properties & Leasing Company Private Limited

Goodricke Technical & Management Services Limited

Borbam Investments Limited

Koomber Tea Company Private Limited

Lebong Investments Private Limited

Eastern Produce Kenya Ltd"

c) Key Management Personnel:

A.N.Singh-Managing Director & CEO

d) Particulars of transactions during the year ended 31st December, 2013 :



Particulars of transactions during the year ended 31st December, 2013

(Rs.)

Nature of Transactions	Shareholders	Fellow Subsidiary Companies	Key Management Personnel	Total
Sale of Goods : To two fellow Subsidiaries : Rs.474,557 (Rs.633,017), Rs 223,642 (Rs 20,222)	— —	698,199 (653,239)	— —	698,199 (653,239)
Sale of Fixed Assets: To a Fellow Subsidiary Rs. Nil (Rs.3,500)		— (3,500)		— (3,500)
Purchase of Fixed Assets From two Fellow Subsidiaries Rs.Nil (Rs.4,681,155) , Rs.782,340(Rs.718,651)	— —	782,340 (5,399,806)	— —	782,340 (5,399,806)
Purchase of Goods & Services : From four fellow Subsidiaries : Rs. 330,856,884 (Rs.294,989,006), Rs.429,259,593 (Rs.266,941,837),Rs.97,024,944 (Rs.61,616,293) Rs.Nil (Rs.40,560)	— —	857,141,421 (623,587,696)	— —	857,141,421 (623,587,696)
Remuneration Paid : To Managing Director	— —	— —	16,414,503 (14,512,110)	16,414,503 (14,512,110)
Dividends Paid : To Two Shareholders : Rs.41,558,400 (Rs.41,558,400), Rs.22,377,600 (Rs.22,377,600) To four fellow Subsidiaries : Rs.789,652 (Rs.832,152), Rs. 1,818,036 (Rs2,371,236),Rs.306,588 (Rs.306,588), Rs.844,000 (Rs.844,000)	63,936,000 (63,936,000)	3,758,276 (4,353,976)	— —	67,694,276 (68,289,976)
Interest paid To a Fellow Subsidiary Rs.3,937,85(Rs.3,872,107)	—	3,937,585 (3,872,107)	—	3,937,585 (3,872,107)
Reimbursement of Expenses (Net) From two Fellow Subsidiaries : Rs 91,734 (Rs1,282,196), Rs 10,60,237 (Rs1,691,492), To Two Fellow Subsidiaries : Rs.808,717(Rs-309,598) Rs.61,12,048 (Rs.5,076,411)	— —	5,768,974 (1,793,125)	— —	5,768,974 (1,793,125)
Rent paid to fellow subsidiary	— —	6,312,328 (6,151,001)	— —	6,312,328 (6,151,001)
Loan taken: From one Fellow Subsidiary : Rs 102,500,000 (Rs.90,000,000)	— —	102,500,000 (90,000,000)	— —	102,500,000 (90,000,000)
Repayment of loan: To one Fellow Subsidiary : Rs 102,500,000 (Rs.90,000,000)	— —	102,500,000 (90,000,000)	— —	102,500,000 (90,000,000)
Outstanding as at year end : Debit	— —	— (1,239,241)	— —	— (1,239,241)
Credit	— —	352,370,852 (329,551,588)	4,750,000 (4,000,000)	357,120,852 (333,551,588)

Note: Previous year's figures are in brackets.

38 Earning Per Equity Share (Basic and Diluted)

The calculation of earning per share is based on the Profit after taxation of Rs. 333,568,696 (2012 - Rs.199,989,027) and Equity Shares outstanding (Nominal value Rs. 10/- each) during the year aggregating to 21,600,000 (2012 - 21,600,000).

39 a) Outstanding Foreign Currency exposure:

	As at December 31,2013		As at December 31,2012	
	US\$	Rs	US\$	Rs
Amount Receivable in Foreign currency	5,018,923	311,323,773	3,715,369	203,676,511
Amount Payable in Foreign currency	132,061	8,191,713	186,071	10,200,412
b) Outstanding Forward exchange contracts for sale of Foreign Currency	Nil	Nil	251,175	13,769,414

40 The Company has reclassified previous years figure to conform to this years classification alongwith other regrouping/rearrangement wherever

Plot No. Y-14, Block EP
Sector V, Salt Lake
Kolkata - 700 091
26th February, 2014

Prabal Kr. Sarkar
Partner
Membership No. 052340
LOVELOCK & LEWES
Firm Registration No. 301056E
Chartered Accountants

A. N. Singh
Managing Director
S. Kaul
K. Sinha
P. K. Sen
Directors

S. Banerjee
Company Secretary



Financial, Production and Other Statistics

(Rs. in millions)

	2008	2009	2010	2011	2012	2013
Fixed Assets (at cost less depreciation)	556.16	686.14	812.76	943.38	959.33	992.95
Investments	0.02	0.02	0.02	0.02	0.02	0.02
Current Assets (Less current liabilities)	562.10	523.76	634.36	984.70	1,240.44	1,112.13
Non Current Assets (Less non current liabilities)	—	—	—	—	29.04	(9.79)
Deferred Tax Assets/ (Liabilities)	(29.51)	(8.35)	(14.10)	(10.43)	(2.39)	6.00
TOTAL ASSETS EMPLOYED	1,088.77	1,201.57	1,433.04	1,917.67	2,226.44	2,101.31
Equity shares	216.00	216.00	216.00	216.00	216.00	216.00
Reserves and Surplus	574.67	893.01	1,217.04	1,490.87	1,590.44	1,809.62
SHAREHOLDERS' FUND (NET WORTH)	790.67	1,109.01	1,433.04	1,706.87	1,806.44	2,025.62
Secured and Unsecured loans	298.10	92.56	—	210.80	420.00	75.69
TOTAL FUNDS EMPLOYED	1,088.77	1,201.57	1,433.04	1,917.67	2,226.44	2,101.31
Sales	2,940.50	3,721.59	4,004.30	4,851.30	5,383.81	5,783.11
Profit before tax	235.19	530.67	630.71	503.35	274.44	486.18
Provision for tax	59.32	111.24	180.75	129.11	74.40	152.61
Profit after tax	175.87	419.43	449.96	374.24	199.99	333.57
Earning per share (Rs.)	8.14	19.42	20.83	17.32	9.26	15.44
Net worth per Equity Share (Rs.)	36.61	51.34	66.34	79.02	83.63	93.78
DIVIDEND						
Percentage	30.00	40.00	50.00	40.00	40.00	45.00
Amount	64.80	86.40	108.00	86.40	86.40	97.20
TOTAL NO. OF SHAREHOLDERS	13,497	13,057	14,315	13,688	14,046	13,862
PLANTED AREA & PRODUCTION:						
Area under Mature Tea (hectares)	8,662.49	8,615.93	8,582.11	8,533.82	8,515.30	8,490.94
Area under Young Tea (hectares)	996.73	1,053.56	1,127.84	1,273.88	1,127.66	1,108.85
Total planted area (hectares)	9,659.22	9,669.49	9,709.95	9,807.70	9,642.96	9,599.79
Production-Kgs. (millions) (own crop)	18.44	16.16	17.00	17.21	16.14	17.99
NUMBER OF EMPLOYEES	25,205	25,357	24,931	24,571	24,449	24,321

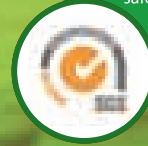
STATISTICS—Area and Crop (2013)

GARDENS	Mature Tea Area (in Hectares)	Young Tea Area (in Hectares)	Total Planted Area (in Hectares)	Own Crop (Gross) (Kgs)	Yield per Hectare (Kgs)
DOOARS					
Danguajhar	595.92	73.33	669.25	1,375,491	2,308
Leesh River	541.47	63.79	605.26	1,159,225	2,141
Meenglas	542.02	70.34	612.36	1,415,484	2,611
Aibheel	735.70	85.26	820.96	1,849,326	2,514
Chulsa	361.50	35.11	396.61	707,604	1,957
Chalouni	444.46	93.06	537.52	729,420	1,641
Hope	367.42	48.80	416.22	764,823	2,082
Jiti	464.45	81.74	546.19	1,128,700	2,430
Gandrapara	689.87	105.60	795.47	2,000,792	2,900
Lakhipara	538.41	75.63	614.04	1,596,429	2,965
Kumargram	497.42	108.97	606.39	1,267,695	2,549
Sankos	580.77	77.77	658.54	1,400,727	2,412
Total	6,359.41	919.40	7,278.81	15,395,716	2,421
Previous year	6,391.17	935.01	7,326.18	13,909,781	2,176
ASSAM					
Orangajuli	635.81	65.48	701.29	1004476	1580
Nonaipara	604.29	77.02	681.31	1141817	1890
Total	1240.10	142.50	1382.60	2146293.00	1731.00
Previous year	1,236.78	139.42	1,376.20	1,822,332	1,473
DARJEELING					
Thurbo	473.88	14.56	488.44	250,051	528
Badamtam	290.21	27.73	317.94	139,146	479
Barnesbeg	127.34	4.66	132.00	59,730	469
Total	891.43	46.95	938.38	448,927	504
Previous year	887.35	53.23	940.58	408,918	461
GRAND TOTAL	8,490.94	1,108.85	9,599.79	17,990,936	2,119
Previous year	8,515.30	1,127.66	9,642.96	16,141,031	1,896

Sustainable farming, conserving biodiversity & improving livelihood of farmers



Food Safety Management Systems, to help control and reduce food safety hazards



Sustainable farming and better opportunities for pluckers, their families and our planet



Strategy for poverty alleviation & sustainable development



Ethical business practices



Preserving the goodness of nature in every sip

Protection of organic farms and their products



Certification of Organic, Eco-friendly & socially responsible products





**GOODRICKE
GROUP LIMITED**

www.goodricke.com

FORM 'A'

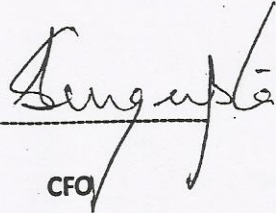
(In terms of SEBI Circular Ref. CFD/DIL/7/2012 dated 13th August 2012)


1. Name of the Company	Goodricke Group Limited
2. Audited Financial Statement for the year ended	31 st December 2013
3. Audit Observations	Unqualified
4. Frequency of observation	Not Applicable

Signatures :



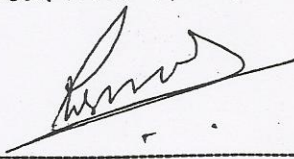
Managing Director & CEO


CFO



Chairman, Audit Committee

For Lovelock & Lewes
Firm Registration No. 30156E
Chartered Accountants



Partner - Lovelock & Lewes

Membership No. 052340
Kolkata

Dated: 26.2.2014