GOODRICKE GROUP LIMITED

Registered Office :
"Camellia House"14, Gurusaday Road, Kolkata - 700 019
Telephone : 2287-3067, 2287-8737, 2287-1816
Fax No. (033) 2287-2577, 2287-7089
E--mail : goodricke@goodricke.com
visit us at : www.goodricke.com

CIN-L01132WB1977PLC031054

28th July, 2016

To
The Sr. General Manager
Dept of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001
Email: corp.relations@bseindia.com/
Corp. compliance@bseindia.com

Uploaded in http://listing.bseindia.com/

Scrip Code: 500166
Sub: Annual Report

Dear Sir,

Pursuant to Regulation 34(1) of the SEBI-LODR, 2015 please take on record the Annual Report for the period 2016-17 on record.

Yours faithfully,
GOODRICKE GROUP LIMITED

S. Basu

SR. GENERAL MANAGER &
COMPANY SECRETARY

Encl: a/a

2016-17

Goodricke Group Limited

2016-17


GOODRICKE
THE TEA PEOPLE
FROM THE GARDENS OF GOODRICKE
TO THE HOMES OF THE WORLD
Enjoy our excellent range of products and taste goodness like never
before at our website www.goodricketea.com

ANNUAL REPORT 2016-17

GOODRICKE GROUP LIMITED

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BOARD OF DIRECTORS

Mr. Peter John Field - *Chairman*

Mr. Arun Narain Singh - *Managing Director & CEO*

Mrs. Susan Ann Walker

Dr. (Mrs.) Sudha Kaul

Mr. Kantanand Sinha

Mr. Prodosh Kumar Sen

BOARD COMMITTEES

Audit Committee
Mr. Kantanand Sinha - *Chairman*
Mr. Prodosh Kumar Sen - *Member*
Mrs. Susan Ann Walker - *Member*

Corporate Social Responsibility Committee
Dr. (Mrs.) Sudha Kaul - *Chairperson*
Mr. Kantanand Sinha - *Member*
Mr. Arun Narain Singh - *Member*

Nomination & Remuneration Committee
Mr. Kantanand Sinha - *Chairman*
Mr. Peter John Field - *Member*
Mr. Prodosh Kumar Sen - *Member*
Dr. (Mrs.) Sudha Kaul - *Member*

Share Transfer and Stakeholders Grievance & Relationship Committee
Dr. (Mrs.) Sudha Kaul - *Chairperson*
Mr. Kantanand Sinha - *Member*
Mr. Arun Narain Singh - *Member*

KEY MANAGERIAL PERSONNEL
Mr. Arun Narain Singh, *Managing Director & CEO*
Mr. Arjun Sengupta, *Vice President & CFO*
Mr. Subrata Banerjee, *Sr. General Manager & Company Secretary*

AUDITORS
Deloitte Haskins & Sells LLP
Chartered Accountants
Building - Alpha, 1st Floor
Block - EP & GP, Sector - V
Salt Lake Electronic Complex
Kolkata - 700091
(Firm's Registration No. 117366W / W-100018)

SECRETARIAL AUDITORS
Anjan Kumar Roy & Co.
DPS Business Centre, 9A Sebak Baidya Street
Kolkata 700 029
(CP No. 4557)

BANKERS
Axis Bank Ltd.
HDFC Bank Ltd.

REGISTRARS & SHARE TRANSFER AGENTS
C.B. Management Services Pvt. Ltd.
P-22, Bondel Road, Kolkata 700 019
Tele No. (033) 4011 6700/6711/6718
Fax No. (033) 2287 0263/4011 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
Fax No (033) 2287 2577
Email: investor@goodricke.com
Website : www.goodricke.com
CIN: L01132WB1977PLC031054

NOTICE

NOTICE is hereby given that the Forty-first 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 Thursday, the 27th July, 2017 at 10.00 a.m. to transact the following business:-

Ordinary Business

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution :

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2017, and the Reports of the Board of Directors and the Auditors thereon.
2. To declare Dividend for the financial year ended 31st March, 2017.
3. To appoint a Director in place of Mrs. S. A. Walker, (Holding DIN 07225692) who retires by rotation and being eligible, offers herself for re-appointment.
4. To ratify the appointment of Messrs. Deloitte Haskins & Sells LLP, Chartered Accountants, Kolkata having Firm's registration no. 117366W/W-100018, as the Auditors of the Company from the conclusion of the 41st Annual General Meeting, till the conclusion of the 42nd Annual General Meeting, and to authorize the Board of Directors to fix their remuneration and in this regard to consider and if thought fit to pass the following resolution as an Ordinary Resolution.

   "**Resolved** that pursuant to the resolution passed by the members at the 40th Annual General Meeting of the Company held on 28th July, 2016 in terms of Section 139 of the Companies Act, 2013 ("the Act") read with Companies (Audit and Auditors) Rules, 2014 and other provisions as may be applicable, if any, the Company hereby ratifies the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants having Firm's registration no. 117366W/W-100018, as the Statutory Auditors of the Company from the conclusion of this 41st Annual General Meeting till conclusion of the 42nd Annual General Meeting, at such remuneration as may be fixed by the Board of Directors of the Company on recommendation of the Audit Committee."

Special Business

5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

   "**Resolved that** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 Mr. Atul Asthana (holding DIN 00631932), who was appointed as an Additional Director of the Company with effect from 1st June, 2017 by the Board of Directors of the Company pursuant to Section 161 (1) of the Companies Act, 2013 and Article 66 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable of determination by retirement of directors by rotation;

   Resolved further that pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the appointment of Mr. Atul

Asthana as a Wholetime Director and Chief Operating Officer (COO) of the Company for a period of one year beginning from 1st June 2017 till 31st May, 2018 on the remuneration and other terms and conditions of service as detailed in the Explanatory Statement under Section 102 (1) of the Companies Act 2013 annexed to the Notice convening the meeting, with liberty to the Board of Directors, including any Committee thereof to alter or vary the terms and conditions of appointment and / or remuneration, subject to the limits specified under Schedule V of the Companies Act, 2013 and any statutory modification (s) or re-enactment thereto;

Resolved further that his re-appointment as a Director immediately on retirement by rotation shall not be deemed to constitute a break in his appointment / service as Whole Time Director of the Company;

Resolved further that the Board, including any Committee thereof, be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the aforesaid resolution."

6. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

   "**Resolved** that pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act 2013 and the Rules made thereunder (including any statutory modification (s) or enactment thereof for the time being in force) the approval of the Company be and is hereby accorded to the re-appointment of Mr. Arun Narain Singh (holding DIN 00620929) as Managing Director & CEO of the Company for a period of three months with effect from 1st January, 2018 on the terms and conditions of re-appointment and remuneration as set out in the Explanatory Statement.

7. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

   "**Resolved** that in terms of Section 148 of the Companies Act 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the remuneration payable to the Cost Auditors namely M/s. Shome & Banerjee, Cost Accountants (Firm Registration No.: 000001) for conducting Audit of Cost Accounting records maintained by the Company as applicable, for the year ending 31st March, 2018 as approved by the Board of Directors based on the recommendation of the Audit Committee, the details of which are given in the Explanatory Statement in respect of this item of business be and is hereby ratified."

   "Resolved further that the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

The Register of Members and Share Transfer books of the Company shall remain closed from Friday, the 21st July, 2017 to Thursday, the 27th July 2017, both days inclusive for payment of dividend.

By Order of the Board

Place : Kolkata
Dated : 23rd May, 2017

S. Banerjee
Sr. General Manager &
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 INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy, in order to be effective, must be received at the Company's Registered Office not less than forty-eight hours before the Meeting.**

   In terms of Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total Share capital of those carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any person or shareholder.

2. The Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of items of Special Business is annexed hereto.

3. The information as required to be provided in terms of the Listing Regulations with the Stock Exchange regarding the Directors who are proposed to be appointed / re-appointed is annexed.

4. The dividend that may be declared by the Company at the Forty-first Annual General Meeting will be paid on or after 4th August, 2017 (i) to those members holding shares in physical mode whose names appear on the Register of member on 20th July, 2017 (ii) In respect of the shares held in electronic form the dividend will be paid to the 'beneficial owners' of the shares at the end of business hours on 20th July, 2017 as per details provided by the Depositories for this purpose.

5. Dividend in respect of shares held in dematerialized form shall be credited to the owner's bank account directly through National Automated Clearing House (NACH), wherever, NACH facility is available subject to availability of bank account details with 9 digit MICR and 11 digit IFS Code. In case the said details have not been provided to the concerned Depository Participant or there is any change, the same may please be intimated to the concerned Depository Participant immediately.

   Securities and Exchange Board of India (SEBI) vide its Circular No. CIR/MRD/DP/10/2013 dated 21st March, 2013 has mandated usage of electronic mode for making cash payments such as dividend etc. to the investors of Companies whose securities are listed on the Stock Exchange.

6. Shareholders holding shares in physical form and desirous of having NACH facility, should provide their bank details and 9 digit MICR and 11 digit IFS Code number to the Registrar and Share Transfer Agent of the Company immediately. The shareholders who have already given their bank details should furnish the same only if there is any change.

   Members who are holding shares in physical form are requested to notify change in address, if any, to the Company's Share Transfer Agent quoting their Folio Numbers. Shareholders holding shares in dematerialized form, should intimate change of their address, if any, to their Depository Participant.

7. Under Section 124 of the Companies Act, 2013 the amount of dividend remaining unpaid or unclaimed for a period of 7 years from due date is required to be transferred to the Investor Education and Protection Fund, established under corresponding Section 125 of the Companies Act, 2013. In accordance with the Notification of the Ministry of Corporate Affairs any amount of dividend which remained unpaid or unclaimed for a period of seven years from the date such dividend became due for payment have been transferred to the investor Education and Protection Fund set up by the Government of India.

The Company has uploaded the details of unpaid or unclaimed amounts lying with the Company as on the date of the last AGM (28th July 2016) on its website www.goodricke.com.

8. Notice regarding dividend lying unclaimed have been sent to all shareholders concerned on 12th January, 2017.

9. Shares in respect of which dividend has been transferred to the Investor Education and Protection Fund ("IEPF") of the Central Government shall also be transferred to IEPF pursuant to Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016 ("Rules") read with Section 124 of the Companies Act, 2013. Intimations have been sent to Shareholders concerned requesting them to encash their unclaimed dividends failing which the Corresponding shares will be transferred to IEPF. The list of Shareholders and the corresponding shares are available on the Company's website www.goodricke.com.

10. The Securities and Exchange Board of India (SEBI) vide Circular ref. No. MRD/DOP/CIR-05/2007 dated April 27, 2007 made PAN mandatory for all securities market transactions and off market/private transaction involving transfer of shares in physical form of listed Companies, it shall be mandatory for the transferee (s) to furnish copy of PAN Card to the Company/RTAs for registration of such transfer of shares.

    SEBI further clarified that it shall be mandatory to furnish a copy of PAN in the following cases:-

    (a) Deletion of name of the deceased shareholder (s), where the shares are held in the name of two / more shareholders.

    (b) Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares.

    (c) Transposition of shares - when there is a change in the order of names in which physical shares are held jointly in the name of two or more shareholders.

11. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

12. Instructions for voting

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and Listing Regulation the company is pleased to provide members holding shares either in physical form or in dematerialized form, the facility to exercise their right to vote on all the resolutions set forth in this notice by electronic means. The process and manner of voting by electronic means, the time schedule including the time period during which the votes may be cast and all other necessary instructions and information in this respect have been given in a separate sheet attached hereto forming part of the notice.

The Company has also made available voting through ballot at the venue of the Annual General Meeting and the members attending the Annual General Meeting, who have not cast their votes through electronic means shall be able to exercise the right at the Annual General Meeting through ballot.

Explanatory Statements

(Pursuant to Section 102 of The Companies Act, 2013)

Item no 5

The Board of Directors of the Company at its meeting held on 23rd May, 2017 appointed Mr. Atul Asthana, as an Additional Director, designated as Wholetime Director & Chief Operating Officer (COO) for a period of one year from 1st June 2017 to 31st May, 2018, subject to the approval of the members in the General Meeting. Mr. Atul Asthana is appointed pursuant to Article 66 of the Article of Association of the Company read with Section 161 (1) of the Companies Act 2013. The Company has received a Notice in terms of Section 160 of the Companies Act, 2013 from a Member proposing that Mr. Atul Asthana be appointed as a Director of the Company.

Brief particulars of Mr. Atul Asthana, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Notice.

Mr. Atul Asthana, is not related to any Director or Key Managerial Personnel of the Company in any way.

The period of service, remuneration payable and other terms and conditions of service of Mr. Atul Asthana, w.e.f. 1st June, 2017 are set out below :

TERMS AND CONDITIONS OF SERVICE

Period	**1st June 2017 to 31st May, 2018**
Remuneration	Basic Salary : Rs. 2,25,000/- per month
Other Terms	Commission - As may be approved by the Board of Directors subject to the overall limits of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 on recommendation of Nomination & Remuneration Committee. Special Allowance: Rs. 25,000/- per month Perquisites : a. Fully furnished residential accommodation will be provided by the Company. In case accommodation is not provided by the Company, House Rent Allowance not exceeding 60% of the salary. b. Gas, electricity, water, medical reimbursement including premium for medical insurance, leave travel concession for self and family once in a year, payment of fees/subscriptions to Clubs, payment of premium on personal accident insurance, provision of car with chauffeur, telephone at residence etc. as per applicable rules of the Company. c. Education Allowance - As per Rules of the Company. d. Leave: 35 days for every completed year of service with full pay including perquisites and allowances. Leave accumulated shall be encashed at the end of the appointment as per Company rules. Retirement benefits: Company's contribution to Provident Fund, Pension Fund & Gratuity fund as per rules and regulations of the said funds. Post Retirement Benefits shall be as per rules of the Company.

Minimum Remuneration	In case of loss or inadequacy of profit in any year during the tenure of the Wholetime Director & COO, he shall be entitled to receive a total remuneration including salary and perquisites etc. not exceeding the applicable ceiling of Part II of Schedule V of the Act or such other modified ceiling as may be notified.
Termination of Appointment	The appointment may be terminated by either party giving six months' prior notice.
Memorandum of Interest	None of the directors except Mr. Atul Asthana is concerned or interested in this appointment.
Duties	Mr. Atul Asthana, will be entrusted with such duties as may be delegated to him by the Managing Director & CEO and he shall exercise the powers of Management and perform such duties under the general superintendence, control and direction of the Board of Directors and the Managing Director & CEO of the Company.

NOTE :

i) OVERALL LIMIT : The aggregate of the total salary, commission and monetary value of perquisites payable to the Wholetime Directors of the Company shall not exceed 10% of the profits of the Company in accordance with Section 197 of the Act.

ii) Perquisites shall be evaluated as per Income Tax Rules wherever applicable and in the absence of any such Rule, perquisites shall be evaluated at actual cost.

iii) Use of Company car with chauffeur for official purposes and telephone at residence (including payment of local calls and long distance official calls) shall not be considered as perquisites.

iv) The Board, may in its discretion, revise / modify any of the terms from time to time within limits stipulated above.

The above terms as to remuneration have been approved by the Nomination and Remuneration Committee of the Board at its Meeting held on 23rd May, 2017 and the particulars of Mr. Atul Asthana, namely; age, qualification, past experience and other details are given separetely in this notice as per SEBI (LODR) Regulations, 2015

The terms of appointment of Mr. Atul Asthana pursuant to Section 190 of the Companies Act 2013 shall be open for inspection by any member of the Company on any working day at the Registered Office of the Company except Saturday, Sunday and public holidays, between 10 a.m. and 1:00 p.m. upto the date of AGM.

The Board considers the appointment of Mr. Atul Asthana, on the terms set out above to be in the interest of the Company and therefore recommends that the resolution be adopted by the members.

Except Mr. Atul Asthana, being an appointee, no other Director and Key Managerial Personnel of the Company or their relatives are concerned with or interested in, financial or otherwise, in the aforesaid appointment.

Item No. 6

The terms of appointment of Mr. Arun Narain Singh as the Managing Director and CEO of the Company is going to expire of 31st December 2017.

The Board of Directors of the Company was of the opinion that for the benefit of the Company Mr. Arun Narain Singh should continue to be in-charge of the Company till the end of the current financial year.

Accordingly, the Board of Directors of your Company by its resolution passed on 23rd May, 2017 re-appointed Mr. Arun Narain Singh as the Managing Director and CEO of the Company, subject to the approval of the members at the General Meeting for a period of three months with effect from 1st January, 2018 on the following terms and conditions :

TERMS AND CONDITIONS OF SERVICE

Period	**01.01.2018 to 31.03.2018**
Remuneration	Basic Salary : Rs. 6,20,000/- per month
Other Terms	Commission - As may be approved by the Board of Directors each year subject to the overall limit of the total managerial remuneration as provided under Section 197 of the Act on recommendation of the Nomination and Remuneration Committee. Special Allowance: Rs. 1,50,000/- per month Perquisites : a. Fully furnished residential accommodation will be provided by the Company. In case accommodation is not provided by the Company, House Rent Allowance not exceeding 60% of the salary. b. Gas, electricity, water, medical reimbursement including premium for medical insurance, leave travel concession for self and family once in a year, payment of fees/subscriptions to Clubs, payment of premium on personal accident insurance, provision of car with chauffeur, telephone at residence etc. as per applicable rules of the Company. c. Leave: 35 days for every completed year of service with full pay including perquisites and allowances. Leave accumulated shall be encashed at the end of the appointment as per Company rules. Retirement benefits: Company's contribution to Provident Fund, Pension Fund & Gratuity fund as per rules and regulations of the said funds. Post Retirement Benefits shall be as per rules of the Company.
Minimum Remuneration	In case of loss or inadequacy of profit in any year during the tenure of the Managing Director, he shall be entitled to receive a total remuneration including salary and perquisites etc. not exceeding the applicable ceiling of Part II of Schedule V of the Act or such other modified ceiling as may be notified.
Termination of Appointment	The appointment may be terminated by either party giving one month prior notice.
Memorandum of Interest	None of the Directors except Mr. Arun Narain Singh is concerned or interested in this appointment.
Duties	Mr. Arun Narain Singh, as the Managing Director & Chief Executive Officer (MD & CEO), will have overall responsibility of the Company and shall exercise such powers under the general superintendence, control and direction of the Board of the Company.

NOTE :

i) OVERALL LIMIT : The aggregate of the total salary, commission and monetary value of perquisites payable to the Wholetime Directors of the Company shall not exceed 10% of the profits of the Company in accordance with Section 197 of the Act.

ii) Perquisites shall be evaluated as per Income Tax Rules wherever applicable and in the absence of any such Rule, perquisites shall be evaluated at actual cost.

iii) Use of Company car with chauffeur for official purposes and telephone at residence (including payment of local calls and long distance official calls) shall not be considered as perquisites.

iv) The Board, may in its discretion, revise / modify any of the terms from time to time within limits stipulated above.

The above terms as to remuneration have been approved by the Nomination and Remuneration Committee of the Board at its Meeting held on 23rd May, 2017. Mr. Arun Narain Singh, had taken charge as the Managing Director & CEO of the Company in 2006 and since then under his leadership and guidance, the Company has achieved considerable growth, both in terms of volume of business as well as profitability. The particulars of Mr. Arun Narain Singh, namely; age, qualification, past experience and other details are given separately in this Notice as per SEBI (LODR) Regulations, 2015.

The terms of appointment of Mr. Arun Narain Singh pursuant to Section 190 of the Companies Act 2013 shall be open for inspection by any member of the Company on any working day at the Registered Office of the Company except Saturday, Sunday and public holidays, between 10 a.m. and 1:00 p.m. upto the date of AGM.

The Board considers the appointment of Mr. Arun Narain Singh, on the terms set out above to be in the interest of the Company and therefore recommends that the resolution be adopted by the members.

Except Mr. Arun Narain Singh, being an appointee, no other Director and Key Managerial Personnel of the Company or their relatives are concerned with or interested in, financial or otherwise, in the aforesaid appointment.

Item No. 7

In terms of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 ('the Rule'), the Board of Directors of the Company at its Meeting held on 23rd May, 2017 appointed Messrs. Shome & Banerjee, Cost Accountants, as the Cost Auditors of the Company for the financial year ending 31st March, 2018 on the recommendation of the Audit Committee of the Company.

The Board, in terms of the Rule, approved the remuneration of the Cost Auditors as recommended by the Audit Committee, which is subject to ratification by the Members of the Company.

The remuneration fixed by the Board is as under :

Cost Auditors	Remuneration
Shome & Banerjee	Rs. 1,85,000/- for auditing the records of the Company.

In addition to above, the Cost Auditors will be reimbursed out of pocket expenses as may be incurred by them on actual basis.

The Resolution set out in Item No. 7 of the convening Notice is to be considered accordingly and the Board recommends the same.

No Director or any Key Managerial Personnel of the Company or any of their relatives is concerned or interested, financially or otherwise, in respect of the said resolution.

PARTICULARS RELATING TO DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED

Name of Director	Mr. Arun Narain Singh	Mrs. Susan Ann Walker	Mr. Atul Asthana
Date of Birth	1st July, 1953	18th July, 1967	2nd January, 1962
Qualification	M.Sc.	Chartered Accountant from U.K.	B.Sc. & Mech. Engg.
Expertise	Joined the Company as Tea Garden Assistant at its inception. In early 2002, was transferred to Head Office and promoted later to Vice President (Operations). He is Managing Director & CEO from 1st August, 2006.	Strong all round finance professional with varied experience in business planning, strategic reviews, Investors Relation, Acquisition, valuations, fund raising (debt and equity including IPO) and reconstructions.	Joined the Company as Asst. Manager at Chulsa T.E. Became Manager in 1999 at Harmutty T.E. and inducted in operations Dept. H.O. in 2000 as Manager Operations. Promoted to Vice President (Operations) in 2014.
Directorship held in other Companies (excluding foreign Companies)	Stewart Holl (India) Limited. Amgoorie India Limited Elgin Investments & Trading Co. Ltd. Goodricke Technical & Management Services Limited	Stewart Holl (India) Limited Amgoorie India Limited Elgin Investments & Trading Co. Ltd. Goodricke Technical & Management Services Limited	Stewart Holl (India) Limited Borbam Investments Ltd. Koomber Tea Company Pvt. Ltd. Lebong Investments Pvt. Ltd. ABC Tea Workers Welfare Services. Koomber Properties & Leasing Co. Pvt. Ltd.
Committee Memberships, if any, with position	Member - Stakeholders' Relationship Committee and Corporate Social Responsibility Committee, Goodricke Group Limited.	Member, Audit Committee of Goodricke Group Limited	NIL
Shareholding in the Company	180 Equity Shares of Rs. 10/- each	NIL	6 shares of Rs. 10/- each
There is no inter-se relationship between the Directors of the Company.			

DIRECTORS' REPORT

The Directors have pleasure in presenting their Forty-first Annual Report and Accounts for the year ended 31st March, 2017.

FINANCIAL RESULTS

(Rs. in millions)

	Year ended (31.3.2017)	15 months Period ended (31.03.2016)
Revenue from Operations	**6803.69**	7332.42
Profit before Taxation	**488.99**	28.45
Tax Expense	**157.67**	149.85
Profit/(Loss) for the year / period	**331.32**	(121.40)
Other Comprehensive Income (net of tax)	**(44.09)**	(4.63)
Total Comprehensive Income	**287.23**	(126.03)
Other Equity at year end	**2702.83**	2519.59

The above figures are for 12 months and 15 months respectively, hence not comparable.

SHARE CAPITAL

During the year under review:

a. No Equity shares have been issued with differential voting rights. Hence, no disclosure is required in terms of Rule 4 (4) of the Companies (Share Capital and Debentures) Rules, 2014.

b. No issue of Sweat Equity Share has been made. Hence, no disclosure is required in terms of Rule 8 (13) of the Companies (Share Capital and Debentures) Rules, 2014.

c. There was no issue of Employee Stock Option. Hence, no disclosure is required in terms of Rule 12 (9) of the Companies (Share Capital and Debentures) Rules, 2014.

d. There was no provision made by the Company for any money for purchase of its own shares by employees or by trustees for the benefit of employees. Hence, no disclosure is required in terms of Rule 16 (4) of the Companies (Share Capital and Debentures) Rules, 2014.

e. The issued, subscribed and paid up share capital of the Company as on 1st April, 2016 stood at Rs. 216 million divided into 21600000 Equity Shares of Rs.10/- each remained unchanged as on 31st March, 2017.

TRANSFER TO RESERVE

Your Directors do not propose to transfer any amount to the General Reserve for the financial year ended 31st March, 2017.

DIVIDEND

Your Directors have recommended a dividend of Rs. 4.50 per share (45 %). On approval at the forth coming Annual General Meeting, Dividend will be paid to those members whose names are recorded in the Register of the Company at the close of business on 20th July, 2017, subject, however to the provision of Section 126 of the of the Companies Act, 2013. This equity dividend has not been included as a liability in the financial statement.

OPERATIONS

The Company performed creditably by harvesting a crop of 15.92 million Kgs. in Dooars whilst in Assam the same was 2.41 million kgs. and Darjeeling harvested 0.45 million kgs. over the 12 months period.

Substantial early rainfall combined with judicious usage of our excellent irrigation facilities as well as the good controls exercised over pest activity were the key factors that contributed to this achievement. Mother nature was kind and no garden suffered on account of hail storm as was the case in the previous year.

The out-sourced leaf segment registered lower volumes than expected on account of the fact that operations had to be scaled down in order to not jeorpardise quality of our own produce in the light of the higher than targeted harvest levels from our gardens.

The profitability of the garden operations in Dooars was affected on account of the following factors :-

1) The confusion created on account of the chaotic implementation of the pan India auction led to couple of sales being cancelled on account of non-participation of buyer community in the peak cropping months of September/October and there was a deliberate withdrawal of part of the buying community from the auctions till sanity was restored by Tea Board.

2) Extended pre-bonus agitation, post bonus absenteeism caused upheavel in plucking operations leading to gardens having to skiff tea areas due to extended plucking rounds.

3) Demonitization related upheaval in Siliguri Auction where at least 75% of our Dooars produce is sold post 2nd flush. The tertiary markets collapsed on account of demonitization which led to large scale withdrawal of the buying community for North India and this led to collapse of the market with only a handful of buyers operating at much lower levels than anticipated for lower and selected volumes of teas.

Unfortunately this also coincided with the high cropping months of October and November wherein Puja flush is harvested and good rainfall in October had resulted in substantially increased harvest levels in these two months as well. This resulted in over supply of teas in a market which was already financially strapped and very subdued. All of which led to price levels depressing beyond economic threshold levels for a large volume of teas sold at Siliguri across the spectrum.

Markets for Orthodox teas though remained comparatively more buoyant on account of export queries and commitments. Your garden in Mangaldai, Assam recorded hither to unattained levels of Orthodox production resultant of which the profit levels of these gardens witnessed sharp rise.

Produce of the Darjeeling estates of the group featured amongst the top marks in price realization and despite market trends was able to derive attractive price levels.

It is with some level of satisfaction that one would like to record here that the Company's exports touched a figure of 5.6 million kgs. in the year.

The Instant Tea Plant at Aibheel Tea Estate continued to perform very satisfactorily and as an EOU contributed close to 300 MT in export volumes.

Branded Tea business was the single largest contributor to the over all profits of the Company in the year and currently the Goodricke brand holds the largest market share in Madhya Pradesh. In the Darjeeling tea segment the Company's brands have the largest market share in Kolkata urban market. This is seen as a prime growth area for the company, with a presence in all three growing regions of North India, the company has a large bouquet of Tea to be offered to the consuming public.

CHANGE IN NATURE OF BUSINESS, IF ANY

There has been no change in the nature of business and the Company continues to concentrate on its own business with growth plans in short to medium terms.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Your Board of Directors at its Meeting held on 23rd May, 2017 appointed Mr. Atul Asthana, as an Additional Director to be designated as Wholetime Director & Chief Operating Officer (COO) with effect from 1st June, 2017. A notice has been received from a member under Section 160 (1) of the Companies Act, 2013 proposing the appointment of Mr. Atul Asthana as a Director at the ensuing Annual General Meeting. The Board has also re-appointed Mr. Arun Narain Singh as Managing Director & CEO for another period of three months with effect from 1st January, 2018. The Board recommends the appointment / re-appointment of the aforesaid Directors on the ensuing Annual General Meeting.

The following persons continued as Key Managerial Personnel of the Company in compliance with the provisions of Section 203 of the Companies Act, 2013.

(a) Mr. A. N. Singh, Managing Director & CEO

(b) Mr. A. Sengupta, Vice President and CFO

(c) Mr. S. Banerjee, Sr. General Manager & Company Secretary

STATEMENT OF DECLARATION GIVEN BY THE INDEPENDENT DIRECTORS

All the Independent Directors have given declaration as per Section 149 (7) of the Companies Act, 2013 confirming that they meet the criteria of independence as laid down under Section 149 (6) of the Companies Act 2013.

REPORT ON CORPORATE GOVERNANCE

The Company has complied with the Corporate Governance requirements under the Companies Act, 2013 and as stipulated in Listing Regulations. A Report on Corporate Governance alongwith the Auditor's Certificate regarding Compliance of Corporate Governance are attached as Annexure II and Annexure III respectively, forming part of this Report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Corporate Social Responsibility (CSR) Committee consist of three directors namely, Dr. (Mrs) S. Kaul, Chairperson and Independent Director, Mr. A. N. Singh, Managing Director & CEO and Mr. K. Sinha, Independent Director as members with Mr. S. Banerjee, Sr. General Manager & Company Secretary as its Secretary. The broad terms of reference of the Corporate Social Responsibility Committee are :

- To formulate and recommend to the Board the Corporate Social Responsibility policy.
- Recommend the amount of expenditure to be incurred on the activities undertaken.
- Monitor the Corporate Social Responsibility of the Company from time to time.
- Review the performance of the Company in the areas of Corporate Social Responsibility including the evaluation of the inputs of the Company's Corporate Social Responsibility activities.
- Review the Companies decisions on Corporate Social Responsibility matters.

The initiatives under taken by the Company on Corporate Social Responsibility activities during the year have been annexed as Annexure IV to the report.

DETAILS OF BOARD MEETINGS

The Board of Directors met 4 (four) times during the year on various dates as given hereinbelow:

Sl. No.	Date of the meeting	No. of Directors attended the meeting
1.	23rd May, 2016	5
2.	8th August, 2016	6
3.	10th November, 2016	5
4.	13th February, 2017	6

Further details on Board of Directors are provided in the Corporate Governance Report.

COMMITTEES OF THE BOARD

a. Audit Committee

Sl. No.	Name	Category of Director	Chairman/Members
1.	Mr. K. Sinha	Non-Executive- Independent	Chairman
2.	Mr. P. K. Sen	Non-Executive - Independent	Member
3.	Mrs. S. A. Walker	Non-Executive - Non-Independent	Member

Further details of Audit Committee are given in the Corporate Governance Report.

- The Company has established a vigil mechanism / whistle blower mechanism which oversees through the Audit Committee and addresses the genuine concerns expressed by the employees and other Directors. The Company has also made provisions for adequate safeguards against victimisation of its employees and Directors who express their concerns. The Chairman of the Audit Committee can be directly accessed by any employee for reporting issues which need to be brought to the notice of the Board.

  The vigil mechanism / whistle blower policy of the Company has been uploaded on the website of the Company and can be accessed at Company's weblink www.goodricke.com/ corporate/Goodricke - whistle-blower - policy.

b. Nomination & Remuneration Committee

Sl. No.	Name	Category of Director	Chairman/Members
1.	Mr. K. Sinha	Non-Executive- Independent	Chairman
2.	Mr. P.J. Field	Non-Executive	Member
3.	Mr. P. K. Sen	Non-Executive - Independent	Member
4.	Dr. (Mrs.) S. Kaul	Non-Executive -Independent	Member

Further details of Nomination and Remuneration Committee are given in the Corporate Governance Report.

c. **Corporate Social Responsibility Committee**

Sl. No.	Name	Chairperson /Members
1.	Dr. (Mrs.) S. Kaul	Chairperson
2.	Mr. K. Sinha	Member
3.	Mr. A. N. Singh	Member

Further details of Corporate Social Responsibility are available in the Report on Corporate Governance.

The Committee has approved the Corporate Social Responsibility (CSR) Policy and the Budget for the Financial Year 2016 - 17 prepared in accordance with the provisions of Section 135 (5) of the Companies Act, 2013. The earmarked fund was fully spent on or before 31st March, 2017.

d. **Stakeholders Relationship Committee**

Sl. No.	Name	Chairperson/Members
1.	Dr. (Mrs.) S. Kaul	Chairperson
2.	Mr. K. Sinha	Member
3.	Mr. A. N. Singh	Member

Further details of Stakeholders Relationship Committee are available in the Report on Corporate Governance.

e. **Risk Management Committee**

Your Board at its meeting dated 14th November, 2014 has voluntarily constituted the following Risk Management Committee of the Board as per Listing Regulations.

Sl. No.	Name	Chairman/Members
1.	Mr. K. Sinha	Chairman
2.	Mr. P.K. Sen	Member
3.	Mr. A. N. Singh	Member
4.	Mr. S. Banerjee	Member

Further details of Risk Management Committee are available in the Report on Corporate Governance.

ANNUAL PERFORMANCE EVALUATION

A Board Evaluation Framework was adopted as per the guidance note issued by SEBI dated 5th January, 2017 for evaluating the performance of the Board as a whole, Committees of the Board and also performance of the Individual Directors.

As per the said Evaluation Framework, the Board evaluated the performance of the Board, its Committees and the Individual Directors for the year 2016-17. The Board and the Nomination and Remuneration Committee reviewed the performance of the individual directors, based on the criteria such as attendance and participation in the meetings, preparedness on the issues to be discussed, suggestions on how risk factors may be handled etc. In addition, the chairman was also evaluated on the above aspects by the independent directors.

The Independent Directors also carried out the performance evaluation in terms of Part VII (3) (c) of Schedule IV of the Companies Act 2013 in their Meeting held on 23rd May, 2017.

ANNUAL RETURN

The extract of Annual Return pursuant to the provisions of Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 forming a part of this Report, attached as Annexure V.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirement of Clause (c) of sub section 3 of Section 134 of the Companies Act 2013 your Directors confirm that :

(a) in the preparation of the annual accounts, for the year ended 31st March 2017, the applicable accounting standards have been followed alongwith the proper explanation relating to material departure, if any.

(b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company for the year ended 31st March 2017 and of the profit and loss of the Company for that period;

(c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) the Directors had prepared the annual accounts on a going concern basis;

(e) the Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

(f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

AUDITORS AND AUDIT REPORT

M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No 117366W / W-100018) were appointed as the Statutory Auditors of the Company in the last Annual General Meeting held on 28th July, 2016 in terms of Section 139 of the Companies Act 2013 till the conclusion of the Annual General Meeting to be held in 2021, subject to ratification by the Shareholders at every subsequent Annual General Meeting of the Company.

The Statutory Audit Report does not contain any qualification, reservation or adverse remarks.

COST AUDITORS

In terms of Sub Section (3) of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, M/s. Shome & Banerjee, Cost Accountants (Firm Registration No. 000001) has been appointed by the Board of Directors in its meeting held on 23rd May, 2017 as the Cost Auditor of the Company for the financial year 2017-18 based on the recommendation of the Audit Committee. The remuneration to be ratified by the Members in the ensuing Annual General Meeting.

The Cost Audit Report does not contain any qualification, reservation or adverse remarks.

SECRETARIAL AUDIT

In terms of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s. A. K. Roy & Co., Practicing Company Secretaries FCS 5684, CP No. 4557 had been appointed Secretarial Auditors of the Company for the year ended 31st March, 2017. The report of the Secretarial Auditors is enclosed as Annexure- VI to this report. The Report does not contain any qualification, reservation or adverse remark or disclaimer, which requires any further comments or explanations.

PARTICULARS OF COMPLIANCE OF CONTRACTS OR ARRANGMENTS MADE WITH RELATED PARTIES

The related party transactions entered during the year were in ordinary course of business and also on arm's length basis in compliance with the applicable provisions of the Companies Act, 2013 and Listing Regulations. There are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict of the interest with the Company at large. All related party transactions are presented to the Audit Committee and the Board, if required for approval. Omnibus approval is obtained for the transactions which are foreseen and repetitive in nature. The Policy on Related Party Transactions as approved by the Board is uploaded on the Company's website at the web link: www.goodricke.com/policy-on-related-party-transactions.

Accordingly, disclosures of related party transactions in terms of Clause (h) of sub section (3) of Section 134 of Companies Act, 2013 read with Rule 8 (2) of the Companies (Accounts) Rules, 2014 in Form AOC - 2, is not applicable. Transactions with related parties, as per requirements of Accounting Standard are disclosed in the notes to the accounts annexed to the financial statements.

LOANS, GUARANTEES OR INVESTMENTS

The particulars of loans, guarantees or investments made under section 186 of the Companies Act, 2013 are covered in the notes of the Financial Statement for the year ended 31st March, 2017.

HUMAN RESOURCES

Tea being a labour intensive industry the Company has employed large number of work force at the tea estates. Industrial Relations at all the units of the Company remain satisfactory and there was no major disruption of work at the garden or any other establishment of the Company during the year under review.

The total remuneration drawn by MD & CEO and other Key Managerial Personnel form part of Extract of the Annual Return in Form MGT - 9 to this Report enclosed as Annexure V .

In terms of requirements of Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has formed Internal Complaints Committee for its workplaces. During the year, no complaint regarding sexual harassment was received by the said Committee.

RISK MANAGEMENT POLICY

In terms of the requirement of the Companies Act, 2013 and Listing Regulations the Company has developed and implemented the Risk Management Policy. The Risk Management Committee of the Board reviews the same periodically.

The Company has under taken adequate measures to mitigate various risk encountered. In the opinion of the Board there is no such risk which may threaten the present existence of the Company.

NOMINATION AND REMUNERATION POLICY

The Company's Policy relating to appointment of Directors, payment of managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 and Listing Regulations is attached to this report as Annexure VII.

The details of Programme for familiarization of Independent Directors with the Company , nature of Industry and other related matters are available on the weblink : www.goodricke.com/corporate/familiarisation-program-for-independent-directors

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS

There is no significant or material order passed by any Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

INTERNAL FINANCIAL CONTROL

Your Company has adequate Internal Financial Control System at all levels of Management and they are reviewed from time to time. The Internal Audit is carried out in house as well as by firms of Chartered Accountants. The Audit Committee of the Board looks into Auditors' review which is deliberated upon and corrective action taken, wherever required.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Your Company transferred such amount of dividend lying unpaid or unclaimed for a period of seven years from the date of such dividend became due for payment to Investor Education and Protection Fund (IEPF).

DEPOSITS

Your Company has not accepted any deposits from public in terms of provisions contained in Chapter V of the Companies Act, 2013.

PARTICULARS OF EMPLOYEES

The ratio of the remuneration of each Director to the median employees' remuneration and other particulars or details of employees pursuant to Section 197(12) of the Companies Act, 2013 alongwith the names of top 10 employees in terms of remuneration drawn read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended are attached to this Report as Annexure VIII.

POLICY ON PREVENTION OF INSIDER TRADING

Your Company has adopted a code of conduct for Prevention of Insider Trading with a view to regulate trading in Equity Shares of the Company by the Directors and designated employees of the Company.

The said regulation is available at Company's weblink www.goodricke.com /Corporate/ Prohibition -of-insider-trading.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As per Listing Regulations Management Discussion and Analysis Report is attached as Annexure I forming part of this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

(a) Conservation of energy	
(i) The steps taken or impact on conservation of energy	1) Online Conveyorisation of manufacturing Processes which resulted in reduction of idle running of machineries, less time consumption thereby saving energy and increasing efficiency. 2) Installation of Coal Ratio Controller to reduce consumption of Coal. Approx. 20% saving of coal achieved. 3) Installation of new 7 Pass High Efficiency Coal Heater in New VFBD to dry Teas. To reduce coal consumption. 4) Installation of low wattage LED Lights, to reduce power consumption. 5) Installation of Rain Water Harvesting System to reduce pumping of ground water. To reduce power consumption. 6) Installation of High Efficiency CTC Roller Sharpening Equipment to increase speed of sharpening and thus reduce power cost.
(ii) The steps taken by the company for utilizing alternate sources of energy	1) Proposed upgradation of 100 KW Hydel Project at Thurbo Tea Garden. 2) Use of Firewood in Boiler at Aibheel Tea Garden and Gandrapara Tea Garden to reduce consumption of Coal. 3) Installation of CPC Water Heating System at ITP. Successful installation and implementation of this solar power system helped the Company.
(iii) The capital investment on energy conservation equipments	NIL
(b) Technology absorption	
(i) The efforts made towards technology absorption	1) Dependence on Hydel Project to run our Factories. 2) Dependence on Solar Water Heating system to reduce dependence on conventional Energy. 3) Usage of Low wattage LED lights in place of high wattage CFLs. 4) Conversion of Coal Firing system into Gas Firing System using LPG Cylinders in Darjeeling gardens. 5) Use of Hygienic Ucrete Flooring System . 6) Online new conveyorisation of flow processes. 7) Introduction of online Green Tea Panning system to produce Green Tea at Leesh River Tea Garden. 8) Introduction of Variable Frequency Drier System in Fluid Bed Driers to save power 9) Introduction of VFBD in Rotorvane

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution	1) Reduction of Power Cost in Thurbo Tea Garden by 25%. 2) Due to online conveyorisation, Factory achieved higher Worker's outturn, which ultimately led to reduction in Cost of Production. 3) With the introduction of Boiler and Coal Ratio Controller, uniform temperature could be maintained which resulted in better quality of produce and reduction in coal consumption. 4) With the introduction of VFD in VFBD, the power cost has been reduced in firing of Teas. 5) In our prestigious Instant Tea Plant, using of Solar parabolic panels has helped us to cut down on Coal Consumption by approx. 25%
(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year). (a) the details of technology imported (b) the year of import; (c) whether the technology been fully absorbed (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	N I L
(iv) the expenditure incurred on Research and Development	Rs. 13.50 million

(c) Foreign exchange earnings and Outgo

During the year, the foreign exchange outgo was Rs 30.16 Million and the foreign exchange earning was Rs. 1083.35 million.

MATERIAL CHANGES AND COMMITMENTS

Your Directors confirm that there are no material changes and commitments, affecting the financial position of the company which has occurred between the end of the financial year of the company and the date of this report.

The Ministry of Corporate Affairs, Government of India vide its notification dated February 16, 2015 has issued the Companies (Indian Accounting Standard) Rules 2015 which states that Companies should implement Indian Accounting Standard (Ind AS). Every listed Company is required to comply barring some companies with Ind AS in the preparation of their financial statements for accounting period beginning on or after April 1, 2016 with the comparatives for the period ending March 31, 2016. In pursuance of the above notification, your Company though not mandatorily required has voluntarily adopted Ind AS with effect from April, 2016.

ACKNOWLEDGEMENT

Your Directors place on record their appreciation for employees at all levels, who have contributed to the growth and performance of your Company.

Your Directors also thank the business associates, shareholders and other stakeholders of the Company for their continued support.

On behalf of the Board
A. N. Singh *(DIN 00620929)*
Managing Director & CEO

S. A. Walker *(DIN 07225692)*
S. Kaul *(DIN 00150593)*
K. Sinha *(DIN 00123811)*
P.K. Sen *(DIN 00160160)*
Directors

Place : Kolkata
Dated : 23rd May, 2017

ANNEXURE TO THE DIRECTORS' REPORT - ANNEXURE 'I'

MANAGEMENT DISCUSSION & ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENT

The worldwide production saw a very favourable trend in 2016 with Kenya and India contributing significantly to world crop. Overall world crop with 5462.72 (provisional) million kgs against 5281.52 million kgs. last year.

Major contributors to this increase have been Kenya (75 M), China (100 M) and India (30 M). Significant losses were recorded from Srilanka (36M). The India crop stood at 1239.19 Million kgs Against 1208.66 Million kgs last year, the major increases coming from small growers which now contributes close to 40% of overall production.

It is significant to note that consumption in major importing countries has declined from 1518 million kgs. to 1492 million kgs while consumption in producing countries has gone up from 1350 million kgs to 1381 million kgs. The current production is higher than consumption. (Source : International Tea Committee)

SEGMENTWISE OR PRODUCTWISE PERFORMANCE

DOMESTIC

The weather condition remained very favourable to tea production and your company recorded crop of 18.78 million kgs against 18.52 million kgs (15 months) last period. It is significant to note that major increase in Indian crop is coming from small growers. However our outsource production was lower due to higher own leaf intake.

Branded Tea of the company continued to improve upon its excellent results and managed to post much improved financials in spite of the stiff competition in the packaged tea market and an aggressive pricing strategy by Major Packeteer(s) of the country. In the premium category of Darjeeling packaged tea, the Goodricke Brands possess more than 54% of market share in Kolkata Metro that consumes maximum Darjeeling tea in the country. Company continues to be the preferred supplier of teas to major institutions like Air India, Indian Army and other Airlines.

High end tea bags have been introduced to the luxury hotels and other premium outlets of the country to target the discerning consumers who seek quality teas. The efforts on retail expansion continue with distribution drive in various parts of the country and Modern Trade Channels too are being used to increase availability of our brands across the markets.

EXPORTS

The export segment continues to witness useful growth both in terms of quantity and value. Total exports were at 5.60 million kgs as against 5.27 million kgs last year (excluding Instant Tea Export). The turnover of exports was 1556.10 million Rupees as compared to 1428.14 million Rupees in 2015, a growth of 8.96%.

Volume of Instant Tea Exported fell marginally on account of supply to China, however volume with Japan for the same period increased favorably by nearly 43 tonnes, viz a viz the same period last year.

The plant capacity utilization is still at 60% and efforts are being made to spread the business in Western countries like Europe and U.S. Various cost saving initiatives have also been undertaken to reduce costs further to remain competitive in a very limited market.

ANNEXURE TO THE DIRECTORS' REPORT - ANNEXURE 'I' *(Contd.)*

MANAGEMENT DISCUSSION & ANALYSIS REPORT

OPPORTUNITY AND THREATS

Tea is the second largest beverage in the world consumed after water. The tea growing area being limited there will be demand for tea in future. The industry and tea board need to work together to promote tea as a health beverage as antioxidant with high polyphenol content.

Regular R & D is being carried out to develop new product from both black and green tea from various origins to meet the market requirement.

The future threat is from climate change and recurrence of drought although the group has sufficient irrigation facility to combat this situation. The mismatch in supply demand could adversely affect the market.

RISK AND CONCERN

Tea being an agricultural product, the dependence is largely on weather conditions. Across the globe the weather condition has become erratic for last few years which has adversely affected the production of the industry.

Further, increase in input cost, workers wages, energy cost etc. will put further pressure on cost of production.

In light of the above, adoption of sustainable agricultural practice as well as marketing efforts can improve the performance of the industry, which is followed by your company.

OUTLOOK

Worldwide tea is accepted as a health drink as well as popular beverage. Strategies should be adopted to penetrate more into world market on the strength of quality of production and create global demand. Increase in crop and turnover should help in setting off the increase in input cost.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company's internal control system and the level of management are reviewed from time to time to implement information wherever required.

The Internal Audit is carried out to a large extent by Professional firms of Chartered Accountants along with the Group Chief Internal Auditor.

The Audit Committee of the Board looks into the audit review which is deliberated upon and corrective action taken wherever required.

FINANCIALS WITH RESPECT TO OPERATIONAL PERFORMANCE

The Company posted a healthy increase in profit driven by improved production levels and better margin in Branded Tea. Export Sales of Bulk Tea and Instant Tea continued to contribute to the growth in the company's business.

ANNEXURE TO THE DIRECTORS' REPORT - ANNEXURE 'I' *(Contd.)*

MANAGEMENT DISCUSSION & ANALYSIS REPORT

HUMAN RESOURCE DEVELOPMENT

The Company deeply appreciates performance and cooperation of the employees for the year and to maintain this cordial relationship for the years to come. Your Company believes in employee empowerment across the entire organization in order to achieve organizational effectiveness.

The Company employs over 23740 employees at its tea estate and other establishments in the country. The Industrial relations of the Company was cordial and there were no instances of employee disputes arising during the year.

CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis Report describing the Company's objectives, projections, estimates and expectations may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed or implied due to factors beyond control.

On behalf of the Board

A. N. Singh *(DIN 00620929)*
Managing Director & CEO

S. A. Walker *(DIN 07225692)*
S. Kaul *(DIN 00150593)*
K. Sinha *(DIN 00123811)*
P.K. Sen *(DIN 00160160)*
Directors

Place : Kolkata
Dated : 23rd May, 2017

ANNEXURE II TO THE REPORT OF THE BOARD OF DIRECTORS

REPORT ON CORPORATE GOVERNANCE

[In terms of Regulation 34 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 read with Schedule V of the said Regulations].

1. Company's Philosophy on Code of Governance:

Goodricke Group Limited's philosophy on Corporate Governance envisages working towards high level of transparency, accountability, consistent value systems, delegation across all facets of its operations leading to sharply focused and operationally efficient growth.

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

2. Board of Directors

2.1 Composition and Category of Directors

The Board is headed by Non - Executive Chairman, Mr. P. J. Field and comprises of persons who are expert in their respective fields. At present, 50% of the Directors on the Board are Non-Executive Independent Directors. Particulars as on 31st March, 2017 are given below:

Director	DIN	Category of Directors
Mr. P. J. Field	02634920	Chairman - Non Executive
Mr. A. N. Singh	00620929	Managing Director & CEO
Mrs. S. A. Walker	07225692	Non Executive
Dr. (Mrs.) S. Kaul	00150593	Non Executive - Independent
Mr. K. Sinha	00123811	Non Executive - Independent
Mr. P. K. Sen	00160160	Non Executive - Independent

There is no inter-se relationship between the Directors of the Company.

2.2 Attendance of each Director at the Board Meetings held during the year and the last AGM.

During the year under review, 4 Board Meetings were held on 23rd May 2016, 8th August, 2016, 10th November 2016 and 13th February 2017.

The last AGM was held on 28th July, 2016.

Details of attendance:

Director	No. of Board Meetings Attended	Whether attended last AGM
Mr. P.J. Field	3	Yes
Mr. A.N.Singh	4	Yes
Mrs. S. A. Walker	3	Yes
Dr. (Mrs.) S.Kaul	4	Yes
Mr. K.Sinha	4	Yes
Mr. P.K.Sen	4	Yes

2.3 Separate Meeting of Independent Directors

A separate meeting of the Independent Directors of the Company was held on 23rd May, 2017, without the attendance of Non-Independent Directors.

2.4 Number of other Boards or Board Committees in which he/she is a member or Chairperson :

None of the Directors acts as an Independent Director in more than 7 Listed Companies. Further, none of the Director act as a member of more than 10 committees or act as a chairman of more than 5 committees across all Public Limited Companies in which he is a Director.

The details of the Directorships, Chairmanships and the Committee memberships in other Companies (excluding Private Limited Companies, Foreign Companies and Section 8 Companies) held by the Directors as on 31st March, 2017, are given below:

Director	Member of Board	No of Companies Board Committees	
		Chairman	Member
Mr. P.J. Field	2	—	—
Mr. A. N. Singh	4	2	—
Mrs. S. A. Walker	4	—	1
Mr. K. Sinha	2	—	—
Dr. (Mrs.) S. Kaul	—	—	—
Mr. P. K. Sen	1	—	—

2.5 Familarization programme for Independent Directors:

Each newly appointed Independent Director is taken through a formal induction programme including the presentation from the Managing Director as well as various Business Heads on the Company's production, marketing, finance and other important aspects. The Company Secretary briefs the Directors about their legal and regulatory responsibilities as a Director. The induction for Independent Directors include interactive sessions with Executive Directors, Business and Functional Heads, Visit to the Tea Estates/plant/site etc.

ANNEXURE II TO THE REPORT OF THE BOARD OF DIRECTORS *(Contd.)*

REPORT ON CORPORATE GOVERNANCE

The details of Programme for familiarization of Independent Directors with the Company, nature of Industry and other related matters are available on the weblink www.goodricke.com/corporate/familiarisation-programe-for-independent-directors.

2.6 Evaluation of the Board's Performance:

Pursuant to the guidance note issued by SEBI on Board evaluation, the Board evaluated its performance as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out covering various aspects of the Boards functioning such as composition of the Board and Committees, experience and competencies, performance of specific duties and obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Non- Executive Chairman, who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgement, etc.

2.7 Code of Conduct:

The Company has laid down a Code of Conduct for its Board Members and all the employees in the Senior Management grade of the Company which is available on the Company's website.

All the Board Members and Senior Management personnel have confirmed compliance with the code. A declaration under Regulation 34 (3) of SEBI (LODR) Regulations, 2015 signed by the Managing Director & Chief Executive Officer is attached and forms part of this Annual Report.

3. Audit Committee:

3.1 Brief Description and composition

The Audit Committee of the Company is constituted in terms of Section 177 of the Companies Act, 2013 read with Regulation 18 of SEBI (LODR) Regulations, 2015.

The Audit committee comprises of three non-executive Directors of whom the Chairman and one member are Independent Directors.

The committee has been meeting at regular intervals. The Chairman and other members of the Audit committee has in-depth knowledge in the areas of Finance and Accounts.

The Audit Committee of the Company is comprised of the following Directors :-

Sl. No.	Name	Category of Director	Chairman/Members
1.	Mr. K. Sinha	Non Executive - Independent	Chairman
2.	Mrs. S. A. Walker	Non Executive	Member
3.	Mr. P. K. Sen	Non Executive - Independent	Member

3.2 Terms of reference

The terms of reference of the Audit Committee broadly covers SEBI Listing Regulations and Section 177 of the Companies Act, 2013 and are briefly described below:

3.2.1 To oversee the Company's financial reporting process and the disclosures of its financial information and ensure that the financial statement is correct, sufficient and credible;

3.2.2 To recommend the appointment, remuneration and terms of appointment of the Statutory Auditors, Cost Auditors and Internal Auditors of the Company;

3.2.3 Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;

3.2.4 Reviewing, with the Management, the annual financial statements and Auditor's Report thereon before submission to the board for approval, with particular reference to:

a. Matters required to be included in the Director's Responsibility Statement in the Board's Report in terms of clause (c) of Sub-Section 3 of section 134 of the Companies Act, 2013.

b. Changes, if any, in accounting policies and practices and reasons for the same.

c. Major accounting entries involving estimates based on the exercise of judgment by Management.

d. Significant adjustments made in the financial statements arising out of audit findings.

e. Compliance with listing and other legal requirements relating to financial statements.

f. Disclosure of any related party transactions.

g. Qualifications in the draft Audit Report, if any.

3.2.5 To review with management, the quarterly financial statements before submission to the Board for taking the same on record;

3.2.6 Reviewing, with the Management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take steps in the matter;

3.2.7 To review and monitor the Auditor's Independence, performance and effectiveness of the Audit Process;

3.2.8 Approval or any subsequent modification of transactions of the Company with related parties;

3.2.9 Scrutiny of Inter-corporate loans and Investments;

3.2.10 Valuation of undertakings or assets of the Company, wherever it is necessary;

3.2.11 Evaluation of internal financial controls and risk management systems;

3.2.12 Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

3.2.13 Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

3.2.14 Discussion with internal auditors of any significant findings and follow up there on;

3.2.15 Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

3.2.16 Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

ANNEXURE II TO THE REPORT OF THE BOARD OF DIRECTORS *(Contd.)*

3.2.17 To look into the reasons for substantial defaults in the payment to shareholders (in case of non-payment of declared dividends) and creditors;

3.2.18 To review the functioning of the Whistle Blower/ Vigil mechanism;

3.2.19 Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

3.2.20 The Audit committee also reviews the following information:

a) Management discussion and analysis of financial condition and results of operations;

b) Statement of significant related party transactions (as defined by the Audit Committee), submitted by Management;

c) Management letters / letters of internal control weaknesses issued by the statutory auditors;

d) Internal audit reports relating to internal control weaknesses;

e) Approval of appointment of CFO after assessing the qualification, experience and back ground etc. of the candidate; and

f) The appointment, removal and terms of remuneration of the Chief Internal Auditor.

3.3 Meetings and attendance during the year

During the year under review, 4 Meetings of the Audit Committee were held on 23rd May, 2016, 8th August, 2016, 10th November 2016 and 13th February, 2017

The composition and attendance of the members at the Audit Committee Meetings are as follows:

Name	No. of Audit Committee Meetings Attended
Mr. K. Sinha	4
Mrs. S. A. Walker	3
Mr. P. K. Sen	4

The Company Secretary acts as the Ex-Officio Secretary to the Committee. Statutory Auditors, Cost Auditors and Internal Auditors attend the Meeting whenever required. The Chairman, Managing Director and other Senior Executives are also invited to attend and deliberate in the Meetings.

4. NOMINATION AND REMUNERATION COMMITTEE

4.1 Brief description and Composition :

The Board has duly constituted Nomination and Remuneration Committee in terms of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations, 2015. The said committee comprises of one Non-Executive and three Non Executive- Independent Directors as follows:

Sl. No.	Name	Category of Director	Chairman/Members
1.	Mr. K. Sinha	Non Executive - Independent	Chairman
2.	Mr. P. J. Field	Non Executive	Member
3.	Mr. P. K. Sen	Non Executive - Independent	Member
4.	Dr. (Mrs.) S. Kaul	Non Executive - Independent	Member

4.2 Terms of reference :

The Committee is empowered :-

4.2.1 To formulate criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of Directors, Key Managerial Personnel and other employees;

4.2.2 To formulate criteria for evaluation/ performance appraisal of Independent Directors and the Board;

4.2.3 To devise policy on Board diversity;

4.2.4 To Identify and assess potential individuals with respect to their expertise, skills, attributes, personal and professional standing for appointment and re-appointment as Directors / Independent Directors on the Board and as Key Managerial Personnel.

4.3 Remuneration Policy :

The Company follows a policy on remuneration of Directors and Senior Management Employees as formulated by the Nomination and Remuneration Committee detailed hereunder:

4.3.1 The remuneration of an individual shall depend upon the following parameters concerning an individual:

a) Qualifications,

b) Experience,

c) Core Competence,

d) Career advancement,

e) Special Skill, if any

f) Performance in the context of the duties and responsibilities assigned,

g) Industry Criteria,

h) Other relevant factors.

4.3.2 The level and composition of remuneration for each individual shall be reasonable and sufficient to attract, retain and motivate the person concerned, whether as Director or Key Managerial Personnel of the quality required to run the Company successfully;

4.3.3 Relationship of remuneration to performance should be clear and meets appropriate performance benchmarks as may be set up from time to time;

4.4 Meeting and attendance during the year :

During the year under review, two Meetings of the Nomination and Remuneration Committee were held on 23rd May, 2016 and 10th November, 2016.

Name	**No. of Nomination and Remuneration Committee Meetings Attended**
Mr. K.Sinha	2
Mr. P.J. Field	1
Dr. (Mrs.) S.Kaul	2
Mr. P.K.Sen	2

ANNEXURE II TO THE REPORT OF THE BOARD OF DIRECTORS *(Contd.)*

REPORT ON CORPORATE GOVERNANCE

4.5 Details of remuneration paid to the Managing Director & CEO during the year under review is given below : -

Name of Director	Salary and Allowance	Commission	Retirement Benefits	Value of Perquisites	Total
Mr. A.N.Singh, Managing Director & CEO	86,25,000	55,00,000	18,42,750	25,19,713	1,84,87,463

*Rs.18,42,750 representing contribution to PF, Pension Fund and leave encashment not considered for determination of limit as per Schedule V of the Companies Act, 2013.

Sitting Fees and Commission paid/payable to the Non-Executive Directors during the year 2016-17 and their shareholding in the Company are as under :

Non-Executive Directors	Board Fees	Committee Fees	Total	Commission	No. of shares held
Dr. (Mrs.) S.Kaul	80,000	36,000	1,16,000	NA	—
Mr. K.Sinha	80,000	1,08,000	1,88,000	NA	—
Mr. P.K.Sen	80,000	72,000	1,52,000	NA	—

Note: The above Fees excludes Service Tax.

There are no stock option plans of the Company.

5. STAKEHOLDERS' RELATIONSHIP COMMITTEE

Brief description and composition

This Committee is responsible for the satisfactory redressal of investors' complaints and recommends measures for overall improvement in the quality of investor services.

The Committee consists of two Non-Executive Independent Directors and the Managing Director & CEO, as under :

Sl. No.	Name	Category of Director	Chairperson/ Members
1	Dr. (Mrs.) Sudha Kaul	Non Executive - Independent	Chairperson
2	Mr. K. Sinha	Non-Executive - Independent	Member
3	Mr. A.N. Singh	Managing Director & CEO	Member

Name and designation of Compliance Officer :

Mr. S. Banerjee, Sr. General Manager & Company Secretary

During the year under review, this Committee had 18 meetings held on 18th April 2016, 4th May 2016, 16th May 2016, 31st May 2016, 20th June 2016, 22nd July 2016, 8th August 2016, 26th August 2016, 3rd September 2016, 19th October 2016, 16th November 2016, 8th December 2016, 6th February 2017, 21st February 2017, 9th March 2017, 15th March, 2017, 21st March, 2017 & 28th March, 2017.

All the members of the Committee were present in the respective meetings.

The detailed particulars of Investors' Complaints handled by the Company and its Registrar & Share Transfer Agent during the year are as under :

a)	No. of complaints received from Shareholders	3
b)	No. of complaints received from Stock Exchange/SEBI	NIL
c)	No. of complaints not resolved/no action taken	NIL
d)	No. of pending Share transfers as on 23rd May, 2017	NIL

Shareholders' grievances are resolved expeditiously. There is no grievance pending as on date.

6. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

Brief description and composition

In terms of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the CSR Committee of the Board has been constituted as follows :

Sl. No.	Name	Category of Director	Chairperson/Members
1	Dr.(Mrs.) Sudha Kaul	Non Executive - Independent	Chairperson
2	Mr. K. Sinha	Non-Executive - Independent	Member
3	Mr. A.N. Singh	Managing Director & CEO	Member

The role of the CSR committee inter-alia includes :

a) To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;

b) To recommend the amount of expenditure to be incurred on the activities referred to in Clause (a) and

c) To monitor the Corporate Social Responsibility Policy of the Company from time to time.

The Committee has framed and the Board has approved the Company's Corporate Social Responsibility Policy relating to the CSR activities to be undertaken by the Company as specified in Schedule VII to the Companies Act, 2013 and the expenditure thereon, excluding activities undertaken in the normal course of business of the Company. The said CSR policy is available at the company's weblink www.goodricke.com/corporate/Corporate-Social-Responsibility. The details about the policy developed and implemented by the Company on CSR initiatives undertaken during the year are enclosed as Annexure-IV to the Board's Report, forming part of this Annual Report.

During the year under review, the CSR Committee met once i.e. on 23rd May, 2016.

All the members of the Committee were present.

ANNEXURE II TO THE REPORT OF THE BOARD OF DIRECTORS *(Contd.)*

REPORT ON CORPORATE GOVERNANCE

7. RISK MANAGEMENT COMMITTEE

Brief description and composition

The Company has voluntarily constituted a Risk Management Committee. The Committee is required to lay down the procedures to inform to the Board about the risk assessment and minimization procedures and the Board shall be responsible for framing, implementing and monitoring the risk management plan of the Company.

The composition of the Committee is as follows :-

Sl. No.	Name	Category of Director	Chairperson/ Members
1	Mr. K. Sinha	Non Executive - Independent	Chairman
2	Mr. P. K. Sen	Non-Executive - Independent	Member
3	Mr. A.N. Singh	Managing Director & CEO	Member
4	Mr. S. Banerjee	Company Secretary	Member

During the year under review, the Risk Management Committee met 4 times with the Audit Committee to discuss related matters.

All the members of the Committee were present.

The major risks and concerns being faced by various business segments of the Company are discussed in the Report on Management Discussion and Analysis, forming part of this Annual Report.

8. General Body Meetings:

(a) Location and time where last three AGMs were held:

Date	Location	Time
11th April, 2014	Eastern Zonal Cultural Centre 1B, 201, Sector- III, Salt Lake City, Kolkata - 700 106	10.00 AM
30th March 2015	- Do -	10.00 AM
28th July 2016	- Do -	10.00 AM

In the last Annual General Meeting held on 28th July 2016 all the resolutions were adopted by electronic voting.

(b) Special Resolution passed in the previous three AGMs

AGM held on	Special Resolution passed
11th April 2014	None
30th March 2015	None
28th July, 2016	A Special Resolution pursuant to Section 14 of the Companies Act, 2013 for adoption of new set of Articles of Association.

9. OTHER DISCLOSURES

9.1 Related party transactions :

Disclosures on materially significant related party transactions:

The Company has not entered into any transactions of material nature, with its Promoters, the Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company.

Names of related parties with whom transaction have taken place during the year have been disclosed in Note 32 to the Financial Statements for the year ended 31st March, 2017.

The Board, on recommendation of the Audit Committee, has adopted Company's Policy on Related Party Transactions, at its meeting held on 14th November 2014. The said policy is available at Company's weblink www.goodricke.com/corporate/policy-on-related-party-transactions

9.2 No penalties / strictures have been imposed on the Company by Stock Exchange or SEBI or any statutory authority for noncompliance of any laws on any matter related to capital markets, during the last three years.

9.3 Whistle Blower Policy - Vigil Mechanism :

The Company has duly established vigil mechanism for Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of Company's code of conduct or ethics policy. The Audit Committee of the Board monitors and oversees such Vigil Mechanism of the Company. It is also confirmed that no personnel has been denied access to the Audit Committee during the year under review.

A detailed policy related to the Whistle Blower - Vigil Mechanism is available at Company's weblink www.goodricke.com/corporate/goodricke-whistle-blower-policy .

10. DETAILS OF MANDATORY AND NON-MANDATORY CORPORATE GOVERNANCE REQUIREMENTS

10.1 The Company has complied with all the mandatory requirement under Schedule II of SEBI (LODR) Regulations, 2015.

10.2 Other non-mandatory requirements shall be adopted as and when considered appropriate.

11. COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS

11.1 The Company has complied with all the requirements specified in Regulations 17 to 27 and Clauses (b) to (i) of Sub-Regulation (2) of Regulation 46 of SEBI (LODR) Regulations, 2015.

11.2 During the year under review there are no shares in the demat suspense account or unclaimed suspense account of the Company.

12. DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

The Board has laid down a Code of Conduct for all Board Members and Senior Management of the Company. All the Directors and Senior Management personnel affirm compliance with the said Code of Conduct on an annual basis. The Code of Conduct has been posted on the website of the Company, www.goodricke.com. A declaration to this effect signed by the Managing Director & CEO is given at the end of this Report.

13. CODE FOR PREVENTION OF INSIDER TRADING

Securities and Exchange Board of India, vide its notification dated 15th January, 2015, has notified SEBI (Prohibition of Insider Trading) Regulations, 2015, to enforce with effect from 120th day from the date of its notification. In terms of the said regulation, Company has formulated Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct for Prohibition of Insider Trading. The Board has adopted both the Codes at its meeting held on 12th May, 2015.

In terms of the regulation, Board has appointed Mr. S. Banerjee, Sr. General Manager & Company Secretary, as the Compliance Officer under the Code to deal with dissemination and disclosures of unpublished price sensitive information. The said regulation is available at company's weblink www.goodricke.com/corporate/prohibition-of-insider-trading.

ANNEXURE II TO THE REPORT OF THE BOARD OF DIRECTORS *(Contd.)*

REPORT ON CORPORATE GOVERNANCE

14. MEANS OF COMMUNICATION

14.1 Quarterly results and the half-yearly results are published in leading newspapers such as Business Standard and Aajkal (Bengali) and posted in the Website of the Company, www.goodricke.com . The Shareholding Pattern at the end of each quarter is also posted on the said Website. The Financial Results as well as the Shareholding Pattern are uploaded on the website of Bombay Stock Exchange.

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

14.3 Management discussion and Analysis Report is an annexure to the Directors' Report.

14.4 No presentation was made to any Institutional Investor or Analyst during the year.

14.5 Remote e-voting shall commence on Monday, the 24th July 2017 at 9:00 a.m. and close on Wednesday, the 26th July, 2017 at 5:00 p.m.

14.6 Relevant official news are displayed in the Companys' website.

15. GENERAL SHAREHOLDERS' INFORMATION

15.1 (a) AGM date, time and venue :

Thursday, the 27th July, 2017 at 10:00 A.M.
Eastern Zonal Cultural Centre
1B, 201, Sector- III, Salt Lake City,
Kolkata - 700 106.

(b) Dividend payment Date

The Dividend , if declared will be paid within 30 days from the date of the Annual General Meeting.

15.2 Financial calendar for 2017 :

The Financial Year of the Company is April to March.

Publication of Results will be as follows:

Period	Approval by the Board of Directors
Unaudited first quarter financial results	August, 2017
Unaudited second quarter financial results	November, 2017
Unaudited third quarter financial results	February 2018
Audited Annual Results	May 2018

15.3 Book Closure period :

Friday, the 21st July, 2017 to Thursday, the 27th July, 2017 (both days inclusive)

15.4 Listing on Stock Exchange

The Company's securities are listed at :

BSE Ltd.
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001

Listing Fees as prescribed have been paid to the aforesaid Stock Exchange upto the Financial Year 2017-18.

Scrip Code : BSE Ltd, 500166

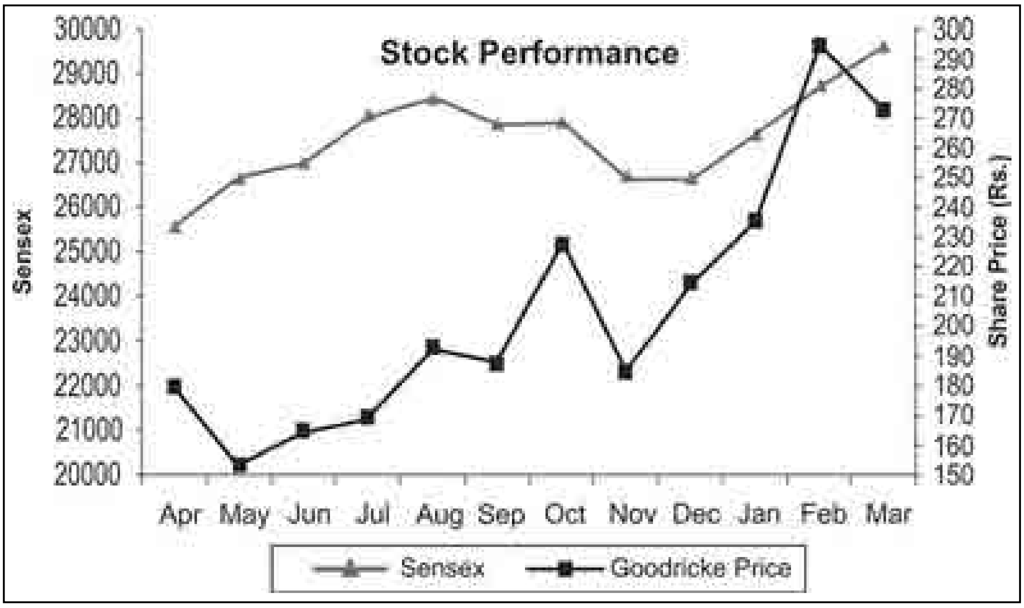
15.5 Stock Price Data:

Year 2016-17 **(Rs.)**

Month	**The Bombay Stock Exchange Ltd. (BSE)**	
	High	**Low**
April -16	196.30	168.00
May-16	186.00	153.00
June -16	171.00	149.50
July -16	184.00	162.95
August -16	214.00	159.80
September -16	204.90	179.90
October -16	231.00	184.10
November -16	241.00	176.00
December -16	218.90	180.10
January -17	262.00	209.60
February -17	306.75	228.40
March -17	299.50	254.50

15.6 Stock Performance:

Company's Share Price in relation to BSE Sensex:
(April 2016 to March 2017)



ANNEXURE II TO THE REPORT OF THE BOARD OF DIRECTORS *(Contd.)*

REPORT ON CORPORATE GOVERNANCE

15.7 Share Transfer System:

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

Code No. allotted by NSDL/CDSL: (ISIN) INE 300A01016

15.8 Registrars and Share Transfer Agents :

CB Management Services Private Limited, Kolkata are acting as the Registrars and Share Transfer Agents, including Depository Registrars for the Equity Shares of the Company.

15.9 Dematerialisation of Shares:

As on 31st March, 2017, 21186884 Nos. of Equity Shares, representing 98.09 % of the Equity Capital have been held in dematerialised form with NSDL and CDSL.

15.10. Distribution of shareholding as on 31st March, 2017

(A) Distribution of Shareholding as on 31.03.2017.

Range (No. of Shares)	No.of Shareholders	% of shareholders	No.of shares held	% of Shares
1 to 500	13142	90.33	1521694	7.04
501 to 1000	657	4.52	516099	2.39
1001 to 2000	351	2.41	521632	2.41
2001 to 3000	130	0.89	322964	1.50
3001 to 4000	65	0.45	234963	1.09
4001 to 5000	64	0.44	298643	1.38
5001 to 10000	81	0.56	582735	2.70
10001 to 50000	52	0.36	976051	4.52
50001 to 100000	2	0.01	137676	0.64
And Above	5	0.03	16487543	76.33
Total	**14549**	**100.00**	**21600000**	**100.00**

(B) Shareholding Pattern as on 31.03.2017

Category	No. of Shareholders	No. of Shares held	% of Shareholding
Foreign Promoter(Body Corporate)	2	15984000	74.00
FI/Bank*	11	2115	0.01
Mutual Fund	9	1735	0.01
FII/Foreign Bank	1	50	0.00
Bodies Corporate	276	486140	2.25
Directors/ Relatives	1	180	0.00
Resident Individual (upto Rs 2 Lakhs)	14115	4143052	19.18
Resident Individual (Above Rs 2 Lakhs)	13	810912	3.76
Non- Resident Indians	88	158377	0.73
Clearing Member/Corporates	33	13439	0.06
GRAND TOTAL (A+B+C)	**14549**	**21600000**	**100.00**

* FI includes Insurance Company and other Banks

Total Number of Equity Shares	21600000	100%
Number of shares held by Promoter Group*	15984000	74%
Number of Shares held by Public	5616000	26%

* Not pledged or encumbered in any manner

15.11 (a) Outstanding GDR/ADR/Warrants or any convertible instruments : Not applicable

(b) Commodity price risk or foreign exchange risk and hedging activities. - Subject to usual market risks. No hedging activities undertaken.

15.12 Plant Locations:

The Company operates within seventeen Tea Gardens each having its own processing factory, one Instant Tea Plant and five Tea Blending Unit.

DOOARS (NORTH BENGAL) - IN JALPAIGURI DISTRICT

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

ASSAM - IN UDALGURI DISTRICT (BTAD)

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

ANNEXURE II TO THE REPORT OF THE BOARD OF DIRECTORS *(Contd.)*

REPORT ON CORPORATE GOVERNANCE

COMPANY HAS GOT FIVE BLENDING UNITS AS FOLLOWS

1. Welcome Packaging & Blending Unit, Kolkata
2. Diamondpore Blending Unit, Aibheel, Dooars
3. Central Packaging Unit, Dewas, Madhya Pradesh
4. Unity Tea Warehouse & Blending Unit, Kolkata
5. Northern Packaging Unit, Rajpura, Punjab

15.13 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
EMail: rta@cbmsl.com

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

Compliance Officer
Mr. S. Banerjee
Goodricke Group Limited
'Camellia House'
14 Gurusaday Road
Kolkata - 700 019
Tel : 2287 3067/2287 8737
Fax No.: 2287 2577/ 2287 7089
Email : subrata@goodricke.com

On behalf of the Board

A. N. Singh *(DIN 00620929)*
Managing Director & CEO

S. A. Walker *(DIN 07225692)*
S. Kaul *(DIN 00150593)*
K. Sinha *(DIN 00123811)*
P.K. Sen *(DIN 00160160)*
Directors

Place : Kolkata
Dated : 23rd May, 2017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Suggested serving only

CEO AND CFO CERTIFICATION

We, A.N. Singh, Managing Director & CEO and A. Sengupta, Vice President & CFO certify that:-

a) We have reviewed the financial statements and cash flow statement for the year ended 31st March, 2017 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 the existing Accounting Standards and 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 March 2017 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) The Company has voluntarily adopted Ind AS from 1st April, 2016 and accordingly complied with the relevant accounting policies and disclosures as per the accounting standards.

   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.

Place : Kolkata	**A.N. Singh**	**A. Sengupta**
Dated : 23rd May, 2017	(DIN 00620929)	Vice President & CFO
	Managing Director & CEO	

ANNUAL CERTIFICATE UNDER REGULATION 34 (3) READ WITH PART D OF SCHEDULE V OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

DECLARATION

As required under Regulation 34 (3) read with part D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, I hereby declare that all Members of the Board of Directors of the Company and the Senior management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the year ended March 31, 2017.

Place : Kolkata	**A. N. Singh**
Dated : 23rd May 2017	(DIN 00620929)
	Managing Director & CEO

ANNEXURE III TO THE REPORT OF THE BOARD OF DIRECTORS

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members
M/s. Goodricke Group Limited
Camellia House, 14, Gurusaday Road,
Kolkata - 700 019

1. This certificate is issued in accordance with the terms of our engagement letter dated 29thJuly, 2016.
2. We, Deloitte Haskins & Sells LLP, Chartered Accountants, the Statutory Auditors of Goodricke Group Limited ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31stMarch 2017, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

Managements' Responsibility

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Auditor's Responsibility

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended 31st March, 2017.
9. 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.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm Registration No. 117366W/W-100018)
A.Bhattacharya
(Partner)
(Membership No. 054110)

Kolkata, 23rd May, 2017

ANNEXURE IV TO THE REPORT OF THE BOARD OF DIRECTORS

REPORT ON CSR ACTIVITIES / INITIATIVES

[Pursuant to Section 135 of the Act read with Companies (CSR Policy) Rules, 2014]

1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.	The Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013 and it is placed on the Company's website and the weblink for the same is http:www.goodricke.com/corporate/corporate social responsibility policy
2. The Composition of the CSR Committee.	i) Dr.(Mrs.) S. Kaul, Chairperson (Independent Director) ii) Mr. K. Sinha, Member (Independent Director) iii) Mr. A.N. Singh, Member (Managing Director & CEO)
3. Average net profit of the company for last three financial years	Rs. 271.32 million
4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above)	Rs . 5.43million
5. Details of CSR activities/projects undertaken during the year : a) total amount to be spent for the financial year b) amount un-spent, if any c) manner in which the amount spent during financial year	Rs. 5.43 million NIL The manner in which the amount spent is given below :-

1	2	3	4	5	6	7	8
Sl. No.	CSR Project/activity identified	Sector in which the Project is covered	Projects/ Programmes 1. Local area/others 2.Specify the state/ district (name of the District/s, State/s where project/ programme was undertaken	Amount outlay (budget) project/ programme wise (Rs. In million)	Amount spent on the project/ programme (Rs. In million)	Cumulative spend upto the reporting period (Rs. In million)	Amount Spent : Direct/ through implementing agency
1.	Goodricke School for Special Education	Special Education for differently abled children	Siliguri, West Bengal	4.00	3.32	3.32	Through Trust
2.	Interlink	-do-	Kolkata	0.7	0.66	0.66	Direct
3.	Green Centre School	Environment sustainability	Jalpaiguri	1.60	1.54	1.54	Direct

6. Incase the Company has failed to spend the two percent, of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board Report. N.A.

7. Responsibility Statement

The Chairperson of the CSR Committee confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Place : Kolkata
Date : May 23rd 2017

S. Kaul
Chairperson, CSR Committee
(DIN 00150593)

ANNEXURE V TO THE REPORT OF THE BOARD OF DIRECTORS

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

For the year ended 31st March, 2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I.	**REGISTRATION & OTHER DETAILS:**	
1	CIN	L01132WB1977PLC031054
2	Registration Date	14-06-77
3	Name of the Company	GOODRICKE GROUP LTD
4	Category/Sub-category of the Company	Company limited by Shares/Non-govt company
5	Address of the Registered office & contact details	CAMELLIA HOUSE 14 GURUSADAY ROAD KOLKATA WB 700019 subrata@goodricke.com
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	C.B Management Services Pvt. Ltd P-22 Bondel Road, Kolkata 700 019 Contact Persons: Mr. Rana Roychowdhury Telephone: +91-33- 40116720/29

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY			
(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)			
S. No.	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the company
1	Cultivation Manufacturing and sale of teas	1271	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

As per the provisions of Section 2(46), 2(87) and 2(6) of the Companies Act 2013, the Company does not have any holding, subsidiary or associate companies. The Promoters of the Company namely Assam Dooars Investments Limited and Western Dooars Investments Limited collectively hold 74% of the paid up share capital of the Company. The same has been disclosed later in serial No IV(ii) of this Annexure to the Report.

ANNEXURE V TO THE REPORT OF THE BOARD OF DIRECTORS *(Contd.)*

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2016]				No. of Shares held at the end of the year [As on 31-March-2017]			
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% Change during the year
A. Promoters								
(1) Indian								
a) Individual/ HUF			-	0.00%			-	0.00%
b) Central Govt			-	0.00%			-	0.00%
c) State Govt(s)			-	0.00%			-	0.00%
d) Bodies Corp.			-	0.00%			-	0.00%
e) Banks / FI			-	0.00%			-	0.00%
f) Any other			-	0.00%			-	0.00%
Sub Total (A) (1)	-	-	-	0.00%	-	-	-	0.00%
(2) Foreign								
a) NRI Individuals			-	0.00%			-	0.00%
b) Other Individuals			-	0.00%			-	0.00%
c) Bodies Corp.	15,984,000	-	15,984,000	74.00%	15,984,000	-	15,984,000	0.00%
d) Any other	-	0.00%					-	0.00%
Sub Total (A) (2)	15,984,000	-	15,984,000	74.00%	15,984,000	-	15,984,000	0.00%
TOTAL (A)	15,984,000	-	15,984,000	74.00%	15,984,000	-	15,984,000	0.00%
B. Public Shareholding								
1. Institutions								
a) Mutual Funds	-	1,735	1,735	0.01%	-	1,735	1,735	0.00%
b) Banks / FI	120	1,995	2,115	0.01%	120	1,995	2,115	0.00%
c) Central Govt			-	0.00%			-	0.00%
d) State Govt(s)			-	0.00%			-	0.00%
e) Venture Capital Funds			-	0.00%			-	0.00%
f) Insurance Companies			-	0.00%			-	0.00%
g) FIIs	2,500	50	2,550	0.01%	50	50	-	98.04%
h) Foreign Venture Capital Funds			-	0.00%			-	0.00%
i) Others (specify)			-	0.00%			-	0.00%
Sub-total (B)(1):-	2,620	3,780	6,400	0.03%	120	3,780	3,900	-39.06%
2. Non-Institutions								
a) Bodies Corp.								
i) Indian	827,363	5,960	833,323	3.86%	480,180	5,960	486,140	-41.66%
ii) Overseas			-	0.00%			-	0.00%
b) Individuals								
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	2,978,469	414,043	3,392,512	15.71%	3,741,106	402,12	4,143,232	22.13%
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	1,083,852	-	1,083,852	5.02%	810,912	-	810,912	-25.18%
c) Others (specify)								
Non Resident Indians	116,634	1,250	117,884	0.55%	157,127	1,250	158,377	34.35%
Overseas Corporate Bodies			-	0.00%			-	0.00%
Foreign Nationals			-	0.00%			-	0.00%
Clearing Members	182,029	-	182,029	0.84%	13,439	-	13,439	-92.62%
Trusts			-	0.00%			-	0.00%
Foreign Bodies - D R			-	0.00%			-	0.00%
Sub-total (B)(2):-	**5,188,347**	**421,253**	**5,609,600**	**25.97%**	**5,202,764**	**409,336**	**5,612,100**	**0.04%**
Total Public (B)	**5,190,967**	**425,033**	**5,616,000**	**26.00%**	**5,202,884**	**413,116**	**5,616,000**	**0.00%**
C. Shares held by Custodian for GDRs & ADRs			–	0.00%				**0.00%**
Grand Total (A+B+C)	**21,174,967**	**425,033**	**21,600,000**	**100.00%**	**21,186,884**	**413,116**	**21,600,000**	**0.00%**

ANNEXURE V TO THE REPORT OF THE BOARD OF DIRECTORS *(Contd.)*

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year		
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% change in shareholding during the year
1	Western Dooars Investments Ltd.	5,594,400	25.90%	-	5,594,400	0	0.00%
2	Assam Dooars Investments Ltd.	10,389,600	48.10%	-	10,389,600	0	0.00%

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	At the beginning of the year	01.04.2016		15,984,000	1	15,984,000	74.00%
2	Changes during the year	no change during the year					
3	At the end of the year	31.03.2017		15,984,000	1	15,984,000	74.00%

(iv) Shareholding Pattern of top ten Shareholders
(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	**AMGOORIE INDIA LIMITED**						
a	At the beginning of the year	01-04-16		138500	0.64	138500	0.64
b	Changes during the year	08-04-16	Transfer	10000	0.05	128500	0.59
		22-04-16	Transfer	68000	0.31	60500	0.28
		22-04-16	Transfer	60500	0.28	0	0.00
c	At the end of the year	31-03-17				0	0.00
2	**BMD SECURITIES LIMITED**						
a	At the beginning of the year	01-04-16		143190	0.66	143190	0.66
b	Changes during the year	08-04-16	Transfer	141190	0.65	2000	0.01
		15-04-16	Transfer	5655	0.03	7655	0.04
		22-04-16	Transfer	2655	0.01	5000	0.02
		21-10-16	Transfer	665	0.00	5665	0.03
		21-10-16	Transfer		5665	0.03	0.00
c	At the end of the year	31-03-17	Transfer			0	0.00
3	**LEBONG INVESTMENTS LIMITED**						
a	At the beginning of the year	01-04-16		197413	0.91	197413	0.91
b	Changes during the year	08-04-16	Transfer	42000	0.19	155413	0.72
		15-04-16	Transfer	4000	0.02	151413	0.70
		06-05-16	Transfer	23000	0.11	128413	0.59
		13-05-16	Transfer	21000	0.10	107413	0.50
		20-05-16	Transfer	14000	0.06	93413	0.43
		27-05-16	Transfer	12000	0.06	81413	0.38
		03-06-16	Transfer	12000	0.06	69413	0.32
		10-06-16	Transfer	10000	0.05	59413	0.28
		17-06-16	Transfer	31000	0.14	28413	0.13
		24-06-16	Transfer	23000	0.11	5413	0.03
		24-06-16	Transfer	5413	0.03	0	0.00
c	At the end of the year	31-03-17				0	0.00

ANNEXURE V TO THE REPORT OF THE BOARD OF DIRECTORS *(Contd.)*

(iv) Shareholding Pattern of top ten Shareholders (*Contd.*)
(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
4	**KALYANI P JAIN**						
a	At the beginning of the year	01-04-16		133951	0.62	133951	0.62
b	Changes during the year	12-08-16	Transfer	7500	0.03	141451	0.65
		16-09-16	Transfer	7000	0.03	148451	0.69
		28-10-16	Transfer	32517	0.15	180968	0.84
		04-11-16	Transfer	10,235	0.05	191203	0.89
		11-11-16	Transfer	1000	0.00	192203	0.89
		09-12-16	Transfer	2500	0.01	194703	0.90
		23-12-16	Transfer	13700	0.06	208403	0.96
		06-01-17	Transfer	7407	0.03	215810	1.00
		13-01-17	Transfer	522	0.00	216332	1.00
		20-01-17	Transfer	2550	0.01	218882	1.01
		10-02-17	Transfer	7744	0.04	226626	1.05
		24-03-17	Transfer	8625	0.04	235251	1.09
c	At the end of the year	31-03-17				235251	1.09
5	**TEJAS BALACHANDRA TRIVEDI**						
a	At the beginning of the year	01-04-16		104486	0.48	104486	0.48
b	Changes during the year	12-08-16	Transfer	50000	0.23	54486	0.25
		11-11-16	Transfer	13343	0.06	41143	0.19
		18-11-16	Transfer	2000	0.01	39143	0.18
		25-11-16	Transfer	13325	0.06	25818	0.12
		16-12-16	Transfer	14000	0.06	11818	0.05
		23-12-16	Transfer	11816	0.05	2	0.00
		30-12-16	Transfer	4300	0.02	4302	0.02
		06-01-17	Transfer	4300	0.02	2	0.00
		20-01-17	Transfer	2	0.00	0	0.00
c	At the end of the year	31-03-17				0	0.00
6	**SATISH KUMAR BHASIN**						
a	At the beginning of the year	01-01-15		119531	0.55	119531	0.55
b	Changes during the year	24-04-15	Transfer			117531	0.54
		18-12-15	Transfer			107531	0.50
		25-12-15	Transfer			102531	0.47
c	At the end of the year	31-03-16				102531	0.47
7	**BORBAM INVESTMENTS LIMITED**						
a	At the beginning of the year	01-04-16		76647	0.35	76647	0.35
b	Changes during the year	21-07-16	Transfer	10000	0.05	66647	0.31
		12-08-16	Transfer	5000	0.02	61647	0.29
		08-01-00	Transfer	24000	0.11	37647	0.17
		26-08-16	Transfer	21000	0.10	16647	0.08
		26-08-16	Transfer	16647	0.08	0	0.00
c	At the end of the year	31-03-17				0	0.00

ANNEXURE V TO THE REPORT OF THE BOARD OF DIRECTORS *(Contd.)*

(iv) Shareholding Pattern of top ten Shareholders (*Contd.*)
(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
8	**SHIVANI TEJAS TRIVEDI**						
a	At the beginning of the year	01-04-16		74465	0.34	74465	0.34
b	Changes during the year	03-06-16	Transfer	24908	0.12	49557	0.23
		10-06-16	Transfer	23125	0.11	26432	0.12
		10-06-16	Transfer	26432	0.12	0	0.00
c	At the end of the year	31-03-17				0	0.00
9	**PRAKASH JAIN**						
a	At the beginning of the year	01-04-16		71929	0.33	71929	0.33
b	Changes during the year	12-08-16	Transfer	9000	0.04	80929	0.37
		28-10-16	Transfer	10000	0.05	90929	0.42
		04-11-16	Transfer	7000	0.03	97929	0.45
		25-11-16	Transfer	2500	0.01	100429	0.46
		09-12-16	Transfer	2000	0.01	102429	0.47
		13-01-17	Transfer	998	0.00	103427	0.48
		20-01-17	Transfer	1300	0.01	104727	0.48
		03-02-17	Transfer	2411	0.01	107138	0.50
		10-02-17	Transfer	6600	0.03	113738	0.53
		24-03-17	Transfer	5604	0.03	119342	0.55
c	At the end of the year	31-03-17				119342	0.55
10	**DR RAMESH CHIMMANLAL SHAH**						
a	At the beginning of the year	01-04-16		70000	0.32	70000	0.32
b	Changes during the year	20-05-16	Transfer	1300	0.01	68700	0.32
		30-06-16	Transfer	14252	0.07	54448	0.25
		15-07-16	Transfer	3150	0.01	51298	0.24
		05-08-16	Transfer	1298	0.01	50000	0.23
		11-11-16	Transfer	10000	0.05	60000	0.28
		10-02-17	Transfer	20000	0.09	80000	0.37
		17-02-17	Transfer	27000	0.13	107000	0.50
		24-02-17	Transfer	23000	0.11	130000	0.60
		03-03-17	Transfer	11830	0.05	141830	0.66
		10-03-17	Transfer	7120	0.03	148950	0.69
c	At the end of the year	31-03-17				148950	0.69
11	**STATUS CAPITALS PVT LTD**						
a	At the beginning of the year	01-04-16		0	0.00	0	0.00
b	Changes during the year	08-04-16	Transfer	9676	0.04	9676	0.04
		15-04-16	Transfer	3000	0.01	12676	0.06
		29-04-16	Transfer	29827	0.14	42503	0.20
		06-05-16	Transfer	42162	0.20	84665	0.39
		19-08-16	Transfer	11	0.00	84676	0.39
		04-11-16	Transfer	11715	0.05	72961	0.34
		11-11-16	Transfer	6715	0.03	79676	0.37
c	At the end of the year	31-03-17	Transfer			79676	0.37

ANNEXURE V TO THE REPORT OF THE BOARD OF DIRECTORS *(Contd.)*

(iv) Shareholding Pattern of top ten Shareholders (*Contd.*)
(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
12	**SATISH KUMAR BHASIN**						
a	At the beginning of the year	01-04-16		0	0.00	0	0.00
b	Changes during the year	16-09-16	Transfer	80000	0.37	80000	0.37
		23-09-16	Transfer	5419	0.03	74581	0.35
		30-09-16	Transfer	4581	0.02	70000	0.32
		07-10-16	Transfer	1632	0.01	68368	0.32
		21-10-16	Transfer	3368	0.02	65000	0.30
		10-02-17	Transfer	1000	0.00	64000	0.30
		17-02-17	Transfer	3000	0.01	61000	0.28
		24-02-17	Transfer	1000	0.00	60000	0.28
		03-03-17	Transfer	2000	0.01	58000	0.27
c	At the end of the year	31-03-17				58000	0.27
13	**PAN EMAMI COSMED LTD**						
a	At the beginning of the year	01-04-16		0	0.00	0	0.00
b	Changes during the year	26-08-16	Transfer	51767	0.24	51767	0.24
		21-10-16	Transfer	1767	0.01	50000	0.23
c	At the end of the year	31-03-17				50000	0.23
14	**PRANAV KUMARPAL PAREKH**						
a	At the beginning of the year	01-04-16		46571	0.22	46571	0.22
b	Changes during the year	10-03-17	Transfer	1093	0.01	47664	0.22
c	At the end of the year	31-03-17				47664	0.22
15	**HARIKISHAN JAMANDASS MUNDHRA**						
a	At the beginning of the year	01-04-16		0	0.00	0	0.00
b	Changes during the year	08-07-16		18890	0.09	18890	0.09
		21-07-16	Transfer	11873	0.05	30763	0.14
		10-02-17	Transfer	12728	0.06	43491	0.20
c	At the end of the year	31-03-17				43491	0.20
16	**BASANT SINGHATWADIA**						
a	At the beginning of the year	01-04-16		32450	0.15	32450	0.15
b	At the end of the year	31-03-17				32450	0.15
17	**ASHISH MODI**						
a	At the beginning of the year	01-04-16		7000	0.03	7000	0.03
b	Changes during the year	29-04-16	Transfer	2000	0.01	9000	0.04
		03-06-16	Transfer	5000	0.02	14000	0.06
		10-06-16	Transfer	5000	0.02	19000	0.09
		26-08-16	Transfer	3000	0.01	22000	0.10
		18-11-16	Transfer	7000	0.03	29000	0.13
		13-01-17	Transfer	1500	0.01	27500	0.13
		20-01-17	Transfer	500	0.00	27000	0.13
		17-02-17	Transfer	4000	0.02	31000	0.14
		24-02-17	Transfer	2000	0.01	29000	0.13
		31-03-17	Transfer	2000	0.01	31000	0.14
c	At the end of the year	31-03-17				31000	0.01

ANNEXURE V TO THE REPORT OF THE BOARD OF DIRECTORS *(Contd.)*

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	**MR P.J. FIELD**						
	At the beginning of the year	01-04-16		—	—	—	0.00%
	Changes during the year			—	—	—	0.00%
	At the end of the year	31-03-17		—	—	—	0.00%
2	**MS. S.A. WALKER**						
	At the beginning of the year	01-04-16		—	—	—	0.00%
	Changes during the year			—	—	—	0.00%
	At the end of the year	31-03-17		—	—	—	0.00%
3	**MR. A.N. SINGH**						
	At the beginning of the year	01-04-16		180	0.0001	180	0.00%
	Changes during the year			—	—	—	0.00%
	At the end of the year	31-03-17				180	0.00%
4	**DR S KAUL**						
	At the beginning of the year	01-04-16		—	—	—	0.00%
	Changes during the year			—	—	—	0.00%
	At the end of the year	31-03-17		—	—	—	0.00%
5	**MR K SINHA**						
	At the beginning of the year	01-04-16		—	—	—	0.00%
	Changes during the year			—	—	—	0.00%
	At the end of the year	31-03-17		—	—	—	0.00%
6	**MR P.K SEN**						
	At the beginning of the year	01-04-16		—	—	—	0.00%
	Changes during the year			—	—	—	0.00%
	At the end of the year	31-03-17		—	—	—	0.00%
7	**MR A SEGUPTA**						
	At the beginning of the year	01-04-16		6	0.00003	6	0.00%
	Changes during the year			—	—	—	0.00%
	At the end of the year	31-03-17				6	0.00%
8	**MR S BANERJEE**						
	At the beginning of the year	01-04-16		6	0.00003	6	0.00%
	Changes during the year			—	—	—	0.00%
	At the end of the year	31-03-17				6	0.00%

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment. (Amt. Rs./Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	—	—	—	—
ii) Interest due but not paid	—	—	—	—
iii) Interest accrued but not due	—	—	—	—
Total (i+ii+iii)	—	—	—	—
Change in Indebtedness during the financial year				
* Addition	10,500.00	950.00	—	11,450.00
* Reduction	10,500.00	950.00	—	11,450.00
Net Change	—	—	—	—
Indebtedness at the end of the financial year				
i) Principal Amount	—	—	—	—
ii) Interest due but not paid	—	—	—	—
iii) Interest accrued but not due	—	—	—	—
Total (i+ii+iii)	—	—	—	—

ANNEXURE V TO THE REPORT OF THE BOARD OF DIRECTORS *(Contd.)*

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager **A N SINGH** MANAGING DIRECTOR & CEO	Total Amount (Rs/Lac)
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	 86.25 25.2 0	 86.25 25.20 —
2	Stock Option	0	—
3	Sweat Equity	0	—
4	Commission - as % of profit - others, specify	 55	— — 55.00
5	Others,(Retirement Benefits) Total (A) Ceiling as per the Act	18.42* 184.87 253.1	18.42 184.87

* Rs. 18.42 Lacs represnting contribution to Provident Fund, Pension Fund and and Leave Encashment not considered for determination of limit as per Schedule V of the Companies Act, 2013

B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors			Total Amount (Rs/Lac)
1	Independent Directors	**S KAUL**	**K SINHA**	**P K SEN**	
	Fee for attending board committee meetings	1.16	1.88	1.52	4.56
	Commission	-			-
	Others, please specify				-
	Total (1)	1.16	1.88	1.52	4.56
2	Other Non-Executive Directors	P J FIELD	S A WALKER		-
	Fee for attending board committee meetings	-	-		-
	Commission	-	-		-
	Others, please specify	-	-		-
	Total (2)	-	-		-
	Total (B)=(1+2)	1.16	1.88		4.56
	Total Managerial Remuneration				171.01
	Overall Ceiling as per the Act				556.80

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTDs

SN.	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount (Rs/Lac)
		A SENGUPTA CFO	**S BANERJEE** CS	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	 22.84 3.31 0	 17.98 2.91	 40.82 6.22 -
2	Stock Option	nil	nil	-
3	Sweat Equity	nil	nil	-
4	Commission - as % of profit - others, specify	 6.09	 4.07	 - 10.16
5	Others (Retirement Benefits)	4.9	1.02	5.92
	Total	37.14	25.98	63.12

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no Penalties/ punishment/ compounding of offence for Breach of any provisions of the Companies Act 2013 against the Company or its Directors or other officers in default, during the year.

ANNEXURE VI TO THE REPORT OF THE BOARD OF DIRECTORS

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31st March, 2017
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of
the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Goodricke Group Limited
Camellia House,
14, Gurusaday Road,
Kolkata - 700 019

1. We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Goodricke Group Limited (hereinafter called 'the company') during the financial year ended 31st March, 2017. Secretarial Audit was conducted on test check basis, in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

2. On the basis of aforesaid verification of the secretarial compliance and on the basis of secretarial audit of company's books, papers, minute books, forms and returns filed and other records maintained by the company, as shown to us during the said audit and also based on the information provided by the company, its officers, agents and authorized representatives during the conduct of the aforesaid secretarial audit, we hereby report that in our opinion and to the best of our understanding, the company has, during the audit period covering the financial year ended on 31st March, 2017, complied with the statutory provisions listed hereunder and also the company has adequate Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

3. We further report that compliance with applicable laws is the responsibility of the company and our report constitutes an independent opinion. Our report is neither an assurance for future viability of the company nor a confirmation of efficient management by the company.

4. (I) We have examined the secretarial compliance on test check basis of the books, papers, minute books, forms and returns filed and other records maintained by M/s. Goodricke Group Limited for the financial year ended on 31st March, 2017 according to the provisions of the following laws and as shown to us during our audit, as also referred in above paragraphs of this report;

   (i) The Companies Act, 2013 (the Act) and the rules made thereunder;

   (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder

   (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

   (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

ANNEXURE VI TO THE REPORT OF THE BOARD OF DIRECTORS *(Contd.)*

(v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz. :-

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, to the extent as applicable.

(II) We have also examined the secretarial compliance on test check basis of the books, papers, minute books, forms and returns filed and other records maintained by M/s Goodricke Group Limited for the financial year ended on 31st March, 2017, according to the provisions of the following laws specifically applicable to the company and as shown to us during our audit, as also referred in above paragraphs of this report;

a) The Tea Act, 1953 (No. 29 of 1953);

b) The Tea Rules, 1954;

c) The Tea Board Bye laws, 1955;

d) The Tea (Distribution & Export) Control Order, 1957;

e) The Tea (Waste) Control Order, 1959, now being amended by the Tea (Distribution & Export) Control Order, 2005;

f) The Tea (Regulations of Export Licensing) Order, 1984;

g) The Tea (Marketing) Control Order, 1984, Tea (Marketing) Control Order, 2003;

h) The Tea Warehouses (Licensing) Order, 1989.

5. We have also examined compliance with the applicable clauses of the following:

i. Secretarial Standards issued by The Institute of Company Secretaries of India under Section 118 of the Companies Act, 2013.

6. That on the basis of the audit as referred above, to the best of our knowledge, understanding and belief, we are of the view that during the period under review the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above in Paragraph 4(I), Paragraph 4(II) and Paragraph 5 of this report.

7. We have checked the standard listing agreement entered by the company with the following Stock Exchange in India and to the best of our understanding, we are of the view that the company has adequately complied with the secretarial functions and board processes to comply with the applicable provision thereof, during the aforesaid period under review.

i. Bombay Stock Exchange Limited (BSE)

ANNEXURE VI TO THE REPORT OF THE BOARD OF DIRECTORS *(Contd.)*

8. We further report that,

   a) The Board of Directors of the company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the applicable provisions of the Act.

   b) Adequate notice is given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

   c) Majority decision is carried through and recorded as part of the minutes.

9. We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines, such as laws related to taxation, local laws applicable to the area of operation of business and other laws generally applicable to company.

10. This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this Report.

For, ANJAN KUMAR ROY & CO.
Company Secretaries

Place : Kolkata
Date : 23rd May, 2017

ANJAN KUMAR ROY
Proprietor
FCS No. 5684
CP. No. 4557

'Annexure A'

(To the Secretarial Audit Report of M/s. Goodricke Group Limited for the financial year ended 31/03/2017)

To,
The Members,
M/s. Goodricke Group Limited
Camellia House, 14, Gurusaday Road,
Kolkata - 700 019

Our Secretarial Audit Report for the financial year ended 31/03/2017 of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is limited to expressing an opinion on existence of adequate board process and compliance management system, commensurate to the size of the company, based on the secretarial records as shown to us during the said audit and also based on the information furnished to us by the officers and agents of the company during the said audit.
2. We have followed the audit practices and processes as were appropriate, to the best of our understanding, to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to check as to whether correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Where ever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc. and we have relied on such representation, in forming our opinion.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of compliance procedures on test basis. We would not be liable for any business decision or any consequences arising thereof, made on the basis of our report.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness or accuracy with which the management has conducted the affairs of the company.

For, **ANJAN KUMAR ROY & CO.**
Company Secretaries

ANJAN KUMAR ROY
Proprietor
FCS No. 5684
CP. No. 4557
Place: Kolkata
Date: 23rd May, 2017

ANNEXURE VII TO THE REPORT OF THE BOARD OF DIRECTORS

REMUNERATION POLICY

1.0 INTRODUCTION

1.1 This Remuneration Policy is based on the requirements of section 178 of the Companies Act, 2013 and the revised Clause 49 of the Listing Agreement (effective from October 1, 2014) and approved by the Board of Directors of the Company at its meeting held on November 14, 2014.

1.2 Remuneration at Goodricke Group Limited ("the Company") is based on the principles of performance, equitableness and competitiveness. This Remuneration Policy has been designed to reflect these principles and to attract, motivate and retain quality manpower for driving the Company successfully.

1.3 This Remuneration Policy applied to the Board of Directors, Key Management Personnel (KMP) Senior Management Personnel of the Company.

1.4 This Remuneration Policy shall be effective from November 14, 2014.

2.0 OBJECTIVES

2.1 The objectives of this Remuneration Policy are :

(a) Formulation of the criteria for determining qualifications, positive attributes of Directors, KMP and Senior Management Personnel and also independence of independent Directors.

(b) Aligning the remuneration of Directors, KMP and Senior Management Personnel with the Company's financial position, remuneration paid by its industry peers etc.;

(c) Performance evaluation of the Board, its Committee and Directors including Independent Directors;

(d) Ensuring Board diversity;

(e) Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down;

(f) Directors' induction and continued training.

3.0 DEFINITIONS

3.1 "Act" means the Companies Act, 2013.

3.2 "Board" means Board of Directors of the Company.

3.3 "Director" means Director as defined under Section 2(34) of the Companies Act, 2013.

3.4 "Committee" means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board from time to time in accordance with the provisions of Companies Act, 2013 and Clause 49 of the Listing Agreement.

3.5 "Company" means Goodricke Group Limited (GOODRICKE).

3.6 "Independent Director" means a director referred to in Section 149(6) of the Companies Act, 2013 read with Clause 49 of the Listing Agreement.

3.7 "Key Managerial Personnel" means :

(i) the Chief Executive Officer or the Managing Director or the Manager;

(ii) the Company Secretary;

(iii) the Whole-Time Director;

(iv) the Chief Financial Officer; and

(v) such other officer as may be prescribed under the Companies Act, 2013.

3.8 "Senior Management" means personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

4.0 GUIDING PRINCIPLES

4.1 The Company shall follow the following guiding principles in order to attract, motivate and retain talent in the Company.

(a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;

(b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(c) remuneration to Directors, KMP and Senior Management Personnel involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

5.0 GENERAL

This Policy is divided in five parts :

Part-A covers criteria for determining qualifications, positive attributes of Directors, KMP and Senior Management Personnel and also independence of Independent Directors.

Part-B covers Induction and Training of Directors

Part-C covers Performance Evaluation of Board, its Committees and Directors including Independent Directors

Part-D covers Remuneration of Directors, KMP and Senior Management Personnel

Part-E covers Board Diversity

6.0 PART-A

Criteria for determining qualifications, positive attributes of Directors, KMP and Senior Management Personnel and also independence of Independent Directors.

1. The Nomination and Remuneration Committee shall identify and ascertain the integrity, qualifications, expertise and experience of the person for appointment as Director, KMP or Senior Management Personnel and recommend to the Board his / her appointment.
2. A person should possess adequate qualifications, expertise and experience for the position he/she is considered for appointment as a Director. The Committee has discretion to decide whether qualifications, expertise and experience possessed by a person are sufficient/satisfactory for the

ANNEXURE VII TO THE REPORT OF THE BOARD OF DIRECTORS *(Contd.)*

concerned position and are in accordance with the provisions of the Act and Clause 49 of the Listing Agreement.

3. The Committee shall ensure that a person proposed to be appointed as an Independent Director satisfies the criteria laid down under the Act read the Clause 49 of the Listing Agreement.
4. The appointment and tenure of Directors, Independent Directors and KMP shall be in accordance with the provisions of the Act read with Clause 49 of the Listing Agreement.

7.0 PART-B

Induction and Training of Directors

1. On appointment, Directors shall receive a letter of Appointment setting out in detail, the terms of appointment, duties, roles and responsibilities. Each newly appointed Director will be taken through a formal induction programme.
2. The induction process should be designed to familiarize them with the Company, their roles, rights, responsibilities in the Company, nature of industry in which the Company operates, business model of the Company etc.
3. It shall be ensured that the Directors are updated as and when required of their roles, responsibilities and liabilities.
4. The Company may organize garden visits for Directors from time to time.

8.0 PART-C

Performance Evaluation of Board, its Committees and Directors

The evaluation of the performance of the Board, its Committees and Directors shall be carried out on an annual basis. The performance of the Board and Committees thereof shall be evaluated against their terms of reference. Evaluation of the performance of Directors shall include consideration of their skills, performance and contribution to the Board, Company strategy and Board Committees, their availability and attendance at Board and Committee Meeting.

9.0 PART-D

Remuneration of Directors, KMP and Senior Management Personnel

1. The remuneration of the Executive Directors, KMP and Senior Management Personnel should be based on Company's financial position, industrial trends, remuneration paid by peer companies. The remuneration should be reasonable and sufficient to attract retain and motivate the aforesaid persons.
2. Remuneration to Executive Directors shall be paid by way of salary, perquisites and retirement benefits, based on recommendation of the Committee and approval of the Board and shareholders. The overall managerial remuneration shall be within the ceilings stipulated under Section 197 read with Schedule V of the Act.
3. The non-executive directors shall be paid remuneration by way of sitting fee for attending the meetings of the Board and Committees thereof.

4. The KMP shall be paid remuneration approved by the Board of Directors. The Senior Management Personnel shall be paid remuneration in line with the Company's internal HR Policy.
5. Increments in the existing remuneration of Executive Directors and KMP shall be approved by the Committee within the limits prescribed under the Act. Increments in the remuneration of Senior Management Personnel shall be as per Company's HR Policy.

10.0 PART-E

Board Diversity

Board appointments will be based on merit and candidates will be considered on the basis of their skills, knowledge, experience and background, gender and other distinguishing qualities, having due regard to the effectiveness of the Board. It will be ensured that the Board possesses a balance of skills appropriate for the requirements of the business of the Company. The Directors should have a mix of finance, legal, academic and management backgrounds that taken together provide the Company with considerable experience in a range of activities including varied industries, education, government, banking, plantation, investment and other professions.

11.0 APPLICABILITY OF THE REMUNERATION POLICY

This Remuneration Policy shall apply to all future appointments of Directors, KMP and Senior Management Personnel.

12.0 AMENDMENT

Any modification/amendment in this Remuneration Policy may be carried out by the Board on the recommendation of the Nomination and Remuneration Committee. This policy will be subject to change as per amendment in the Companies Act, 2013, the Listing Agreement, or any other applicable Rules, Regulations and Guidelines.

ANNEXURE VIII TO THE REPORT OF THE BOARD OF DIRECTORS

Particulars of Employees

FOR THE YEAR ENDED ON MARCH 31, 2017

PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 134(3)(q)OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) & 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Name	Age	No. of shares held	Designation	Remuneration (Rs.)	Qualification	Experience (years)	Date of commencement of employment	Previous employment & position held
Top ten employees in terms of remuneration employed during the year and employees in respect of remuneration, aggregating to Rs. 1,02,00,000/- per annum or more.								
Atul Asthana	55	6	Vice President	42,43,230	BSc & Mech. Engg.	31	04.06.1985	—
Talat Ahmed	56	—	Dy. Gen. Manager	27,57,609	B. Com	36	28.02.1981	—
Shiv Bhasin	50	50	Sr. Genl. Manager (Mktng)	36,34,595	B. Com (H), MBA	26	01.09.2000	Assam Company Ltd.
Vikram Singh Gulia	51	106	Sr. General Manager	37,61,529	B. Com (H)	30	11.12.1986	—
Swapan Ganguly	59	6	Sr. Manager	26,96,859	M. Com LLB	36	05.08.1980	—
P. T. Krishnan	57	6	Sr. Gen. Manager (Fin)	31,30,575	B. Com (H), ACA	30	03.01.2005	Duncan Industries Ltd.
Yashpal Levin	60	—	Vice President	34,25,139	BA	37	10.11.1979	—
Arun Narain Singh	63	180	Managing Director & CEO	1,84,87,463	M.Sc	41	15.07.1975	Duncan Brothers & Co. Ltd.
Arjun Sengupta	59	6	Vice President	37,14,245	BA, Eco (H), ACA	33	15.07.1987	Furminite Nicco Investments Ltd.
Akhil Tewari	56	—	Dy. Genl. Manager	28,43,955	B Tech (Agri Engg)	33	24.07.1983	—

Notes : 1. Nature of Employment and duties : Contractual and in accordance with terms and conditions as per Company's rules.

2. Remuneration received includes salary, allowances, retirement benefits and monetary value of other perquisites computed on the basis of the Income Tax Act and Rules.

3. No employee is a relative of any Director or Key Managerial Personnel of the Company, Rule 5 (2) (iii) of the captioned Rules is not applicable to any employee.

ANNEXURE VIII TO THE REPORT OF THE BOARD OF DIRECTORS *(Contd.)*

Statement of Particulars of employees pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

<table>
<tr><th>Requirement of Rule 5 (1)</th><th>Particulars</th></tr>
<tr><td>(i) The ratio of the remuneration of each Director to the median remuneration of the employees of the company for the financial year.</td><td>Mr. A. N. Singh, Managing Director & CEO<table><tr><td>Ratio of remuneration of each Director to median Remuneration of employees for</td><td>Ratio of remuneration of each Director to median remuneration of executive grade employees .</td></tr><tr><td>2015-16 = 315.30:1
2016-17 = 333.80:1</td><td>23.69:1
25.26:1</td></tr></table>The non-executive Independent directors are entitled to sitting fees only. The non-executive, non-independent directors are not paid any fees. The details of remuneration are provided in Corporate Governance Report.</td></tr>
<tr><td>(ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.</td><td>a) Mr. A. N. Singh - Not applicable since minimum Remuneration paid in the previous period.
b) Mr. A. Sengupta - Vice President & CFO -6.57%.
c) Mr. S. Banerjee -CS - 17.78%.</td></tr>
<tr><td>(iii) The percentage increase in the median remuneration of employees in the financial year.</td><td>The details given in Cl. (II) above and in this Cl. Comparison had been made between periods of 12 months & 15 months = (-)11.81% for all employees/(-) 12.44% for executives.</td></tr>
<tr><td>iv) The number of permanent employees on the rolls of company.</td><td>23744 Employees as on 31st March, 2017.</td></tr>
<tr><td>(v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.</td><td>Average percentile increase in the salaries of employees, other than the Managerial Personnel, in the last Financial Year 2016-17 was around (-) 15.37%. The reduction is on account of the comparison made between 15 months period and 12 months period.</td></tr>
<tr><td>(vi) Affirmation that the remuneration is as per the remuneration policy of the company.</td><td>YES</td></tr>
</table>

On behalf of Board of Directors

A.N. Singh
Managing Director & CEO
(DIN 00620929)
S. A. Walker
(DIN 07225692)
S. Kaul
(DIN 00150593)
K. Sinha
DIN 00123811)
P.K. Sen
(DIN 00160160)
Directors

Place : Kolkata
Date : 23rd May, 2017

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF GOODRICKE GROUP LIMITED

Report on the Ind AS Financial Statements

We have audited the accompanying Ind AS financial statements of **Goodricke Group Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2017, and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit.

In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS 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, of the state of affairs of the Company as at 31st March, 2017, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Other matters

The comparative financial information of the Company for the fifteen months period ended 31st March, 2016 and the transition date opening balance sheet as at 1st January, 2015 included in these Ind AS financial statements, are based on the statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 audited by the predecessor auditor whose report for the fifteen months period ended 31st March, 2016 and for the year ended 31st December, 2014 dated 23rd May, 2016 and 20th February, 2015 respectively expressed an unmodified opinion on those financial statements, and have been restated to comply with Ind AS. Adjustments made to the previously issued said financial information prepared in accordance with the Companies (Accounting Standards) Rules, 2006 to comply with Ind AS have been audited by us.

Our opinion on the Ind AS financial statements and our report on Other Legal and Regulatory Requirements below is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

   (d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.

   (e) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164(2) of the Act.

   (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

   (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements - Refer Note 30.1(a);

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

iv. The Company has provided requisite disclosures in the Ind AS financial statements as regards its holding and dealings in Specified Bank Notes as defined in the Notification S.O. 3407(E) dated the 8th November, 2016 of the Ministry of Finance, during the period from 8th November, 2016 to 30th December, 2016. However, as stated in note 30.8 to the Ind AS financial statements and as represented to us by the Management, amounts aggregating Rs. 0.59 millions have been utilized for other than permitted transactions and amounts aggregating Rs. 1.14 millions have been received for other then permitted transactions.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm Registration No. 117366W/W-100018)

A. Bhattacharya
(Partner)
(Membership No. 054110)

Kolkata, 23rd May, 2017

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Goodricke Group Limited ("the Company") as of 31st March, 2017 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind ASfinancial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm Registration No. 117366W/W-100018)

A. Bhattacharya
(Partner)
(Membership No. 054110)

Kolkata, 23rd May, 2017

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a program of verification of fixed assets to cover all the items in a phased manner over a period of 3 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) With respect to immovable properties of land and buildings that are freehold, according to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed/ transfer deed / conveyance deed provided to us, we report that, the title deeds of such immovable properties are held in the name of the Company as at the balance sheet date.

(ii) As explained to us, the inventories other than stocks lying with third parties (which have substantially been confirmed) were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on such physical verification.

(iii) The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

(v) According to the information and explanations given to us, the Company has not accepted any deposit during the year and had no unclaimed deposits at the beginning of the year as per the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013.

(vi) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) According to the information and explanations given to us, in respect of statutory dues:

(a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to it to the appropriate authorities.

(b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues in arrears as at 31st March, 2017 for a period of more than six months from the date they became payable.

(c) Details of dues of Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, and Value Added Tax which have not been deposited as on 31st March, 2017 on account of disputes are given below:

Name of Statute	Nature of Dues	Forum where Dispute is Pending	Period to which the Amount Relates	Amount (Rs. in Millions)
Income-tax Act, 1961	Central Income Tax	Commissioner of Income Tax (Appeals)	2001-02	4.32
		Commissioner of Income Tax (Appeals)	2002-03	3.16
		Commissioner of Income Tax (Appeals)	2003-04	20.36
		Commissioner of Income Tax (Appeals)	2004-05	4.24
		Commissioner of Income Tax (Appeals)	2006-07	3.00
		Commissioner of Income Tax (Appeals)	2007-08	3.23
		Commissioner of Income Tax (Appeals)	2008-09	26.20
		Commissioner of Income Tax (Appeals)	2009-10	4.60
		Commissioner of Income Tax (Appeals)	2010-11	2.30
Bengal Agricultural Income Tax, 1944	Bengal Agricultural Income Tax	Commissioner of Agricultural Income Tax, West Bengal	1984-85	5.53
		Commissioner of Agricultural Income Tax, West Bengal	1989-90	10.87
		The West Bengal Commercial Taxes Appellate and Revision Board	1990-91	13.33
		Agricultural Income Tax officer, West Bengal	2001-02	5.20
		Agricultural Income Tax officer, West Bengal	2002-03	0.16
Central Excise Act, 1944	Excise duty	Commissioner, Central Excise and Service Tax, Siliguri Commissionerate	January 2010 to November 2014	19.94
		Commissioner, Central Excise and Service Tax, Siliguri Commissionerate	March 2015 to December 2015	46.00
		Commissioner, Central Excise and Service Tax, Siliguri Commissionerate	April 2015 to January 2016	0.58
		The Registrar, Custom, Excise & Service Tax Appellate Tribunal	April 2010 to January 2015	206.97
		The Registrar, Custom, Excise & Service Tax Appellate Tribunal	January 2016 to September 2016	39.15
The West Bengal Value Added Tax Act, 2003	VAT	The West Bengal Commercial Taxes Appellate And Revisional Board	2007-08	0.32
The Central Sales Tax Act, 1956	Sales tax	The West Bengal Commercial Taxes Appellate And Revisional Board	2007-08	1.18

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions, banks and government. The Company has not issued any debentures.

(ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause (ix) of the Order is not applicable.

(x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.

(xi) In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

(xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.

(xiv) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of the Order is not applicable to the Company.

(xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or directors of its holding Company or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable. The Company does not have any subsidiary and associate companies.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm Registration No. 117366W/W-100018)

A.Bhattacharya
(Partner)
(Membership No. 054110)

Kolkata, 23rd May, 2017

BALANCE SHEET
as at 31st March 2017

	Notes		**As at March 31, 2017 (Rs. in Millions)**		As at March 31, 2016 (Rs. in Millions)		As at 1st January, 2015 (Rs. in Millions)
ASSETS							
Non Current Assets							
(a) Property, Plant and Equipment	5A		**2,165.71**		2,089.15		1,930.30
(b) Capital work-in-progress	5B		**370.64**		325.46		290.56
(c) Other Intangible assets	5C		**1.61**		1.36		0.35
(d) Biological Assets other than bearer plants	6		**1.40**		2.27		3.21
(e) Financial Assets							
(i) Investments	7	**—**		0.02		0.02	
(ii) Loans	8	**18.37**		15.50		19.76	
(iii) Others	9	**4.48**	**22.85**	7.90	23.42	27.14	46.92
(f) Non-current Tax Assets (Net)	10		**38.29**		87.35		12.16
(g) Other non-current assets	11		**51.92**		37.11		30.35
Current Assets							
(a) Biological Assets other than bearer plants	6		**18.59**		22.52		—
(b) Inventories	12		**1,316.27**		1,491.12		1,588.26
(c) Financial Assets							
(i) Investments	13	**142.85**		—		—	
(ii) Trade receivables	14	**304.32**		357.19		914.93	
(iii) Cash and cash equivalents	15	**167.62**		79.31		24.09	
(iv) Other Bank Balances	16	**21.14**		32.07		11.72	
(v) Loans	8	**3.96**		4.40		3.46	
(vi) Others	9	**86.51**	**726.40**	51.06	524.03	74.59	1,028.79
(d) Other current assets	11		**101.02**		80.42		92.78
Total Assets			**4,814.70**		4,684.21		5,023.68
EQUITY AND LIABILITIES							
Equity							
(a) Equity Share capital	17	**216.00**		216.00		216.00	
(b) Other Equity		**2,702.83**	**2,918.83**	2,519.59	2,735.59	2,762.25	2,978.25
Liabilities							
Non-current liabilities							
(a) Provisions	18		**117.93**		108.28		102.31
(b) Deferred tax liabilities (Net)	19		**460.30**		466.23		318.28
(c) Other non-current liabilities	20		**33.93**		27.97		5.15
Current Liabilities							
(a) Financial Liabilities							
(i) Borrowings	21	**—**		—		79.47	
(ii) Trade payables	22	**971.74**		1,011.32		1,116.29	
(iii) Other financial liabilities	23	**69.67**	**1,041.41**	91.81	1,103.13	67.93	1,263.69
(b) Other current liabilities	20		**132.75**		127.02		143.34
(c) Provisions	18		**109.55**		115.99		212.66
Total Equity and Liabilities			**4,814.70**		4,684.21		5,023.68

See accompanying notes 1 to 38 to the financial statements

In terms of our report attached
For Deloitte Haskins & Sells LLP
Chartered Accountants

A. Bhattacharya
Partner
Kolkata, 23rd May, 2017

A. Sengupta
Vice President & CFO

S. Banerjee
Sr. General Manager & Company Secretary

On behalf of the Board
A. N. Singh *(DIN 00620929)*
Managing Director & CEO
S. Kaul *(DIN 00150593)*
S.Walker *(DIN 07225692)*
K. Sinha *(DIN 00123811)*
P. K. Sen *(DIN 00160160)*
Directors

STATEMENT OF PROFIT & LOSS
for the Year ended 31st March, 2017

		Notes	**For the year ended 31st March, 2017 (Rs. in Millions)**	For the fifteen months period ended 31st March, 2016 (Rs. in Millions)
I	Revenue From Operations	24	**6,803.69**	7,332.42
II	Other Income	25	**144.41**	114.74
III	**Total Income (I+II)**		**6,948.10**	7,447.16
IV	**EXPENSES**			
	Cost of materials consumed		**1,852.43**	1,861.46
	Purchases of Stock-in-Trade		**493.53**	593.81
	Changes in inventories of finished goods		**77.07**	103.69
	Employee benefits expense	26	**2,136.33**	2,516.35
	Finance costs	27	**13.38**	26.11
	Depreciation and amortization expense		**136.80**	210.44
	Other expenses	28	**1,749.57**	2,106.85
	Total expenses (IV)		**6,459.11**	7,418.71
V	**Profit before tax (III- IV)**		**488.99**	28.45
VI	**Tax expense:**			
	Current tax	29	**143.00**	—
	Deferred tax	29	**14.67**	149.85
VII	**Profit/(Loss) for the year/period (V-VI)**		**331.32**	(121.40)
	Other Comprehensive Income			
	(i) Items that will not be reclassified to profit or loss:			
	- Remeasurements of defined benefit plans	30.5.I	**(64.69)**	(6.53)
	(ii) Income tax relating to items that will not be reclassified to profit or loss	29	**20.60**	1.90
VIII	**Total Other Comprehensive Income (i+ii)**		**(44.09)**	(4.63)
IX	**Total Comprehensive Income for the year/period (VII+VIII)**		**287.23**	(126.03)
X	Earnings per equity share:	30.2		
	(1) Basic (in Rs.)		**15.34**	(5.62)
	(2) Diluted (in Rs.)		**15.34**	(5.62)

See accompanying notes 1 to 38 to the financial statements

In terms of our report attached
For Deloitte Haskins & Sells LLP
Chartered Accountants

A. Bhattacharya
Partner
Kolkata, 23rd May, 2017

A. Sengupta
Vice President & CFO

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P. K. Sen *(DIN 00160160)*
Directors

Statement of changes in equity

for the year ended 31st March, 2017

A. Equity Share Capital*

(Rs. in Millions)

	Balance at the beginning of the reporting period	Changes in equity share capital during the year	Balance at the end of the reporting period
For the fifteen months period ended 31st March, 2016	216.00	—	216.00
For the year ended 31st March, 2017	216.00	—	216.00

*Also refer note 17

B. Other Equity

(Rs. in Millions)

	Reserves and Surplus						Total
	Capital Reserve	Development Rebate Reserve	Development Allowance Reserve	Investment Allowance (Utilised) Reserve	General Reserve	Retained Earnings	
Balance as at 1st January, 2015	13.56	0.99	0.98	0.90	1,855.34	890.48	2,762.25
Profit/(Loss) for the fifteen months period	—	—	—	—	—	(121.40)	(121.40)
Other Comprehensive Income (net of tax)	—	—	—	—	—	(4.63)	(4.63)
Total Comprehensive Income for the fifteen months period	—	—	—	—	—	**(126.03)**	**(126.03)**
Dividends							
- Ordinary Dividend [Rs. 4.50 per share]	—	—	—	—	—	(97.20)	(97.20)
Income tax on Dividend paid	—	—	—	—	—	(19.43)	(19.43)
Transfer to retained earnings from General Reserves	—	—	—	—	(200.00)	200.00	—
Balance as at 31st March, 2016	**13.56**	**0.99**	**0.98**	**0.90**	**1,655.34**	**847.82**	**2,519.59**
Profit for the year	—	—	—	—	—	331.32	331.32
Other Comprehensive Income (net of tax)	—	—	—	—	—	(44.09)	(44.09)
Total Comprehensive Income for the year	—	—	—	—	—	**287.23**	**287.23**
Dividends							
- Ordinary Dividend [Rs. 4.00 per share]	—	—	—	—	—	(86.40)	(86.40)
Income tax on Dividend paid	—	—	—	—	—	(17.59)	(17.59)
Balance as at 31st March, 2017	**13.56**	**0.99**	**0.98**	**0.90**	**1,655.34**	**1,031.06**	**2,702.83**

The directors recommended a dividend of Rs.4.50 per share (for the fifteen months period ended 31st March, 2016 - Rs. 4.00 per share) be paid on fully paid equity shares. This equity dividend is subject to approval by shareholders at the Annual General Meeting and has not been included as a liability in these financial statements. The total estimated equity dividend to be paid is Rs. 97.20 Millions (for the fifteen months period ended 31st March, 2016 - Rs. 86.40 Millions). Income tax on proposed dividend being Rs. 19.79 Millions (for the fifteen months period ended 31st March, 2016 - Rs. 17.59 Millions) has also not been included as a liability in these financial statements.

Nature and Purpose of Reserves and Surplus:

A. Capital Reserve: This reserve repesents the excess of net assets taken over by the Company over the consideration paid for business combinations. This includes Rs. 3.88 Millions on account of pre-acquisition profit.
B. Development Rebate Reserve: Transferrred from pre-merger reserves.
C. Development Allowance Reserve: Transferrred from pre-merger reserves.
D. Investment Allowance (Utilised) Reserve: Transferrred from pre-merger reserves.
E. General Reserve: This reserve represents appropriations of profits made from retained earnings and can be distributed / utilized by the Company in accordance with the Companies Act, 2013.
F. Retained Earnings: This reserve represents the cumulative profits as well as remeasurement of defined benefit plans and can be distributed / utilized by the Company in accordance with the Companies Act, 2013.

See accompanying notes 1 to 38 to the financial statements

In terms of our report attached
For Deloitte Haskins & Sells LLP
Chartered Accountants

A. Bhattacharya
Partner
Kolkata, 23rd May, 2017

A. Sengupta
Vice President & CFO

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On behalf of the Board
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K. Sinha *(DIN 00123811)*
P. K. Sen *(DIN 00160160)*
Directors

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2017

			For the year ended 31st March, 2017 (Rs. in Millions)		For the fifteen months period ended 31st March, 2016 (Rs. in Millions)
A.	**CASH FLOWS FROM OPERATING ACTIVITIES:**				
	PROFIT BEFORE TAX		**488.99**		28.45
	Adjustments for:				
	Depreciation and amortization expense	**136.80**		210.44	
	Finance costs	**13.38**		26.11	
	Allowance for Doubtful Receivables & Advances	**0.70**		8.02	
	Trade Receivables / Advances Written Off	**—**		18.18	
	Interest Income on financial assets at Amortised Cost	**(4.41)**		(9.34)	
	Other non-operating income (Liabilities no longer required written back)	**(2.53)**		(20.94)	
	Net Foreign Exchange Loss	**1.47**		0.99	
	Gain on disposal of investments carried at fair value through profit or loss	**(0.16)**		(5.21)	
	Net Gain arising on financial assets mandatorily measured at FVTPL	**(2.84)**		—	
	Net Loss arising on financial assets designated at FVTPL	**0.02**		—	
	(Gain) / Loss on disposal of property, plant and equipment	**0.89**		(0.37)	
	Changes in fair value of biological assets - non-current	**0.87**		2.91	
			144.19		230.79
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		**633.18**		259.24
	Adjustments for:				
	Trade Receivables, Loans, Other Financial Assets and Other assets	**(11.33)**		538.70	
	Inventories	**174.85**		97.14	
	Trade Payables, Other Financial Liabilities, Provisions and Other liabilities	**(99.58)**		(136.71)	
			63.94		499.13
	CASH GENERATED FROM OPERATIONS		**697.12**		758.37
	Income taxes paid		**(93.94)**		(75.19)
	NET CASH FROM OPERATING ACTIVITIES		**603.18**		683.18
B.	**CASH FLOWS FROM INVESTING ACTIVITIES**				
	Payments for Property, Plant and Equipment		**(278.32)**		(419.37)
	Payments for Biological Assets - Non-current		**—**		(2.28)
	Proceeds from disposal of Property, Plant and Equipment		**0.93**		2.33
	Restricted deposits with banks (placed)/realised		**14.34**		(1.11)
	Purchase of Current Investments		**(445.00)**		(740.72)
	Sale of Current Investments		**305.16**		745.93
	Interest Received		**5.15**		9.78
	NET CASH USED IN INVESTING ACTIVITIES		**(397.74)**		(405.44)
C.	**CASH FLOWS FROM FINANCING ACTIVITIES**				
	Net Decrease in working capital facilities from banks		**—**		(79.47)
	Interest Paid		**(13.38)**		(27.16)
	Dividend Paid		**(86.16)**		(96.46)
	Income Tax on Dividend Paid		**(17.59)**		(19.43)
	NET CASH USED IN FINANCING ACTIVITIES		**(117.13)**		(222.52)
	NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS		**88.31**		55.22
	OPENING CASH AND CASH EQUIVALENTS (Note 15)		**79.31**		24.09
	CLOSING CASH AND CASH EQUIVALENTS (Note 15)		**167.62**		79.31

See accompanying notes 1 to 38 to the financial statements

In terms of our report attached
For Deloitte Haskins & Sells LLP
Chartered Accountants

A. Bhattacharya
Partner
Kolkata, 23rd May, 2017

A. Sengupta
Vice President & CFO

S. Banerjee
Sr. General Manager & Company Secretary

On behalf of the Board
A. N. Singh *(DIN 00620929)*
Managing Director & CEO
S. Kaul *(DIN 00150593)*
S.Walker *(DIN 07225692)*
K. Sinha *(DIN 00123811)*
P. K. Sen *(DIN 00160160)*
Directors

NOTES TO THE FINANCIAL STATEMENTS

1. Company Overview

Goodricke Group Limited is engaged in the manufacture and cultivation of tea. The Company operates within 17 tea estates spread across West Bengal and Assam and sells bulk tea both in domestic and international markets. The Company also produces Instant Tea at its plant located in Dooars, West Bengal primarily for the international market and has got a strong presence in Packet Tea domestic market through its various Brands. The Company is a public listed company and listed on the Bombay Stock Exchange (BSE).

2. Statement of Compliance

These financial statements, for the year ended 31st March 2017, have been prepared in accordance with Indian Accounting Standards (Ind ASs) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules 2016. The Company has voluntarily adopted Ind AS from 1st April, 2016.

Up to the period ended 31st March 2016, the Company prepared its financial statements in accordance with the requirements of previous GAAP, which includes Standards notified under the Companies (Accounting Standards) Rules, 2006. These are the Company's first Ind AS financial statements. The date of transition to Ind AS is 1st January 2015. Refer Note 3(R) for details of first time adoption exemptions availed by the Company.

In the previous year, to align with the provisions of Section 2(41) of the Companies Act, 2013, the Company had prepared its Financial Statements for a period of 15 months commencing from 1st January 2015. Therefore, the comparative amounts presented in the Statement of Profit and Loss are not entirely comparable.

3. Significant Accounting Policies

A. Basis of Preparation and presentation

The financial statements have been prepared on the historical cost basis except for certain items which are measured at fair value at the end of each reporting period, as explained in the accounting policies given below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for leasing transactions that are within the scope of Ind AS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period; they are recognised in the period of the revision and future periods if the revision affects both current and future periods.

B. Operating Cycle

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 III to the Companies Act, 2013 and Ind AS 1.The Company has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

C. Property, Plant & Equipment

(i) Tangible Assets (Other than Bearer Plants)

Property, Plant &Equipment are stated at cost less accumulated depreciation and accumulated impairment losses. Cost is inclusive of incidental expenses related to acquisition. Borrowing costs attributable to the construction or production of qualifying assets are capitalized. Expenses for the repair of property, plant and equipment are charged against income when incurred.

Land is not depreciated.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Depreciation of these assets, are on the same basis as other property assets, and commences when the assets are ready for their intended use.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in profit or loss.

Items of Property, Plant and Equipment are depreciated in a manner that amortises the cost of the assets less its residual value, over their useful lives on a straight line basis. Estimated useful lives of the assets are as follows-

Buildings	30-60 years
Plant and equipment	5-18 years
Furniture and fixtures	10 years
Vehicles	6-8 years

The above estimated useful lives are also as specified in Schedule II of the Companies Act, 2013.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period and the effect of any changes in estimate is accounted for on a prospective basis.

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment (other than bearer plants) recognised as of 1st January 2015 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost.

(ii) Bearer Plants

Bearer plants comprising of mature tea bushes and shade trees are stated at cost less accumulated depreciation and accumulated impairment losses.

Immature bearer plants, including the cost incurred for procurement of new seeds and maintenance of nurseries, are carried at cost less any recognized impairment losses under capital work-in-progress. Cost includes the cost of land preparation, new planting and maintenance of newly planted bushes until maturity. On maturity, these costs are classified under bearer plants. Depreciation of bearer plants commence on maturity.

Costs incurred for infilling including block infilling are generally recognized in the Statement of Profit and Loss unless there is a significant increase in the yield of the sections, in which case such costs are capitalized and depreciated over the remaining useful life of the respective sections.

Depreciation on bearer plants is recognised so as to write off its cost over useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any change in estimate accounted for on a prospective basis.

Estimated useful lives of the bearer plants has been determined to be 50 years.

On transition to Ind AS, the Company has recognised bearer plants for the first time as required by Ind AS 101 at fair value as of 1st January, 2015 (transition date) and used the fair value as deemed cost.

D. Intangible Assets

Intangible assets of the company comprise acquired computer software having a finite life. 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 and is amortised across a period not exceeding 5 years. Expenses incurred on upgradation / enhancements is charged off as revenue expenditure unless they bring similar significant additional benefits.

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its intangible assets recognised as of 1st January 2015 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost.

E. Research and Development

Research and Development expenditure of revenue nature is written off in the statement of profit and loss as incurred. Such expenditure is capitalised as intangible assets only if it meets the criteria of an intangible asset. Internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses.

F. Impairment of Assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible (Bearer Plant) and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

An impairment loss is recognized for the amount by which the carrying amount of the asset exceeds its recoverable amount, which is the higher of an asset's net selling price and its value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cashflows.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If impairment is no longer justified in future periods due to a recovery in assets' fair value or value in use, the impairment reserve is reversed.

G. Biological Assets and Agricultural Produce

(i) Biological Assets

Biological assets of the Company comprises of unharvested green tea leaves that are classified as current biological assets and livestock for breeding purpose, classified as non-current biological assets.

The Company recognizes biological assets when, and only when, the Company controls the assets as a result of past events, it is probable that future economic benefits associated with such assets will flow to the Company and the fair value or cost of the assets can be measured reliably. Expenditure incurred on biological assets are measured on initial recognition and at the end of each reporting period at its fair value less costs to sell. The gain or loss arising from a change in fair value less costs to sell of biological assets are included in statement of profit and loss for the period in which it arises.

On transition to Ind AS the Company has recognised biological assets for the first time as required by Ind AS 101 at fair value less cost to sell as at 1st January, 2015 (transition date).

(ii) Agricultural Produce

The Company recognizes agricultural produce when, and only when, the Company controls the assets as a result of past events, it is probable that future economic benefits associated with such assets will flow to the Company and the fair value or cost of the assets can be measured reliably. Agricultural produce harvested from the Company's biological assets are valued at fair value less cost to sell at the point of harvest. A gain or loss arising on initial recognition of agricultural produce at fair value less costs to sell shall be included in Statement of profit and loss for the period in which it arises.

The Company's agricultural produce comprises of green leaves plucked from its tea estates.

H. Inventories

Inventories are stated at the lower of cost and net realisable value. Finished goods produced from agricultural produce are valued at lower of cost arrived at by adding the cost of conversion to the fair value of agricultural produce and the net realizable value. Net realizable value represents the estimated selling price for inventories less all selling costs.
Provision is made for obsolete, slow moving and defective inventories, whenever necessary.

I. Foreign Currency Transactions

The presentation currency of the Company is Indian Rupees. Transactions in foreign currency are accounted for at the exchange rate prevailing on the transaction date. Monetary 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.

J. Financial instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the relevant instrument and are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issues of financial assets and financial liabilities (other than financial assets and financial liabilities measured at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial assets or financial liabilities. Purchase or sale of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date when the Company commits to purchase or sell the asset.

(i) Financial Assets

Recognition and Classification

The financial assets are classified at initial recognition in the following measurement categories as:

- those subsequently measured at amortised cost.
- those to be subsequently measured at fair value [either through other comprehensive income (OCI), or through profit or loss]

Subsequent Measurement

- Financial assets measured at amortised cost - Financial assets which are held within the business model of collection of contractual cash flows and where those cash flows represent payments solely towards principal and interest on the principal amount outstanding are measured at amortized cost. A gain or loss on a financial asset that is measured at amortised cost and is not a part of hedging relationship is recognised in profit or loss when the asset is derecognized or impaired.
- Financial assets measured at fair value through other comprehensive income - Financial assets that are held within a business model of collection of contractual cash flows and for selling and where the assets' cash flow represents solely payment of principal and interest on the principal amount outstanding are measured at fair value through OCI. Movements in carrying amount are taken through OCI, except for recognition of impairment gains or losses. When a financial asset, other than investment in equity instrument, is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to statement of profit and loss.

  Classification of equity instruments, not being investments in subsidiaries, associates and joint arrangements, depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through OCI. When investment in such equity instrument is derecognized, the cumulative gains or losses recognized in OCI is transferred within equity on such derecognition.
- Financial assets measured at fair value through profit or loss - Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. Movements in fair value of these instruments are taken in profit or loss.

Impairment of financial assets

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Impairment losses are recognized in the profit or loss where there is an objective evidence of impairment based on reasonable and supportable information that is available without undue cost or effort. For all financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. The Company recognizes loss allowances on trade receivables when there is objective evidence that the Company will not be able to collect all the due amounts depending on product categories and the payment mechanism prevailing in the industry.

Income recognition on financial assets

Interest income from financial assets is recognised in profit or loss using effective interest rate method, where applicable. Dividend income is recognized in profit or loss only when the Company's right to receive payments is established and the amount of dividend can be measured reliably.

(ii) Financial Liabilities

Financial liabilities are classified according to the substance of the contractual arrangements entered into. Financial liabilities are classified, at initial recognition, as subsequently measured at amortized cost unless they fulfill the requirement of measurement at fair value through profit or loss. Where the financial liability has been measured at amortised cost, the difference between the initial carrying amount of the financial liabilities and their redemption value is recognized in the statement of profit and loss over the contractual terms using the effective interest rate method. Financial liabilities at fair value through profit or loss are carried at fair value with changes in fair value recognized in the finance income or finance cost in the statement of profit or loss.

(iii) Derecognition of financial assets and financial liabilities

Financial assets are derecognized when the rights to receive benefits have expired or been transferred, and the Company has transferred substantially all risks and rewards of ownership of such financial asset. Financial liabilities are derecognized when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

(iv) Offsetting of financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

K. Revenue from sale of products

Revenue is measured at the fair value of the consideration received or receivable and is net off returns and discounts.

Revenue from the sale of goods includes excise and other duties which the Company pays as principal but excludes amounts collected on behalf of third parties, such as sales tax and value added tax.

Revenue from the sales of goods is recognised in the income statement when the goods are delivered to customers for domestic sales or when delivered to a carrier for export sales, which is when title and risks and rewards of ownership pass to the customer.

L. Government Grant

Government grants are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants are recognised in the statement of profit or loss on a systematic basis over the periods in which the Company recognises the related costs for which the grants are intended to compensate. Government grants whose primary condition is that the Company should purchase, construct or otherwise acquire non - current assets are recognised as deferred revenue in the Balance Sheet and transferred to the profit or loss on a systematic and rational basis over the useful lives of the related assets.

M. Employee 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. Gain or Loss on account of remeasurements are recognised immediately through Other Comprehensive Income in the period in which they occur.

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 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.

N. Leases

Leases are recognised as a finance lease whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Rentals payable under operating leases are charged to the statement of profit and loss on a straight-line basis over the term of the relevant lease unless the payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

O. Taxes on Income

Taxes on income comprises of current taxes and deferred taxes. Current tax in the statement of profit and loss is provided as the amount of tax payable in respect of taxable income for the period using tax rates and tax laws enacted during the period, together with any adjustment to tax payable in respect of previous years.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

P. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking in to account the risks and uncertainties surrounding the obligation.

Q. Operating Segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker (CODM). The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Chief Executive Officer.

R. First time adoption -optional exemptions:

Ind AS 101 mandates certain exceptions and allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemption:

Property, plant and equipment (other than bearer plants) and intangible assets were carried in the balance sheet prepared in accordance with previous GAAP on 31st December, 2014. Under Ind AS, the Company has elected to regard such carrying values as at 31st December 2014 as deemed cost at the date of transition i.e., 1st January, 2015.

In respect of bearer plants, the Company had fair valued its bearer plants on the date of transition and recognised such fair value as deemed cost, with a corresponding impact in retained earnings. Such bearer plants are recognised for the first time on the date of transition pursuant to adoption of Ind AS 16 and Ind AS 41.

4. Key sources of estimation uncertainty

The following are the key assumptions concerning the future and other key sources of estimating uncertainty as at the balance sheet date that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

A. Useful lives of property, plant and equipment

The Company has adopted the useful lives as specified in Schedule II of the Companies Act, 2013 for property, plant and equipment other than for bearer plants. For bearer plants, it has determined the useful life to be 50 years. The Company reviews the estimated useful lives at the end of each reporting period. Such useful lives depend upon various factors such as usage, maintenance practices etc. and can involve estimation uncertainty. Changes in the expected level of usage and technological developments could impact the economic useful lives and the residual values of these assets, therefore, future depreciation charges could be revised. The carrying amount of the Company's Property, Plant and Equipment at the balance sheet date is disclosed in Note 5A to the financial statements.

B. Impairment of property, plant and equipment

An impairment exists when the carrying value of an asset exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The fair value less costs to sell calculation is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing the asset. The value in use calculation is based on a discounted cash flow model and requires the Company to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

C. Fair value measurements and valuation processes

Some of the Company's assets are measured at fair value for financial reporting purposes.

Significant estimates are used in fair valuation of Bearer Plants and biological assets (unharvested green leaves)

For bearer plants, the Company has used fair value as determined by third party qualified valuer. The valuer has considered observable market inputs such as sale prices and historical information of past production. The key assumptions considered here is sensitive. Reasonable shifts in assumptions including but not limited to increase or decrease in sale prices and production which is dependent on favourable weather conditions would result in increase or decrease to the fair value of bearer plants considered as of 1st January 2015 as deemed cost.

For unharvested green leaves, since their is no active market, the fair value is arrived at based on the observable market prices of made tea adjusted for manufacturing cost.

D. Employee Defined Benefit Plans

The determination of Company's liability towards defined benefit obligations to employees is made through independent actuarial valuation including determination of amounts to be recognized in the income statement and in the other comprehensive income. Such valuation depend upon assumptions determined after taking into account inflation, promotion and other relevant factors such as supply and demand factors in the employment market.

(Rs in Millions)

Particulars	Gross Block: As at 1st January, 2015 (Note 1)	Additions	Disposals and adjustments	As at 31st March, 2016	Additions	Disposals and adjustments	As at 31st March, 2017	Depreciation and Amortisation: Upto 1st January, 2015	For the period	On Disposal and adjustments	Upto 31st March, 2016	For the year	On Disposals and adjustments	Upto 31st March, 2017	Net Book Value: As at 31st March, 2017	As at 31st March, 2016	As at 1st January, 2015
5A. Property, plant and equipment																	
Land	0.37	—	—	0.37	—	—	0.37	—	—	—	—	—	—	—	0.37	0.37	0.37
Buildings	472.35	53.71	(3.21)	529.27	37.82	—	567.09	—	51.04	(0.89)	51.93	24.91	—	76.84	490.25	477.34	472.35
Plant and Equipment	396.24	93.16	3.82	485.58	35.50	—	521.08	—	73.35	1.03	72.32	41.00	—	113.32	407.76	413.26	396.24
Furniture and Fixtures	14.81	2.22	1.43	15.60	2.16	0.01	17.75	—	4.59	0.20	4.39	1.95	0.01	6.33	11.42	11.21	14.81
Vehicles	45.84	22.72	1.77	66.79	13.35	1.51	78.63	—	12.83	0.62	12.21	9.57	0.64	21.14	57.49	54.58	45.84
Office equipment	3.17	1.79	(2.26)	7.22	1.28	—	8.50	—	2.03	(0.27)	2.30	1.50	—	3.80	4.70	4.92	3.17
Bearer Plants	997.52	197.33	1.97	1,192.88	124.68	4.44	1,313.12	—	66.26	0.85	65.41	57.48	3.49	119.40	1,193.72	1,127.47	997.52
Total	**1,930.30**	**370.93**	**3.52**	**2,297.71**	**214.79**	**5.96**	**2,506.54**	—	**210.10**	**1.54**	**208.56**	**136.41**	**4.14**	**340.83**	**2,165.71**	**2,089.15**	**1,930.30**
5B. Capital work-in-progress															**370.64**	**325.46**	**290.56**
5C. Other Intangible Assets (acquired)																	
Computer Software	0.35	1.35	—	1.70	0.64	—	2.34	—	0.34	—	0.34	0.39	—	0.73	1.61	1.36	0.35
Total	**0.35**	**1.35**	—	**1.70**	**0.64**	—	**2.34**	—	**0.34**	—	**0.34**	**0.39**	—	**0.73**	**1.61**	**1.36**	**0.35**

Notes:

1. Represents deemed cost on transition to Ind AS. Refer Note 3.R on First Time Adoption. Also refer Note 2 below.
2. For bearer plants, the Company has used fair value as on 1st January 2015 (Opening Ind AS Balance Sheet) as deemed cost. As a result,
   a) the aggregate fair values considered in 'Property, Plant & Equipment' is Rs 997.52 millions with consequential adjustments of Rs. 928.99 millions in the carrying amount reported under previous GAAP.
   b) the aggregate fair values considered in 'Capital work in progress' is Rs 229.79 millions with consequential adjustments of same amount in the carrying amount reported under previous GAAP.
3. The amount of expenditures recognised in the carrying amount in the course of construction is Rs. 37.82 millions (2016 - Rs. 53.71 millions)
4. The amortisation expense of other intangible assets have been included under 'Depreciation and Amortisation Expense' in Statement of Profit and Loss.

Notes to the Financial Statements

6. Biological Assets other than bearer plants

	As at 31st March, 2017 (Rs. in millions)		As at 31st March, 2016 (Rs. in millions)		As at 1st January, 2015 (Rs. in millions)	
	Current	Non-current	Current	Non-current	Current	Non-current
As at Opening date	22.52	2.27	—	3.21	—	3.54
Increase due to purchases / physical changes	18.59	—	22.52	2.28	—	0.11
Decreases due to harvest / physical changes	(22.52)	—	—	—	—	—
Decreases due to sales / write off	—	—	—	(0.31)	—	(0.15)
Net change in fair value less estimated costs to sell	—	(0.87)	—	(2.91)	—	(0.29)
As at Closing date	18.59	1.40	22.52	2.27	—	3.21

7. Non-current investments

	As at 31st March, 2017 (Rs. in millions)		As at 31st March, 2016 (Rs. in millions)		As at 1st January, 2015 (Rs. in millions)	
	Quoted	Unquoted	Quoted	Unquoted	Quoted	Unquoted
INVESTMENT IN EQUITY INSTRUMENTS						
(at fair value through profit or loss)						
ABC Tea Workers Welfare Services						
20000 Equity Shares of Rs. 10 each, fully paid (Cost Rs 0.20 millions)	—	—	—	0.01	—	0.01
Duncan Industries Limited						
442 Equity Shares of Rs. 10 each, fully paid (Cost Rs 0.66 millions)	—	—	0.01	—	0.01	—
Aggregate amount of quoted and unquoted Investments	—	—	0.01	0.01	0.01	0.01
TOTAL		—		0.02		0.02
Aggregate market value of quoted investments	—	—	0.00	—	0.01	—

8. Loans

	As at 31st March, 2017 (Rs. in millions)		As at 31st March, 2016 (Rs. in millions)		As at 1st January, 2015 (Rs. in millions)	
	Current	Non-current	Current	Non-current	Current	Non-current
Other Loans						
Loans to employees						
- Unsecured, considered good	3.96	18.37	4.40	15.50	3.46	19.76
TOTAL	3.96	18.37	4.40	15.50	3.46	19.76

Notes to the Financial Statements

9. Other Financial assets

	As at 31st March, 2017 (Rs. in millions)		As at 31st March, 2016 (Rs. in millions)		As at 1st January, 2015 (Rs. in millions)	
	Current	**Non-current**	Current	Non-current	Current	Non-current
(A) Margin Money deposits with more than 12 months maturity*	**—**	**4.48**	—	7.90	—	27.14
(B) Other Financial assets						
Deposits with NABARD	**37.48**	**—**	20.64	—	48.04	—
Other deposits	**15.55**	**—**	12.51	—	11.57	—
Interest accrued on Loans, Deposits etc.	**6.70**	**—**	7.44	—	7.88	—
Other Receivables#	**26.79**	**—**	10.47	—	7.10	—
TOTAL	**86.51**	**4.48**	51.06	7.90	74.59	27.14

* Kept with banks for issuing bank guarantee
# Others comprise gratuity recoverable from fund and export benefits receivable.

10. Non-current Tax Assets (Net)

	As at 31st March, 2017 (Rs. in millions)	As at 31st March, 2016 (Rs. in millions)	As at 1st January, 2015 (Rs. in millions)
(A) Advance taxation (net of provisions Rs. 1945.66 Millions (2016- Rs. 1802.66 Millions, 2015- Rs. 1802.66 Millions))	**38.29**	87.35	12.16
TOTAL	**38.29**	87.35	12.16

11. Other Assets

	As at 31st March, 2017 (Rs. in millions)		As at 31st March, 2016 (Rs. in millions)		As at 1st January, 2015 (Rs. in millions)	
	Current	**Non-current**	Current	Non-current	Current	Non-current
Capital Advances	**—**	**24.19**	—	16.11	—	17.78
Advances to suppliers other than capital advances	**46.08**	**—**	36.79	—	62.98	—
Security Deposits	**—**	**27.73**	—	21.00	—	12.57
Other Advances (including advances with statutory authorities, prepaid expenses, employee etc.)	**54.94**	**—**	43.63	—	29.80	—
TOTAL	**101.02**	**51.92**	80.42	37.11	92.78	30.35

Notes to the Financial Statements

12. Inventories

(At lower of cost and net realisable value)

	As at 31st March, 2017 (Rs. in millions)	As at 31st March, 2016 (Rs. in millions)	As at 1st January, 2015 (Rs. in millions)
Raw materials	**497.90**	594.70	681.24
Finished goods	**540.13**	617.20	720.89
Packing materials	**81.97**	63.07	76.73
Stores and Spares	**196.27**	216.15	109.40
TOTAL	**1,316.27**	1,491.12	1,588.26
The above includes goods in transit as under:			
Raw materials	**1.65**	13.79	17.34
TOTAL	**1.65**	13.79	17.34

The cost of inventories recognised as an expense is Rs. 5806.56 Millions (during 2015-16: Rs. 6539.26 Millions) and includes Rs. 13.33 Millions (during 2015-16: Rs. 1.82 Millions) in respect of write-downs of inventory to net realisable value.

13. Current investments (at fair value through profit or loss)

	As at 31st March, 2017 (Rs. in millions) Unquoted	As at 31st March, 2016 (Rs. in millions) Unquoted	As at 1st January, 2015 (Rs. in millions) Unquoted
INVESTMENT IN MUTUAL FUNDS			
SBI Premier Liquid Fund - Direct Plan - Growth 55967 Units (2016 - Nil, 2015 - Nil) of Rs. 2552 each	**142.85**	—	—
TOTAL	**142.85**	—	—

14. Trade Receivables

	As at 31st March, 2017 (Rs. in millions)	As at 31st March, 2016 (Rs. in millions)	As at 1st January, 2015 (Rs. in millions)
Unsecured, considered good	**304.32**	357.19	914.93
Doubtful	**9.66**	11.77	15.83
	313.98	368.96	930.76
Less: Allowance for doubtful receivables	**9.66**	11.77	15.83
TOTAL	**304.32**	357.19	914.93

Notes to the Financial Statements

15. Cash and cash equivalents

	As at 31st March, 2017 (Rs. in millions)	As at 31st March, 2016 (Rs. in millions)	As at 1st January, 2015 (Rs. in millions)
Balances with Banks			
Current accounts	**133.62**	64.07	16.65
Margin Money deposits#	**10.76**	4.48	0.03
Cash on hand	**23.24**	10.76	7.41
TOTAL	**167.62**	79.31	24.09

Cash and cash equivalents include cash on hand, cash at bank and deposits with banks with original maturity of 3 months or less.
kept with bank for issuing bank guarantee

16. Other bank balances

	As at 31st March, 2017 (Rs. in millions)	As at 31st March, 2016 (Rs. in millions)	As at 1st January, 2015 (Rs. in millions)
Earmarked balances			
Margin Money deposits*	**15.56**	26.73	7.12
For unpaid dividend	**5.58**	5.34	4.60
TOTAL	**21.14**	32.07	11.72

* Represents deposits kept with bank for issuing bank guarantee with original maturity of more than 3 months having remaining maturity of less than 12 months from the balance sheet date.

17. Equity share capital

	As at 31st March, 2017 (No. of Shares)	As at 31st March, 2017 (Rs in Millions)	As at 31st March, 2016 (No. of Shares)	As at 31st March, 2016 (Rs in Millions)	As at 1st January, 2015 (No. of Shares)	As at 1st January, 2015 (Rs in Millions)
Authorised						
Equity Shares of Rs. 10.00 each	22,000,000	220.00	22,000,000	220.00	22,000,000	220.00
Issued and Subscribed						
Equity Shares of Rs. 10.00 each, fully paid	21,600,000	216.00	21,600,000	216.00	21,600,000	216.00
A) Reconciliation of number of Equity Shares outstanding						
As at beginning and at the end of the year	21,600,000	216.00	21,600,000	216.00		

B) Shareholders holding more than 5% of the Equity Shares in the Company

	As at 31st March, 2017 (No. of Shares)	As at 31st March, 2017 %	As at 31st March, 2016 (No. of Shares)	As at 31st March, 2016 %	As at 1st January, 2015 (No. of Shares)	As at 1st January, 2015 %
Assam Dooars Investment Limited*	10,389,600	48.10	10,389,600	48.10	10,389,600	48.10
Western Dooars Investment Limited*	5,594,400	25.90	5,594,400	25.90	5,594,400	25.90

*Subsidiaries of Camellia Plc, the ultimate holding Company

C) Rights, preferences and restrictions attached to the Ordinary 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.

Notes to the Financial Statements

18. Provisions

	As at 31st March, 2017 (Rs. in millions)		As at 31st March, 2016 (Rs. in millions)		As at 1st January, 2015 (Rs. in millions)	
	Current	**Non-current**	Current	Non-current	Current	Non-current
Provision for employee benefits						
-Retirement Benefits						
Gratuity	**93.56**	**—**	72.69	—	199.04	—
Pension	**—**	**—**	28.12	—	2.77	—
Medical	**5.29**	**92.85**	5.10	86.22	2.06	86.88
Provident Fund	**5.22**	**—**	5.06	—	4.65	—
-Other benefits						
Leave encashment	**5.48**	**25.08**	5.02	22.06	4.14	15.43
TOTAL	**109.55**	**117.93**	115.99	108.28	212.66	102.31

19. Deferred tax liabilities (Net)

	As at 31st March, 2017 (Rs. in millions)	As at 31st March, 2016 (Rs. in millions)	As at 1st January, 2015 (Rs. in millions)
Deferred tax liabilities	**542.40**	505.80	420.56
Deferred tax assets	**(82.10)**	(39.57)	(102.28)
Total	**460.30**	466.23	318.28

Movement in deferred tax (liabilities) / assets balances

(Rs in Millions)

2016-17	Opening Balance as on 1st April, 2016	Recognized in profit or loss	Recognized in OCI	Closing Balance as on 31st March, 2017
Deferred Tax (liabilities)/assets in relation to :				
On fiscal allowances on property, plant and equipment, etc.	(460.69)	(65.76)	—	(526.45)
On fair value movement of investments	—	(0.90)	—	(0.90)
On biological asset fair value	(7.53)	1.16	—	(6.37)
On Inventory fair value disallowance	(37.58)	28.90	—	(8.68)
Total deferred tax liabilities	**(505.80)**	**(36.60)**	—	**(542.40)**
On employee benefits etc	28.76	19.97	20.60	69.33
On provision for doubtful debts/advances	3.57	(0.49)	—	3.08
Other timing differences	7.24	2.45	—	9.69
Total deferred tax assets	**39.57**	**21.93**	**20.60**	**82.10**
Deferred tax liabilities (Net)	**(466.23)**	**(14.67)**	**20.60**	**(460.30)**
2015-16	**Opening Balance as on 1st January, 2015**	**Recognized in profit or loss**	**Recognized in OCI**	**Closing Balance as on 31st March, 2016**
Deferred Tax (liabilities)/assets in relation to :				
On fiscal allowances on property, plant and equipment, etc.	(419.55)	(41.14)	—	(460.69)
On biological asset fair value	(1.01)	(6.52)	—	(7.53)
On Inventory fair value disallowance	—	(37.58)	—	(37.58)
Other timing differences	—	—	—	—
Total deferred tax liabilities	**(420.56)**	**(85.24)**	—	**(505.80)**
On employee benefits etc	84.72	(57.86)	1.90	28.76
On provision for doubtful debts/advances	5.00	(1.43)	—	3.57
On Inventory fair value disallowance	12.56	(12.56)	—	—
Other timing differences	—	7.24	—	7.24
Total deferred tax assets	**102.28**	**(64.61)**	**1.90**	**39.57**
Deferred tax liabilities (Net)	**(318.28)**	**(149.85)**	**1.90**	**(466.23)**

20. Other Liabilities

	As at 31st March, 2017 (Rs. in millions)	As at 31st March, 2016 (Rs. in millions)	As at 1st January, 2015 (Rs. in millions)
Non Current			
Deferred income related to Government Grants	**29.47**	23.03	—
Deposits from Employees	**4.46**	4.94	5.15
Total Non-Current liabilities	**33.93**	27.97	5.15
Current			
Statutory tax liabilities	**38.04**	42.13	43.48
Advances received from customers	**82.29**	74.18	89.82
Deferred income related to Government Grants	**0.97**	0.82	—
Other payables	**11.45**	9.89	10.04
Total Current liabilities	**132.75**	127.02	143.34

21. Current Borrowings

	As at 31st March, 2017 (Rs. in millions)	As at 31st March, 2016 (Rs. in millions)	As at 1st January, 2015 (Rs. in millions)
Secured			
Loans from Banks			
Working capital loans repayable on demand	**—**	—	79.47
TOTAL	**—**	—	**79.47**

Working Capital Loans 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.

Notes to the Financial Statements

22. Trade Payables

	As at 31st March, 2017 (Rs. in millions)	As at 31st March, 2016 (Rs. in millions)	As at 1st January, 2015 (Rs. in millions)
Trade payable for supplies*	**531.54**	560.54	634.53
Trade payable for employees	**440.20**	450.78	481.76
TOTAL	**971.74**	1,011.32	1,116.29

* Also refer Note 30.6

23. Other Financial liabilities

	As at 31st March, 2017 (Rs. in millions)	As at 31st March, 2016 (Rs. in millions)	As at 1st January, 2015 (Rs. in millions)
Current			
Interest accrued	**—**	—	1.05
Unpaid dividend	**5.58**	5.34	4.60
Deposits	**6.04**	5.47	4.89
Other Payables			
Payable towards purchase of property, Plant and equipment	**9.43**	19.07	32.93
Others	**48.62**	61.93	24.46
Total Current Financial liabilities	**69.67**	91.81	67.93

24. Revenue from operations

	For the year ended 31st March, 2017 (Rs. in Millions)	For the fifteen months period ended 31st March, 2016 (Rs. in Millions)
Sale of Products* (including excise duty and cess Rs 16.54 millions; 2016 - Rs 15.54 millions)	**6,803.69**	7,332.42
TOTAL	**6,803.69**	7,332.42

* Net of sales returns.

Notes to the Financial Statements

25. Other income

	For the year ended 31st March, 2017 (Rs in Millions)	For the fifteen months period ended 31st March, 2016 (Rs in Millions)
Interest income on Financial Assets at Amortised Cost	**4.41**	9.34
Government Grants#	**108.27**	55.61
Other non-operating income	**33.97**	50.63
Other gains and losses*	**(2.24)**	(0.84)
TOTAL	**144.41**	114.74

#Government Grants represents grants received on account of subsidy from tea board and other export incentive schemes.

***Other gains and losses**		
Net Foreign Exchange Gains / (Loss)	**(3.46)**	(3.51)
Gain on disposal of investments carried at fair value through profit or loss	**0.16**	5.21
Net Gain / (Loss) arising on financial assets mandatorily measured at FVTPL	**2.84**	-
Net Gain / (Loss) arising on financial assets designated at FVTPL	**(0.02)**	-
Gain / (Loss) on disposal of property, plant and equipment	**(0.89)**	0.37
Changes in fair value of biological assets - non-current	**(0.87)**	(2.91)
TOTAL	**(2.24)**	(0.84)

26. Employee benefits expense

	For the year ended 31st March, 2017 (Rs. in Millions)	For the fifteen months period ended 31st March, 2016 (Rs. in Millions)
Salaries and wages	**1,680.66**	1,941.00
Contribution to Provident and other funds	**244.34**	276.03
Workmen & Staff welfare expenses	**211.33**	299.32
TOTAL	**2,136.33**	2,516.35

27. Finance costs

	For the year ended 31st March, 2017 (Rs in Millions)	For the fifteen months period ended 31st March, 2016 (Rs in Millions)
Interest expense for financial liabilities not classified as FVTPL	**13.02**	25.61
Interest on Income Tax, etc	**0.36**	0.50
TOTAL	**13.38**	26.11

Notes to the Financial Statements

28. Others Expenses

	For the year ended 31st March, 2017 (Rs in Millions)	For the fifteen months period ended 31st March, 2016 (Rs in Millions)
Consumption of Stores and Spare Parts	**330.37**	397.52
Power and Fuel	**500.65**	594.68
Excise Duty and Cess	**16.54**	15.54
Insurance	**14.59**	18.63
Rent	**28.11**	33.03
Rates and Taxes	**22.89**	22.17
Repairs to Buildings	**30.70**	28.77
Repairs to Machinery	**49.73**	66.45
Advertisement	**25.70**	57.19
Sales Promotion	**94.62**	92.33
Brokerage and Commission	**89.81**	104.33
Warehousing and Packing Charges	**96.87**	104.77
Freight & Shipping Charges	**176.35**	196.41
Other Selling Expenses	**22.47**	23.08
Directors Fees	**0.46**	0.54
Contributions towards Corporate Social Responsibility (See Note 30.4)	**5.50**	7.57
Trade Receivables / Advances Written Off	**—**	18.18
Allowance for Doubtful Receivables & Advances	**0.70**	8.02
Miscellaneous Expenses	**243.51**	317.64
TOTAL	**1,749.57**	2,106.85
Miscellaneous expenses include :		
Auditor's remuneration and expenses *		
For audit	**1.65**	2.32
For Tax audit	**0.50**	1.15
For other services	**2.35**	3.57
For reimbursement of expenses	**0.11**	0.23

* Excluding taxes.

29. Income Tax Expenses

	For the year ended 31st March, 2017 (Rs in Millions)	For the fifteen months period ended 31st March, 2016 (Rs in Millions)
A. Amount recognized in profit and loss		
Current tax		
Income tax for the year		
Current tax	143.00	—
Total Current Tax	143.00	–
Deferred tax		
Deferred tax for the year	14.67	149.85
Total Deferred Tax	14.67	149.85

B. Amount recognised in other comprehensive income

The tax (charge)/credit arising on income and expenses recognised in other comprehensive income is as follows:

	For the year ended 31st March, 2017 (Rs in Millions)	For the fifteen months period ended 31st March, 2016 (Rs in Millions)
Deferred tax		
On items that will not be reclassified to profit or loss		
Remeasurements losses on defined benefit plans	20.60	1.90
TOTAL	20.60	1.90

C. Reconciliation of effective tax rate

The income tax expense for the year can be reconciled to the accounting profit as follows:

	For the year ended 31st March, 2017 (Rs in Millions)	For the fifteen months period ended 31st March, 2016 (Rs in Millions)
Profit before tax	488.99	28.45
Income Tax expense calculated at 34.608% (2016- 30.90%)	169.23	8.79
Effects of:		
– Expenses that are not deductible in determining taxable profit	3.51	5.75
– Additional deduction under Income-tax Act, 1961	(22.03)	(1.01)
– Income that is exempt from taxation	(1.21)	(4.81)
– Adjustment in respect of tax rates*	(6.14)	3.20
– Unrecognised deferred tax assets on tax losses for the year/period	—	156.14
– Others	14.31	(18.21)
Income Tax recognised in profit or loss	157.67	149.85

The tax rate used above is the corporate tax rate payable on taxable profits under the Income Tax Act, 1961.
*The Company's agricultural income is subject to lower tax rates @ 30% under the respective state tax laws.

30. Additional Notes to the Financial Statements

30.1 Contingent liabilities and commitments :

(a) Contingent liabilities

Claims against the Company not acknowledged as debts:

Particulars	**As at 31st March, 2017** (Rs in Millions)	As at 31st March, 2016 (Rs in Millions)	As at 1st January, 2015 (Rs in Millions)
Income Tax Matters (without considering concomitant liability in respect of Agricultural Income Tax)	**77.42**	40.66	56.28
Central Excise Matters	**325.32**	244.38	12.93
Sales Tax Matters	**1.50**	3.49	1.50
Disputed Claims	**2.52**	2.52	2.52

Income Tax matters relate to amounts disputed by the Company in relation to issues of disallowances/additions in computing total income under the Income Tax Act, 1961.

Central Excise and Sales Tax matter relates to amounts disputed by the Company in relation to issues of applicability, classification and determination, as applicable.

Disputed claims relates to third party claims arising from disputes relating to contracts.

Future cash flows if any, in respect of above can not be determined at this stage

(b) Commitments

Estimated amount of contracts remaining to be executed on capital accounts and not provided for Rs. 16.18 Millions (2016 -Rs. 0.74 Millions; 2015 -Rs. 15.91 Millions).

30.2 Earnings per share

	For the year ended 31st March, 2017	For the fifteen months period ended 31st March, 2016
Earnings per share has been computed as under: (a) Profit/(Loss) for the year/period (Rs in Millions)	**331.32**	(121.40)
(b) Weighted average number of Ordinary shares outstanding for the purpose of basic/diluted earnings per share (Nos)	**21,600,000**	21,600,000
(c) Earnings per share on profit for the year/period (Face Value Rs 10.00 per share) - Basic and Diluted [(a)/(b)] (Rs.)	**15.34**	(5.62)

30.3 Research and Development expenses for the year charged to revenue amounts to Rs13.50 Millions (2016 -Rs. 16.05 Millions).

30.4 Corporate Social Responsibility (CSR) - As per Section 135 of the Companies Act, 2013 the Company needs to spend at least 2% of the average net profit earned during the immediately preceding 3 years on CSR activities. The areas for CSR activities identified by the Company are special education for differently abled children, solar project, vocational training for livelihood and environment sustainability.

(a) Gross amount required to be spent by the Company is Rs. 5.43 Millions (2016 Rs 7.04 Millions)

(b) Amount spent during the year/period is Rs 5.50 Millions (2016 Rs 7.57 Millions)

30.5 Employee Benefit Plans:

Defined Contribution Plans

The Company operates defined contribution schemes like provident fund and pension schemes for all qualifying employees. 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.

An amount of Rs. 157.54 Millions (2016 - Rs. 155.44 Millions) has been charged to the Statement of Profit and Loss on account of defined contribution schemes.

Defined Benefit Plans

The Company also operates defined benefit schemes in respect of gratuity, pension, provident fund and post-retirement medical benefit towards its employees. These schemes offer specified benefits to the employees on retirement. The pension benefits and medical benefits are restricted to certain categories of employees. The liabilities arising in the Defined Benefit Schemes are determined in accordance with the advice of independent, professionally qualified actuaries, using the projected unit credit method as at year end. The Company makes regular contributions to these Employee Benefit Plans. Additional contributions are made to these plans as and when required based on actuarial valuation.

Provident Fund, Pension and Gratuity Benefits are funded and Post-Retirement Medical Benefits are unfunded in nature. The funds are administered through approved Trusts, which operate in accordance with the Trust Deeds, Rules and applicable Statutes. The concerned Trusts are managed by Trustees who provide strategic guidance with regard to the management of their investments and liabilities and also periodically review their performance.

Risk Management

The above benefit plans expose the company to actuarial risks such as follows-

(a) Interest rate risk: The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase

(b) Salary inflation risk: Higher than expected increases in salary will increase the defined benefit obligation

(c) Demographic risk: This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

These Plans have a relatively balanced mix of investments in order to manage the above risks. The investment strategy is designed based on the interest rate scenario, liquidity needs of the Plans and pattern of investment as prescribed under various statutes.The Trustees regularly monitor the funding and investments of these Plans. Robust risk mitigation systems are in place to ensure that the health of the portfolio is regularly reviewed and investments do not pose any significant risk of impairment. Pension obligation of the employees is secured by purchasing annuities thereby de-risking the Plans from future payment obligation.

	For the year ended 31st March, 2017 (Rs in Millions)				For the fifteen months period ended 31st March, 2016 (Rs in Millions)			
	Gratuity	Pension	Provident Fund	Medical	Gratuity	Pension	Provident Fund	Medical
	Funded			Unfunded	Funded			Unfunded
I Components of Employer Expense - Recognised in Profit or Loss								
1 Current Service Cost	49.04	9.04	25.67	2.65	55.83	7.80	42.49	3.81
2 Past Service Cost	—	—	—	—	—	—	3.08	—
3 Net Interest Expense	1.92	0.80	0.33	6.90	10.90	(0.16)	0.65	8.61
4 Total expense recognised in the Statement of Profit and Loss	50.96	9.84	26.00	9.55	66.73	7.64	46.22	12.42
- Re-measurements recognised in Other Comprehensive Income								
5 (Return) on plan assets (excluding amounts included in Net interest cost)	(0.63)	0.92	—	—	5.65	0.87	—	—
6 Effect of changes in demographic assumptions	–	–	–	–	—	—	—	—
7 Effect of changes in financial assumptions	44.24	8.27	(0.13)	5.36	3.43	4.37	(2.51)	2.50
8 Changes in asset ceiling (excluding interest income)	–	–	–	–	—	—	—	—
9 Effect of experience adjustments	22.00	(12.44)	0.79	(3.69)	(22.16)	21.06	0.19	(6.87)
10 Total re-measurements included in OCI	65.61	(3.25)	0.66	1.67	(13.08)	26.30	(2.32)	(4.37)
11 Total defined benefit cost recognised in Profit and Loss and Other Comprehensive Income (4+10)	116.57	6.69	26.66	11.22	53.65	33.94	43.90	8.05
II Actual Returns	61.48	23.30	28.34	—	60.86	26.50	48.52	—
III Net Asset/(Liability) recognised in Balance Sheet								
1 Present Value of Defined Benefit Obligation	(949.56)	(350.29)	(372.49)	(98.14)	(848.56)	(325.42)	(329.03)	(91.32)
2 Fair Value of Plan Assets	856.00	350.83	367.27	—	775.87	297.30	323.99	—
3 Status [Surplus/(Deficit)]	(93.56)	0.54	(5.22)	(98.14)	(72.69)	(28.12)	(5.06)	(91.32)
4 Restrictions on Asset Recognised	—	—	—	—	—	—	—	—

The current service cost and net interest expense for the year pertaining to Gratuity, Pension and Provident Fund have been recognised in "Contribution to Provident and other funds" and Medical in "Workmen & Staff welfare expenses" under Note 26. The remeasurements of the net defined benefit liability are included in Other Comprehensive Income in Statement of Profit and Loss.

5. Net Asset/(Liability) recognised in Balance Sheet	As at 31st March, 2017		As at 31st March, 2016		As at 1st January, 2015	
	Current	Non-current	Current	Non-current	Current	Non-current
- Pension	0.54	—	(28.12)	—	(2.77)	—
- Gratuity	(93.56)	—	(72.69)	—	(199.04)	—
- Provident fund	(5.22)	—	(5.06)	—	(4.65)	—
- Medical	(5.29)	(92.85)	(5.10)	(86.22)	(2.06)	(86.88)

	For the year ended 31st March, 2017 (Rs in Millions)				For the fifteen months period ended 31st March, 2016 (Rs in Millions)			
	Gratuity	Pension	Provident Fund	Medical	Gratuity	Pension	Provident Fund	Medical
IV Change in Defined Benefit Obligation (DBO)								
1 Present Value of DBO at the beginning of the year	848.56	325.42	329.03	91.32	814.28	279.28	272.63	88.94
2 Current Service Cost	49.04	9.04	25.67	2.65	55.83	7.80	42.49	3.81
3 Interest Cost	62.77	25.02	28.67	6.90	77.41	27.21	49.17	8.61
4 Past service cost - plan amendments	—	—	—	—	—	—	3.08	—
5 Acquisitions (credit)/cost	—	—	2.32	—	—	—	—	—
6 Remeasurement gains / (losses):								
Effect of changes in demographic assumptions	—	—	—	—	—	—	—	—
Effect of changes in financial assumptions	44.24	8.27	(0.13)	5.36	3.43	4.37	(2.51)	2.50
Changes in asset ceiling (excluding interest income)	—	—	—	—	—	—	—	—
Effect of experience adjustments	22.00	(12.44)	0.79	(3.69)	(22.16)	21.06	0.19	(6.87)
7 Curtailment Cost / (Credit)	—	—	—	—	—	—	—	—
8 Settlement Cost / (Credits)	—	—	—	—	—	—	—	—
9 Liabilities assumed in business combination	—	—	—	—	—	—	—	—
10 Exchange difference on foreign plans	—	—	—	—	—	—	—	—
11 Benefits Paid	(77.05)	(5.02)	(13.86)	(4.40)	(80.23)	(14.30)	(36.02)	(5.67)
12 Present Value of DBO at the end of the year	949.56	350.29	372.49	98.14	848.56	325.42	329.03	91.32

V. Expected Contribution to the Plan for the next year	As at 31st March, 2017 (Rs. in Million)	As at 31st March, 2016 (Rs. in Million)
- Gratuity	93.56	72.69
- Pension	7.87	28.12
- Provident Fund	5.22	5.06

	For the year ended 31st March, 2017 (Rs in Millions)				For the fifteen months period ended 31st March, 2016 (Rs in Millions)			
	Gratuity	**Pension**	**Provident Fund**	**Medical**	Gratuity	Pension	Provident Fund	Medical
VI Change in Fair Value of Plan Assets								
1 Plan Assets at the beginning of the year	**775.87**	**297.30**	**323.98**	**—**	615.24	276.50	268.03	—
2 Acquisition Adjustment	**—**	**—**	**2.32**	**—**			—	—
3 Interest Income on Plan Assets	**60.85**	**24.22**	**28.34**	**—**	66.51	27.37	48.52	—
4 Actual Company Contributions	**95.70**	**35.25**	**26.49**	**—**	180.00	8.60	43.46	—
5 Return on Plan Assets Greater/(lesser) than discount rate	**0.63**	**(0.92)**	**—**	**—**	(5.65)	(0.87)	—	—
6 Benefits Paid	**(77.05)**	**(5.02)**	**(13.86)**	**—**	(80.23)	(14.30)	(36.02)	—
7 Plan Assets at the end of the year	**856.00**	**350.83**	**367.27**	**—**	775.87	297.30	323.99	—

VII Actuarial Assumptions	**As at 31st March, 2017**		As at 31st March, 2016		As at 1st January, 2015	
	Discount Rate (%)	Salary Escalation Rate (%)	Discount Rate (%)	Salary Escalation Rate (%)	Discount Rate (%)	Salary Escalation Rate (%)
1 Gratuity	7.25%	3.00% to 7.00%	7.75%	3.00% to 8.00%	8.00%	6.00% to 8.50%
2 Pension	7.25%	6.00%	7.75%	6.00%	8.00%	6.00%
3 Provident fund	7.25%	—	7.75%	—	8.00%	—
4 Medical	7.25%	6.00%	7.75%	6.00%	8.00%	5.00%

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.

VIII Major Categories of Fair Value of Plan Assets	**As at 31st March, 2017**			As at 31st March, 2016			As at 1st January, 2015		
	Gratuity	Pension	Provident fund	Gratuity	Pension	Provident fund	Gratuity	Pension	Provident fund
1 Government of Indian Securities (Central and State)	91.15%	89.38%	92.40%	87.46%	88.51%	92.01%	87.46%	88.51%	89.70%
2 Mutual Funds	4.18%	3.35%	1.69%	3.48%	2.69%	0.86%	3.48%	2.69%	—
3 Property	—	0.02%	—	—	—	—	—	—	—
4 Others	4.67%	7.25%	5.91%	9.06%	8.80%	7.14%	9.06%	8.80%	10.30%

The fair value of the above equity instruments are determined based on quoted market prices in active markets.

IX. Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined obligation are discount rate, expected salary increase and mortality. The sensitivity analyses below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

Rs. In Millions

	DBO as at 31st March, 2017 Increase/(Decease)				DBO as at 31st March, 2016 Increase/(Decease)			
	Gratuity	Pension	Provident Fund	Medical	Gratuity	Pension	Provident Fund	Medical
1 Discount Rate + 100 basis points	(85.05)	(16.16)	(0.31)	(10.24)	(73.99)	(16.86)	(0.34)	(9.36)
2 Discount Rate - 100 basis points	100.33	17.77	0.36	12.42	86.97	18.57	0.40	11.31
3 Salary Increase Rate + 1%	98.26	17.82	—	1.16	85.38	18.71	—	—
4 Salary Increase Rate - 1%	(85.02)	(16.49)	—	(1.06)	74.10	(17.28)	—	—

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet. There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

X. Maturity profile of the defined benefit obligation

	As at 31st March, 2017 (Rs in Millions)			As at 31st March, 2016 (Rs in Millions)		
	Gratuity	Pension	Medical	Gratuity	Pension	Medical
Within 1 year	70.14	23.03	5.48	62.08	9.72	5.29
1-2 Year	64.67	111.33	5.79	54.03	22.61	5.52
2-3 Year	64.01	10.86	6.07	66.10	118.79	5.84
3-4 Year	76.83	54.03	6.67	64.75	10.66	6.12
4-5 Year	74.10	18.36	6.83	78.13	51.33	6.72
5-10 Years	453.48	180.69	40.08	434.09	155.30	38.30

30.6 Micro, Small and Medium scale business entities:

Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Particulars	31st March, 2017 Rs. in millions	31st March, 2016 Rs. in millions	1st January, 2015 Rs. in millions
(i) Principal amount remaining unpaid to MSME suppliers as on (Included in Trade Payables note 22)	—	—	0.38
(ii) Interest due thereon remaining unpaid to any MSME supplier as on	—	—	0.12
(iii) The amount of interest paid along with the amounts of the payment made to the MSME suppliers beyond the appointed day	—	—	—
(iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act	—	—	—
(v) The amount of interest accrued and remaining unpaid as on	—	—	—
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23	—	—	—

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

30.7 The Company's significant leasing arrangements are in respect of operating leases for premises and tea estates. These leasing arrangements are not non-cancellable range between 11 months and 30 years generally, or longer, and are usually renewable by statute or mutual consent on mutually agreeable terms as applicable. The aggregate lease rentals payable are charged as 'Rent' under Note 28.

30.8 Disclosure in respect of specified bank notes (SBN) are as follows-

(Rs. in Millions)

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on 8th November, 2016	6.44	10.82	17.26
(+) Permitted receipts	—	162.73	162.73
(+) Other than permitted receipts	1.14	—	1.14
(-) Permitted payments	—	112.68	112.68
(-) Other than permitted payments	0.59	—	0.59
(-) Amount deposited in Banks	6.99	9.06	16.05
Closing cash in hand as on 30th December, 2016	—	51.81	51.81

The Company's tea estates are located in remote areas of Assam and West Bengal with very limited access to banking. Further, tea is a very labour intensive activity. Workers have no means to banking and hence are totally dependent on the gardens for their financial needs. Therefore, the estates had no choice but to transact in SBN's for a limited period.

30.9 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.

31. Segment Information

31.1 Consequent to the adoption of Ind AS, the Company has identified one operating segment viz, "Tea" which is consistent with the internal reporting provided to the chief executive officer, who is the chief operating decision maker.

31.2 The Company deals in only one product i.e., Tea. The products and their applications are homogenous in nature.

31.3 Geographical Information

(Rs in millions)

	For the year ended 31st March, 2017	For the fifteen months period ended 31st March, 2016	
1. Revenue from external customers			
- India	**5,074.79**	5,511.38	
- Outside India	**1728.90**	1,821.04	
Total	**6803.69**	7,332.42	

	As at 31st March, 2017	As at 31st March, 2016	As at 1st January, 2015
2. Non-Current Assets*			
- India	**2629.57**	2,542.70	2266.93
- Outside India	**—**	—	—
Total	**2629.57**	2542.70	2266.93

* excludes financial assets, deferred tax assets, post-employment benefit assets.

31.4 The Company is not reliant on revenues from transactions with any single external customer and does not receive 10% or more of its revenues from transactions with any single external customer.

32. Related Party Disclosures

1. Parent information

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.

2 Key Managerial Personnel (KMP):

Arun Narain Singh - Managing Director and CEO

Arjun Sengupta - Vice President and CFO

Subrata Banerjee - Sr. General Manager & Company Secretary

3 Other related parties with whom transactions have taken place during the year/period:

a) 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

Elgin Investments & Trading Company Limited

b) Post employment benefit plan:

Goodricke Group Limited Gratuity Fund

Goodricke Group Limited Executive Staff Pension Fund

Goodricke Group Limited Executive Staff Provident Fund

Goodricke Group Limited Employees Provident Fund

32. Related Party Disclosures (Contd.)

4. DISCLOSURE OF TRANSACTIONS BETWEEN THE COMPANY AND RELATED PARTIES AND THE STATUS OF OUTSTANDING BALANCES AS AT 31ST MARCH, 2017

A. RELATED PARTY TRANSACTIONS SUMMARY (Rs. in Millions)

	Parent		Fellow subsidiaries		Key Management Personnel		Total	
	For the year ended 31st March 2017	For the fifteen period ended 31st March 2016	For the year ended 31st March 2017	For the fifteen period ended 31st March 2016	For the year ended 31st March 2017	For the fifteen period ended 31st March 2016	For the year ended 31st March 2017	For the fifteen period ended 31st March 2016
1 Sale of Goods	–	–	**0.87**	**0.48**	–	–	**0.87**	**0.48**
Amgoorie India Limited	–	–	0.79	0.35	–	–	0.79	0.35
Koomber Tea Company Private Limited	–	–	0.08	0.13	–	–	0.08	0.13
2 Purchase of Goods/ Services	–	–	**871.54**	**999.33**	–	–	**871.54**	**999.33**
Amgoorie India Limited	–	– -	394.73	307.55	–	–	394.73	307.55
Stewart Holl (India) Limited	–	–	393.51	574.28	–	–	393.51	574.28
Koomber Tea Company Private Limited	–	–	76.37	106.91	–	–	76.37	106.91
Goodricke Technical & Management Services Limited	–	–	6.93	10.59	–	–	6.93	10.59
3 Acquisition cost of Property, Plant and Equipments	–	–	–	**0.78**	–	–	–	**0.78**
Koomber Tea Company Private Limited	–	–	–	0.78	–	–	–	0.78
4 Sale of Property, Plant and Equipments	–	–	**0.01**	**0.61**	–	–	**0.01**	**0.61**
Amgoorie India Limited	–	–	–	0.50	–	–	–	0.50
Koomber Tea Company Private Limited	–	–	0.01	0.11	–	–	0.01	0.11
5 Remuneration to Key Management Personnel	–	–	–	–	**24.79**	**25.82**	**24.78**	**25.82**
Arun Narain Singh - Managing Director & CEO	–	–	–	–	18.49	18.59	18.49	18.59
Arjun Sengupta- Vice President & CFO	–	– -	–	–	3.71	4.28	3.71	4.28
Subrata Banerjee- Sr. General Manager & Company Secretary	–	–	–	–	2.59	2.95	2.58	2.95
6 Rent Paid	–	–	**5.64**	**7.99**	–	–	**5.64**	**7.99**
Koomber Properties & Leasing Company Private Limited	–	–	5.64	7.99	–	–	5.64	7.99
7 Dividend Payments	**63.92**	**71.93**	**0.27**	**3.31**	–	–	**64.19**	**75.24**
Western Dooars Investment Limited	22.37	25.18	–	–	–	–	22.37	25.18
Assam Dooars Investment Limited	41.55	46.75	–	–	–	–	41.55	46.75
Amgoorie India Limited	–	–	–	0.95	–	–	–	0.95
Lebong Investments Private Limited	–	–	–	0.89	–	–	–	0.89
Koomber Properties & Leasing Company Private Limited	–	–	–	1.12	–	–	–	1.12
Borbam Investments Limited	–	–	0.27	0.35	–	–	0.27	0.35
8 Interest Paid	–	–	**2.48**	**4.64**	–	–	**2.48**	**4.64**
Lebong Investments Private Limited	–	–	2.48	3.70	–	–	2.48	3.70
Elgin Investments & Trading Company Limited	–	–	–	0.94	–	–	–	0.94
9 Expenses Reimbursed / (Recovered) (Net)	–	–	**4.13**	**0.45**	–	–	**4.13**	**0.45**
Amgoorie India Limited	–	–	(7.32)	(6.33)	–	–	(7.32)	(6.33)
Stewart Holl (India) Limited	–	–	8.39	4.39	–	–	8.39	4.39
Koomber Tea Company Private Limited	–	–	3.06	2.39	–	–	3.06	2.39
10 Loans Taken	–	–	**95.00**	**100.00**	–	–	**95.00**	**100.00**
Lebong Investments Private Limited	–	–	95.00	80.00	–	–	95.00	80.00
Elgin Investments & Trading Company Limited	–	–	–	20.00	–	–	–	20.00
11 Payment towards Loan Repayment	–	–	**95.00**	**100.00**	–	–	**95.00**	**100.00**
Lebong Investments Private Limited	–	–	95.00	80.00	–	–	95.00	80.00
Elgin Investments & Trading Company Limited	–	–	–	20.00	–	–	–	20.00
Compensation of key management personnel								
Short term employee benefits					22.36	18.65		
Post employee benefits					2.36	5.37		
Other-long term benefits					0.07	1.80		
					24.79	25.82		

*Remuneration includes salary, performance bonus, allowances & other benefits/ applicable perquisites except contribution to Gratuity Funds under the defined benefit scheme which are actuarially determined on an overall Company basis. The term 'remuneration' has the meaning assigned to it under the Companies Act, 2013.

Refer Note 30.5 for transactions with post employment benefit plans

B. STATUS OF OUTSTANDING BALANCES (Rs. in Millions)

	Fellow subsidiaries			Key Management Personnel			Total		
	As at 31st March, 2017	As at 31st March, 2016	As at 1st January, 2015	**As at 31st March, 2017**	As at 31st March, 2016	As at 1st January, 2015	**As at 31st March 2017**	As at 31st March, 2016	As at 1st January, 2015
Balances (unsecured unless otherwise stated)									
Payables	**84.18**	**180.54**	**260.64**	**5.50**	**0.60**	**3.40**	**89.68**	**181.14**	**264.04**
Amgoorie India Limited	3.71	29.24	63.53	-	-	-	3.71	29.24	63.53
Stewart Holl (India) Limited	71.85	146.65	183.64	-	-	-	71.85	146.65	183.64
Koomber Tea Company Private Limited	8.62	4.65	13.47	-	-	-	8.62	4.65	13.47
Arun Narain Singh - Managing Director & CEO	-	-	-	5.50	0.60	3.40	5.50	0.60	3.40

Refer Note 30.5 for balances with post employment benefit plans

33. Financial Instruments and Related Disclosures

1. Capital Management

The Company aims at maintaining a strong capital base maximizing shareholders' wealth safeguarding business continuity and augments its internal generations with a judicious use of borrowing facilities to fund spikes in working capital that arise from time to time as well as requirements to finance business growth.

2. Categories of Financial Instruments

(Rs in Millions)

Particulars	Note	As at 31st March, 2017		As at 31st March, 2016		As at 1st January, 2015	
		Carrying Value	Fair Value	Carrying Value	Fair Value	Carrying Value	Fair Value
A. Financial assets							
a) Measured at amortised cost							
i) Cash and Cash Equivalents	15	167.62	167.62	79.31	79.31	24.09	24.09
ii) Other Bank Balances	16	21.14	21.14	32.07	32.07	11.72	11.72
iii) Loans	8	22.33	22.33	19.90	19.90	23.22	23.22
iv) Trade Receivables	14	304.32	304.32	357.19	357.19	914.93	914.93
v) Other Financial assets	9	90.99	90.99	58.96	58.96	101.73	101.73
Sub - total		606.40	606.40	547.43	547.43	1075.69	1075.69
b) Measured at Fair value through Profit or Loss							
i) Equity shares	7	—	—	0.02	0.02	0.02	0.02
ii) Investment In Mutual Funds	13	142.85	142.85	—	—	—	—
Sub - total		142.85	142.85	0.02	0.02	0.02	0.02
Total financial assets		749.25	749.25	547.45	547.45	1075.71	1075.71
B. Financial liabilities							
a) Measured at amortised cost							
i) Borrowings	21	—	—	—	—	79.47	79.47
ii) Trade Payables	22	971.74	971.74	1011.32	1011.32	1116.29	1116.29
iii) Other financial liabilities	23	69.67	69.67	91.81	91.81	67.93	67.93
Total financial liabilities		1041.41	1041.41	1103.13	1103.13	1263.69	1263.69

3. Financial risk management objectives

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company continues to focus on a system-based approach to business risk management. The Company's financial risk management process seeks to enable the early identification, evaluation and effective management of key risks facing the business. Backed by strong internal control systems, the current Risk Management System rests on policies and procedures issued by appropriate authorities; process of regular reviews / audits to set appropriate risk limits and controls; monitoring of such risks and compliance confirmation for the same.

a) Market risk

The Company's business primarily agricultural in nature, exposes it to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of adverse weather conditions and lack of future markets. The Company closely monitors the changes in market conditions and select the sales strategies to mitigate its exposure to risk.

i. Foreign currency risk

The Company undertakes transactions denominated in foreign currency which results in exchange rate fluctuations. Such exchange rate risk primarily arises from transactions made in foreign exchange and reinstatement risks arising from recognised assets and liabilities, which are not in the Company's functional currency (Indian Rupees). A significant portion of these transactions are in US Dollar,euro, etc.

The carrying amounts of the Company's foreign currency denominated financial assets and financial liabilities, at the end of the reporting period are as follows:

(In Millions)

As at 31st March, 2017	USD	EURO	GBP
Financial Assets	0.50	0.04	0.10
Financial Liabilities	0.06	—	—
As at 31st March, 2016	**USD**	**EURO**	**GBP**
Financial Assets	0.29	0.01	0.24
Financial Liabilities	0.02	—	—
As at 1st January, 2015	**USD**	**EURO**	**GBP**
Financial Assets	1.97	0.23	0.66
Financial Liabilities	0.03	—	—

Foreign currency sensitivity

The impact of sensitivity analysis arising on account of outstanding foreign currency denominated assets and liabilities is insignificant.

ii. Interest rate risk

Interest rate risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The objectives of the Company's interest rate risk management processes are to lessen the impact of adverse interest rate movements on its earnings and cash flows and to minimise counter party risks.

The Company is exposed to interest rate volatilities primarily with respect to its short terms borrowings from banks as well as Financial Institutions. Such volatilities primarily arise due to changes in money supply within the economy and/or liquidity in banking system due to asset/liability mismatch, poor quality assets etc. of banks. The Company manages such risk by operating with banks having superior credit rating in the market as well as Financial Institutions.

Interest rate sensitivity

Since the borrowings are all short term in nature, the possible volatility in the interest rate is minimal.

iii. Price risk

The Company invests its surplus funds primarily in debt mutual funds measured at fair value through profit or loss. Aggregate value of such investments as at 31st March, 2017 is Rs.142.85 Millions (2016 -Rs.Nil; 2015 - Rs. Nil).

Investments in the mutual fund schemes are measured at fair value.Accordingly, these do not pose any significant price risk.

b) Liquidity risk

Liquidity risk is the risk that the Company may encounter difficulty including seasonality in meeting its obligations.

The Company mitigates its liquidity risks by ensuring timely collections of its trade receivables, close monitoring of its credit cycle and ensuring optimal movements of its inventories.

The table below provides details regarding the remaining contractual maturities of significant financial liabilities at the reporting date.

(Rs in millions)

As at 31st March 2017	Carrying value	Less than 1 year	Beyond 1 year	Total
Trade Payables	971.74	971.74	—	971.74
Other Financial Liabilities	69.67	69.67	—	69.67
	1041.41	1041.41	—	1041.41

As at 31st March 2016	Carrying value	Less than 1 year	Beyond 1 year	Total
Trade Payables	1011.32	1011.32	—	1011.32
Other Financial Liabilities	91.81	91.81	—	91.81
	1103.13	1103.13	—	1103.13

As at 1st January 2015	Carrying value	Less than 1 year	Beyond 1 year	Total
Borrowings	79.47	79.47	—	79.47
Trade Payables	1116.29	1116.29	—	1116.29
Other Financial Liabilities	67.93	67.93	—	67.93
	1263.69	1263.69	—	1263.69

c) Credit risk

Credit risk is the risk that counter party will not meet its obligations leading to a financial loss.

The Company has its policies to limit its exposure to credit risk arising from outstanding receivables. Management regularly assess the credit quality of its customer's basis which, the terms of payment are decided. Credit limits are set for each customer which are reviewed on periodic intervals. The credit risk of the Company is low as the Company largely sells its teas through the auction system which is on cash and carry basis and through exports which are mostly backed by letter or credit or on advance basis.

The movement of the expected loss provision made by the Company are as under:

(Rs in Millions)

Particulars	**Expected Loss Provision**	
	2017	2016
Opening Balance	**11.77**	**15.83**
Add: Provisions Made	0.70	6.74
Less: Utilisation for impairment / de-recognition	2.80	10.80
Closing Balance	**9.67**	**11.77**

4. Fair value measurements

Fair value hierarchy

Fair value of the financial instruments is classified in various fair value hierarchies based on the following three levels:

Level 1: Quoted prices (unadjusted) in active market for identical assets or liabilities

Level 2: Inputs other than quoted price including within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Level 3: Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs)

If one or more of the significant inputs is not based on observable market data, the fair value is determined using generally accepted pricing models based on a discounted cash flow analysis, with the most significant input being the discount rate that reflects the credit risk of counterparty. This is the case with listed instruments where market is not liquid and for unlisted instruments.

The management consider that the carrying amounts of financial assets (other than those measured at fair values) and liabilities recognized in the financial statements approximate their fair value as on March 31, 2017, March 31, 2016 and January 1, 2015.

There has been no change in the valuation methodology for Level 3 inputs during the year. The Company has not classified any material financial instruments under Level 3 of the fair value hierarchy. There were no transfers between Level 1 and Level 2 during the year.

The following table presents the fair value hierarchy of assets and liabilities measured at fair value on a recurring basis

Particulars	Fair Value Hierarchy (Level)	Fair Value (Rs. in Millions)		
		As at 31st March, 2017	As at 31st March, 2016	As at 1st January, 2015
Financial assets				
Measured at Fair value through Profit or Loss				
i) Equity shares	1	—	0.01	0.01
ii) Equity shares	3	—	0.01	0.01
iii) Investment In Mutual Funds	1	142.85	—	—

34. First time Ind-AS adoption reconciliations:

(i) Reconciliation of equity as reported under previous GAAP is summarized as follows:

(Rs in Millions)

Particulars	Notes	As at 31st March, 2016 (End of last period presented under previous GAAP)	As at 1st January, 2015 (Date of Transition)
Total equity (shareholder's funds) under previous GAAP		**1898.49**	**2131.38**
Impact of reversal of exceptional item- depreciation and its consequential impact (net of tax Rs 99.11 millions; 2015 - Rs Nil)	a	(231.42)	—
Impact of recognising bearer plants at fair value and depreciation thereon as per Ind AS 16 (net of taxRs 432.81 millions; 2015 - Rs 401.34 millions)	b,e	871.93	757.44
Impact of measuring inventory of made tea on the basis of Ind AS and Ind AS 41 (net of tax Rs 37.58 millions; 2015 - Rs12.56 millions)	c	86.20	(27.20)
Impact of recognising biological assets at fair value under Ind AS 41 (net of tax Rs 6.84 millions; 2015 - Rs Nil)	f	15.68	—
Dividends not recognised as liability until declared under Ind AS 8 (including tax thereon)	g	103.99	116.63
Replanting subsidy reclassified as deferred subsidy income under Ind AS 20 (net of tax Rs 7.24 millions; 2015 - RsNil)	h	(9.28)	—
Total adjustment to equity		**837.10**	**846.87**
Total equity under Ind AS		**2735.59**	**2978.25**

(ii) Reconciliation of total comprehensive income for the fifteen months period ended 31st March, 2016 is summarised as follows:

(Rs in Millions)

Particulars	Notes	Fifteen months period ended 31st March, 2016
Profit After Tax as per previous GAAP		**(128.90)**
Adjustments		
Impact of reversal of exceptional item - depreciation and its consequential impact	a	(333.73)
Impact of depreciation on recognising bearer plants on the basis of Ind AS 16	b	(66.26)
Impact of measuring inventory of made tea on the basis of Ind AS 2 and Ind AS 41	c	163.54
Reclassification of actuarial (gains) / losses of employee benefit to other comprehensive income (OCI)	d	6.53
Impact of recognising expenditure on account of bearer plants as property, plant & equipment (PPE) / capital work in progress (CWIP)	e	215.43
Impact of recognising biological assets at fair values and movement thereon	f	22.52
Replanting subsidy reclassified as deferred subsidy income	h	(16.52)
Tax Adjustments		15.99
Profit After Tax as per Ind AS		**(121.40)**
Other Comprehensive Income for the period (net of tax)		(4.63)
Total Comprehensive Income under Ind AS		**(126.03)**

Note: Under previous GAAP, total comprehensive income was not reported. Therefore, the above reconciliations starts with profit under the previous GAAP.

(iii) Effect of Ind AS adoption on the statement of cash flows for the fifteen months period ended March 31, 2016:

(Rs in millions)

		Fifteen months period ended 31st March, 2016 (Latest period presented under previous GAAP)		
	Notes	Previous GAAP	Effect of transition to Ind AS	Ind AS
Net cash flows from operating activities		472.03	211.15	683.18
Net cash flows from investing activities		(173.94)	(231.50)	(405.44)
Net cash flows from financing activities		(222.52)	—	(222.52)
Net increase (decrease) in cash and cash equivalents		77.57	(20.35)	55.22
Cash and cash equivalents at the beginning of the period	15	35.81	(11.72)	24.09
Cash and cash equivalents at the end of the period	15	111.38	32.07	79.31

Notes to the reconciliations

a. For PPE other than bearer plants, the company has considered carrying cost on the date of transition as the deemed cost. The difference in depreciation under Previous GAAP and Ind AS is adjusted.

b. Under Ind AS, tea bushes representing bearer plants have been recognised as depreciable items of PPE, fair valued on the date of transition in accordance with exemptions available in Ind AS 101 and recognised as deemed cost. These are depreciated over the remaining useful life of the bearer plants. The consequent impact on depreciation is reflected in Statement of Profit and Loss.

c. Stock of tea is valued at lower of cost and net realisable value. Cost, computed under Ind AS, comprises of fair value of green leaf plucked from the Company's estates less costs to sell at the point of harvest and cost of production for the full year. However, under previous GAAP, cost comprised of the cost of production (including costs for plucked green leaf) for the full year.

d. The actuarial gains and losses, under Ind AS form part of remeasurement of the net defined benefit liability and is recognised in OCI, as against recognition in profit or loss under previous GAAP. Consequently, the tax effect of the same has also been recognised in OCI instead of profit or loss.

e. In view of recognition of bearer plants, expenditure on uprooting and replanting of tea bushes, under Ind AS, qualifies for capitalisation and has therefore been recognised as PPE / CWIP, as the case may be and depreciated, as applicable, over the remaining useful life. Under previous GAAP, such expenditure incurred were treated as revenue expenses.

f. Under previous GAAP, biological assets were not required to be recognised. Under Ind AS, these have been recognised at fair value less costs to sell and change in fair value has been recognised in profit or loss.

g. Under previous GAAP, dividend payable on equity shares (including the tax thereon) was recognised as a liability in the period to which it relates. Under Ind AS, dividends (including the tax thereon) to shareholders are recognised when declared by the members in a general meeting.

h. Under previous GAAP, replanting subsidy received from the Tea Board was recognized as revenue in the Statement of Profit and Loss as and when accrued. Under Ind AS, the same is recognized as deferred revenue in the Balance Sheet and transferred to profit or loss on a systematic and rational basis over the useful lives of the bearer plants.

35. Fair value measurements for biological assets other than bearer plants:

The following table gives the information about how the fair value of the biological assets are determined:

Biological Asset	Fair value as at (Rs in Millions)			Fair value hierarchy	Valuation techniques and key inputs
	31st March, 2017	31st March, 2016	1st January, 2015		
Unharvested tea leaves	18.59	22.52	—	Level 2	Fair value is being arrived at based on the observable market prices of made tea adjusted for manufacturing costs. The same is applied on quantity of the tea leaves unharvested using plucking averages of various fields.
Livestock	1.40	2.27	3.21	Level 1	

36. The financial risk associated to agriculture would include climate change, price fluctuation, currency fluctuation and input cost increases. Being dependent on rainfall, any shortfall would directly impact the production. The sale of tea being largely through the auction system, any price fluctuation would impact profitability. Increased wages also has a direct impact on the cost of production because of labour intensive nature of the business operations.

    Management is continuously monitoring all the above factors. Investment in irrigation, a planned replanting programme to ensure higher yields and improving efficiency of labour and modernisation are some of the measures taken by the management to mitigate the risks.

37. Ministry of Corporate Affairs (MCA) has issued the Companies (Indian Accounting Standards) (Amendment) Rules, 2017 on 17th March, 2017 notifying the amendments to Ind AS 7, 'Statement of cash flows' and Ind AS 102, 'Share-based payment'. These amendments are applicable for annual periods beginning on or after 1st April, 2017. The Company expects that there will be no material impact on the financial statements resulting from the implementation of these standards.

38. The financial statements were approved for issue by the Board of Directors on 23rd May, 2017.

In terms of our report attached
For Deloitte Haskins & Sells LLP
Chartered Accountants

A. Bhattacharya
Partner
Kolkata, 23rd May, 2017

A. Sengupta
Vice President & CFO

S. Banerjee
Sr. General Manager &
Company Secretary

On behalf of the Board
A. N. Singh *(DIN 00620929)*
Managing Director & CEO
S. Kaul *(DIN 00150593)*
S.Walker *(DIN 07225692)*
K. Sinha *(DIN 00123811)*
P. K. Sen *(DIN 00160160)*
Directors

Financial, Production and Other Statistics

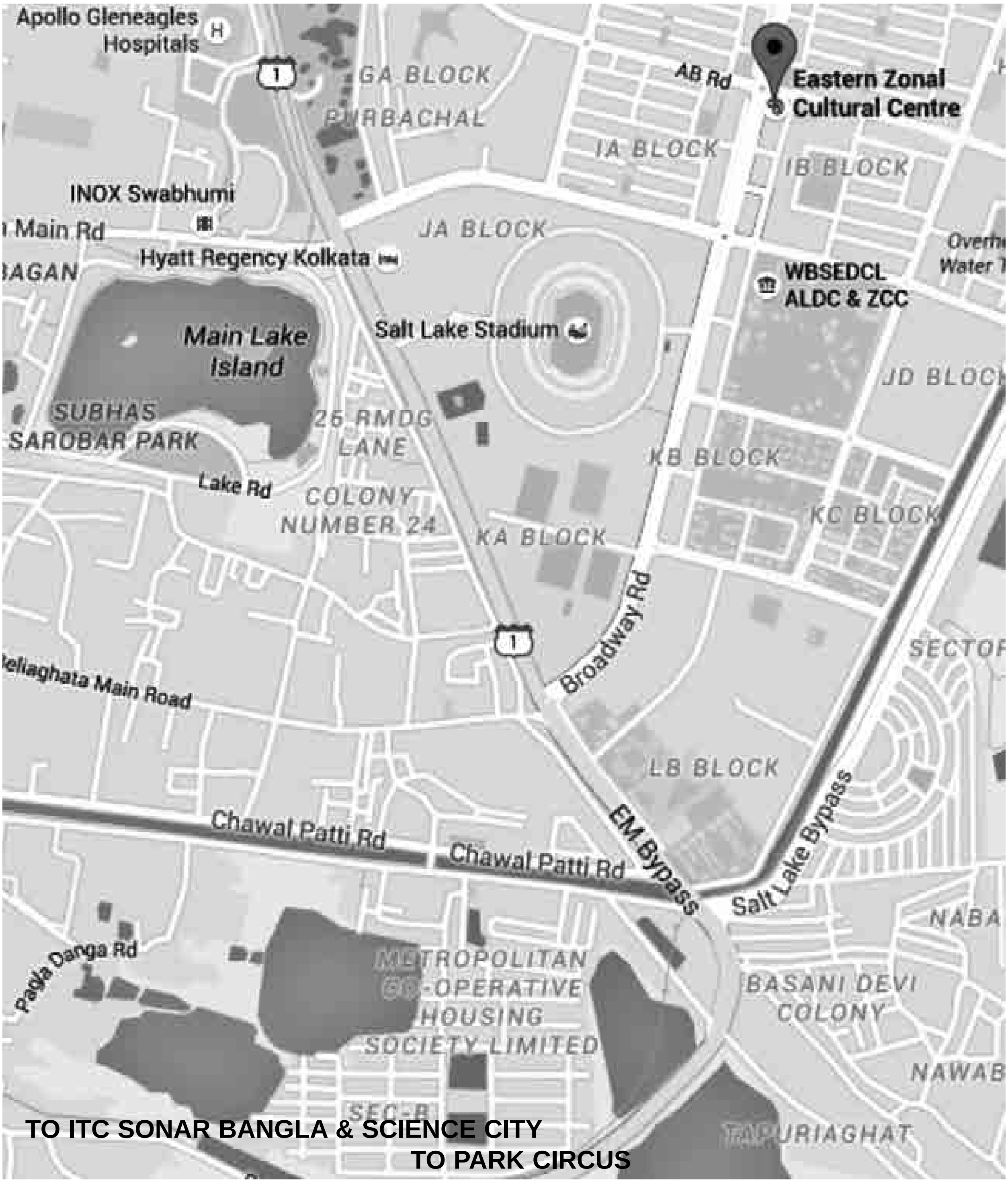
(Rs. in millions)

	2011	2012	2013	2014	2016 (15 Months ended 31.03.2016)	2017
Fixed Assets (at cost less depreciation)	943.38	959.33	992.95	1,022.72	2,415.97	2,537.96
Investments	0.02	0.02	0.02	0.02	0.02	142.85
Current Assets (Less current liabilities)	984.70	1,240.44	1,112.13	1,134.71	771.95	735.72
Non Current Assets (Less non current liabilites)	-	29.04	(9.79)	(16.70)	13.88	(37.40)
Deferred Tax Assets/ (Liabilities)	(10.43)	(2.39)	6.00	70.49	(466.23)	(460.30)
TOTAL ASSETS EMPLOYED	1,917.67	2,226.44	2,101.31	2,211.24	2,735.59	2,918.83
Equity shares	216.00	216.00	216.00	216.00	216.00	216.00
Reserves and Surplus	1,490.87	1,590.44	1,809.62	1,915.77	2,519.59	2,702.83
SHAREHOLDERS' FUND (NET WORTH)	1,706.87	1,806.44	2,025.62	2,131.77	2,735.59	2,918.83
Secured and Unsecured loans	210.80	420.00	75.69	79.46	—	—
TOTAL FUNDS	1,917.67	2,226.44	2,101.31	2,211.23	2,735.59	2,918.83
Sales	4,851.30	5,383.81	5,783.11	6,001.63	7,332.42	6,803.69
Profit before tax	503.35	274.44	486.18	290.39	28.45	488.99
Provision for tax	129.11	74.40	152.61	68.00	149.85	157.67
Profit/ (Loss) after tax	374.24	199.99	333.57	222.39	(121.40)	331.32
Total comprehensive Income					(126.03)	287.23
Earning per share (Rs.)	17.32	9.26	15.44	10.31	(5.62)	15.34
Net worth per Equity Share (Rs.)	79.02	83.63	93.78	98.69	126.64	135.13
DIVIDEND						
Percentage	40.00	40.00	45.00	45.00	40.00	45.00
Amount	86.40	86.40	97.20	97.20	86.40	97.20
TOTAL NO. OF SHAREHOLDERS	13,688	14,046	13,862	13,943	14,287	14,549
PLANTED AREA & PRODUCTION:						
Area under Mature Tea (hectares)	8,533.82	8,515.30	8,490.94	8,529.61	8,567.13	8,591.02
Area under Young Tea (hectares)	1,173.88	1,127.66	1,108.85	1,115.78	1,145.24	1,114.57
Total planted area (hectares)	9,807.70	9,642.96	9,599.79	9,645.39	9,712.37	9,705.59
Production-Kgs. (millions) (own crop)	17.21	16.14	17.99	17.50	18.52	18.78
NUMBER OF EMPLOYEES	24,571	24,449	24,321	24,466	24,491	23,744

STATISTICS - AREA AND CROP (2016-17)

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	594.32	69.50	663.82	1,489,837	2,507
LEESH RIVER	529.73	78.35	608.08	1,201,642	2,268
MEENGLAS	547.73	77.86	625.59	1,340,691	2,448
AIBHEEL	716.38	110.22	826.60	2,085,178	2,911
CHULSA	372.18	45.30	417.48	753,991	2,026
CHALOUNI	479.78	65.45	545.23	887,419	1,850
HOPE	370.15	42.51	412.66	910,912	2,461
JITI	467.79	86.27	554.06	1,341,481	2,868
GANDRAPARA	688.44	111.52	799.96	1,831,397	2,660
LAKHIPARA	535.92	80.67	616.59	1,448,829	2,703
KUMARGRAM	515.98	109.20	625.18	1,269,833	2,461
SANKOS	595.34	74.39	669.73	1,359,745	2,284
TOTAL	**6,413.74**	**951.24**	**7,364.98**	**15,920,955**	**2,482**
PREVIOUS YEAR	6,391.14	967.96	7,359.10	15,894,020	2,487
ASSAM					
ORANGAJULI	648.60	70.91	719.51	1,267,791	1955
NONAIPARA	633.77	50.85	684.62	1,145,445	1807
TOTAL	**1,282.37**	**121.76**	**1,404.13**	**2,413,236**	**1,882**
PREVIOUS YEAR	1,287.56	129.23	1,416.79	2,142,188	1,664
DARJEELING					
THURBO	467.44	21.00	488.44	262,160	561
BADAMTAM	301.71	14.33	316.04	134,130	445
BARNESBEG	125.76	6.24	132.00	52,532	418
TOTAL	**894.91**	**41.57**	**936.48**	**448,822**	**502**
PREVIOUS YEAR	888.43	48.05	936.48	479,981	540
GRAND TOTAL	**8,591.02**	**1,114.57**	**9,705.59**	**18,783,013**	**2,186**
PREVIOUS YEAR	8,567.13	1,145.24	9,712.37	18,516,189	2,161

ROUTE MAP TO THE AGM VENUE OF GOODRICKE GROUP LIMITED TO BE HELD ON THURSDAY, JULY 27, 2017, AT 10:00 A.M.



Notes:

Goodricke TEAPOT

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AN ENDEAVOUR THAT CELEBRATES GOODNESS

Established with the vision of brewing the various moods of a memorable tea experience, Goodricke Teapot is a chain of premium tea lounges, that bring a global tea experience home to its consumers with the finest teas. This vertical also aspires to provide a relaxing and luxurious ambience for tea enthusiasts to get a taste of the enriching tea cultures of the world, as they sip on the nation's most celebrated beverage! Goodricke caters to the needs of everyone, ranging from adolescents to adults, who wish to celebrate their love for tea!

Goodricke Teapot is also present at the following places

Chappan, Indore | Park Plaza, Kolkata | TCS, Kolkata | DB Mall, Bhopal | Boat Club, Bhopal

GOODRICKE
GROUP LIMITED

www.goodricke.com