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The Board of Directors  
Goodricke Group Limited  
Camellia House,  
14, Gurusaday Road,  
Kolkata 700 019

1. This report is produced in accordance with the terms of our agreement dated 15<sup>th</sup> February, 2012.
2. We have audited the accompanying Audited Financial Results For The Year Ended 31st December, 2011 (the "Statement") of Goodricke Group Limited (the "Company"), prepared by the Company's directors pursuant to the requirement of Clause 41 of the Listing Agreement, in which are included its annual financial results for the year ended 31<sup>st</sup> December, 2011 and the statement of assets and liabilities as on 31<sup>st</sup> December, 2011, except for (i) the disclosure in Note 1, regarding Company's operations and performance which is not within the scope of our review and (ii) the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which we have traced from disclosures made by the Management and accordingly, have not been audited by us. As mentioned in Note 3 to the Statement, the figures for the quarter ended 31<sup>st</sup> December, 2011 are the balancing figures between the audited figures in respect of the full financial year and the published year to date figures, subjected to limited review, up to the third quarter of the current financial year.

#### Directors' Responsibilities

3. The directors of the Company are responsible for preparing the Statement that gives a true and fair view of the net profit and other financial information for the year ended December 31, 2011, and also the statement of assets and liabilities as at December 31, 2011.
4. The directors have prepared the Statement on the basis of the Company's annual financial statements, prepared in accordance with the accounting standards issued pursuant to the Companies (Accounting Standards) Rules, 2006 as per Section 211(3C) of the Companies Act, 1956 and other accounting principles generally accepted in India, in compliance with the requirement of Clause 41 of the Listing Agreement.
5. The responsibility of the directors include the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditors' Responsibilities

6. Our responsibility is to express an opinion on the Statement based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Statement is free from material misstatement.
7. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Statement. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the Statement in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Management, as well as evaluating the overall presentation of the Statement.



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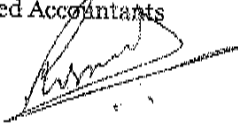
The Board of Directors  
Goodricke Group Limited  
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8. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

9. In our opinion, and to the best of our information and according to the explanations given to us, the Statement:
- (i) is presented in accordance with the requirements of Clause 41 of the Listing Agreement in this regard; and
  - (ii) gives a true and fair view of the net profit and other financial information for the year ended 31<sup>st</sup> December, 2011 and also gives a true and fair view of the statement of assets and liabilities as at 31<sup>st</sup> December, 2011.
10. Further, we also report that we have traced the number of shares as well as the percentage of shareholdings in respect of the aggregate amount of public shareholdings, as well as that of the promoters and promoter group (both pledged/ encumbered and non-encumbered), as disclosed in terms of Clause 35 of the Listing Agreement, from the representations and other records and information and explanations given to us by the Company's Management, and found the same to be in accordance therewith.

For Lovelock & Lewes  
Firm Registration Number: 301056E  
Chartered Accountants

  
Prabal Kr. Sarkar  
Partner  
Membership Number: 52340

Kolkata  
Date: 27<sup>th</sup> February, 2012

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**GOODRICKE GROUP LIMITED**  
Registered Office: 'Camelia House', 14, Gurusaday Road, Kolkata 700 019

**AUDITED FINANCIAL RESULTS FOR THE YEAR ENDED 31ST DECEMBER, 2011**

Particulars	(Rs. in lacs)					
	Quarter Ended			Year Ended		
	31.12.2011 Audited	30.09.2011 Unaudited (Refer Note 3)	31.12.2010 Unaudited	31.12.2011 Audited	31.12.2010 Audited	
1 Net Sales / Income from operations						
Other Operating Income	20,023	11,825	16,700	45,750	39,931	
Total Operating Income	377	249	283	927	741	
2 Expenditure	20,400	12,074	16,983	46,882	40,872	
a) (Increase) / decrease in stock-in-trade				(2,390)	(2,202)	
b) Consumption of Raw materials (note 2)	4,257	(5,959)	817	2,843	2,807	
c) Tax Provisions	640	948	727	11,617	8,048	
d) Employee benefit	3,993	4,684	4,304	14,530	12,474	
e) Depreciation & Impairment	3,448	4,226	3,439	1,067	1,104	
f) Consumption of stores & spares	296	291	451	3,418	2,917	
g) Power & Fuel	959	785	511	3,293	2,964	
h) Other operations	942	1,176	832	7,008	5,810	
Total Expenditure	2,573	1,785	2,198	5,240	5,350	
3 Profit from Operations before Other income, interest and exceptional items	17,122	7,914	13,209	41,442	34,322	
4 Other income	3,278	4,180	3,684	73	111	
5 Profit before interest and Exceptional items	29	11	15	5,313	6,481	
6 Interest	3,507	4,171	3,599	278	154	
7 Profit after interest but before Exceptional items	117	98	28	5,034	6,307	
8 Exceptional items	3,190	4,072	3,640			
9 Profit from ordinary activities before tax						
10 Tax expense						
Current Tax						
Deferred Tax	1,328	-	1,750	1,928	1,750	
Net Profit from ordinary activities after tax	(38)	-	57	(38)	57	
11 Extraordinary items (net of tax expense)	1,898	4,072	1,833	3,742	4,500	
12 Net Profit for the period						
13 Paid up Equity Share Capital (of Rs. 10/- each)	1,898	4,072	1,833	3,742	4,500	
14 Reserve and Provision Reserves	2,160	2,160	2,160	2,160	2,160	
15 Basic and Diluted EPS (Rs.) (Not annualised)	14,909		12,170	14,909	12,170	
16 Public Shareholding	*8.79	*18.86	*8.43	17.32	20.83	
- No. of Shares	5,618,000	5,616,000	5,616,000	5,616,000	5,616,000	
- Percentage of Shareholding	28%	26%	28%	28%	28%	
18 Promoters and promoter group shareholding:						
a) Pledged / Rescuable	Nil	Nil	Nil	Nil	Nil	
b) Non-pledged	15,984,000	15,984,000	15,984,000	15,984,000	15,984,000	
- Number of shares	100%	100%	100%	100%	100%	
- Percentage of shares (as a % of the total shareholding of the listed Promoter groups)	74%	74%	74%	74%	74%	
- Percentage of shares (as % of the total share-capital of the Company)						

**NOTES**

1 Statement of Assets & Liabilities as per Clause 41(v)(h) of the Listing Agreement is as follows:

	Year ended	
	31.12.2011 Audited	31.12.2010 Audited
<b>SHAREHOLDERS FUNDS</b>		
a) Share Capital		
b) Reserves and Surplus	2,160	2,160
<b>Loan Funds</b>	14,909	12,170
Deferred Tax Liability (net)	2,108	
<b>SOURCE OF FUNDS (TOTAL)</b>	19,281	14,471
<b>Fixed Assets</b>	19,281	14,471
Investments	9,434	8,127
<b>Current Assets, Loans and Advances</b>		
a) Inventories		
b) Sundry Debtors	11,320	8,708
c) Cash and Bank balances	8,048	4,035
d) Other current assets	632	1,994
e) Loans and Advances	42	40
Less: Current Liabilities and Provisions	2,462	2,037
a) Liabilities		
b) Provisions	11,683	9,201
<b>APPLICATION OF FUNDS (TOTAL)</b>	19,281	14,471

- The Profit Before Tax (PBT) for the year has reduced from the previous year essentially due to the sharp increase in the wages arising from industry-wide wage agreements for Garjeeling & Dobers Gardens. However, the Company's quality teas attracted premium prices both at auctions and private sales. Exports were more than double and Packet tea sales volume had an encouraging increase of 25%.
- The figures of the last quarter are the balancing figures between the audited figures in respect of the full financial year and the published year-to-date figures up to the third quarter of the current financial year.
- The value of consumption of raw materials represents green leaf purchased from estates not belonging to the Company including tea and tea waste for (net) tea plant. The production of green leaf (raw materials consumed by the Company for the manufacture of tea) from the Company's own estates involves integrated process having various stages such as nursery, planting, cultivation, etc., their values at the intermediate stage is not readily ascertainable.
- Valuation of stock of tea as on 31st December, 2011 is done at lower of actual cost and net realisable value. However, stock of tea as on 30th September, 2011, was valued at the lower of the estimated cost of production (based upon estimated production and estimated expenditure for the financial year) and the net realisable value. Production of tea not being uniform throughout the year, stock valuation would be unrealistic if it was based on actual expenditure and production upto 30th September, 2011. The aforesaid method of stock valuation as on 30th September, 2011 is consistent with the accounting policy followed by the Company for the purpose of quarterly results in the past.
- The Company is engaged in the business of cultivation, manufacture and sale of tea, which is seasonal in nature and hence, provision for taxation (both current and deferred) has been computed on an annual basis at the year end and given effect to in the results of the last quarter ended 31st December, 2011.
- As regards auditor's qualification on valuation of stock of tea and provision for taxation (both current and deferred) in the previous quarterly results, the matter stands resolved at year end.
- The Board has recommended a Dividend of Rs 4/- per share (40%) for the year ended 31st December, 2011.
- The above results were reviewed by the Audit Committee and approved at the meeting of the Board of Directors held on 27th February, 2012.
- There were no investor complaints pending at the beginning and end of the quarter. No complaint was received during the quarter.
- Figures for the previous period have been regrouped / rearranged wherever necessary.



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**SEGMENTWISE REVENUE, RESULTS AND CAPITAL EMPLOYED UNDER CLAUSE 41  
OF THE LISTING AGREEMENT FOR THE YEAR ENDED 31ST DECEMBER, 2011**

(Rs. in lacs)

SEGMENT REPORTING	Quarter Ended			Year Ended	
	31.12.2011	30.09.2011	31.12.2010	31.12.2011	31.12.2010
	Audited	Unaudited	Unaudited	Audited	Audited
1 Segment revenue (Net Sales/Other income)					
(a) Domestic	17,386	10,488	16,173	40,900	38,788
(b) Export	4,607	1,751	1,679	7,649	3,322
(c) Unallocated	38	12	10	100	124
Total	22,031	12,246	17,871	48,737	42,231
Less: Inter-segment revenue	1,002	101	893	1,992	1,448
<b>Total Operating &amp; Other Income</b>	<b>20,429</b>	<b>12,085</b>	<b>16,078</b>	<b>46,755</b>	<b>40,783</b>
2 Segment Results:					
Profit before Tax and interest from each segment					
(a) Domestic	3,669	3,798	4,174	5,861	7,845
(b) Export	75	602	(163)	600	47
Total	3,744	4,400	4,011	6,461	7,892
Less: (i) Interest	117	99	29	279	154
(ii) Other un-allocable expenditure net of un-allocable income	437	229	342	1,148	1,431
<b>Total Profit before Tax</b>	<b>3,190</b>	<b>4,072</b>	<b>3,640</b>	<b>5,034</b>	<b>6,307</b>
3 Capital employed					
(a) Domestic	17,010	17,301	10,958	17,010	10,958
(b) Export	1,556	1,224	1,113	1,556	1,113
Total	18,566	18,525	12,071	18,566	12,071
Add: Un-allocated	611	3,199	2,259	611	2,259
<b>Total</b>	<b>19,177</b>	<b>21,724</b>	<b>14,330</b>	<b>19,177</b>	<b>14,330</b>

## NOTES

- The Company is engaged in the business of cultivation, manufacture and sale of tea. The products and their applications are homogeneous in nature. The segments are organised as Domestic and Export.
- The segmentwise revenue, results and capital employed figures relate to the respective amounts directly identifiable to each of the segments. Un-allocable income/expenditure relate to the Company as a whole and earned/incurred at the corporate level.
- Pricing of inter-segment transfers is based on benchmark market prices.
- Figures for the previous period have been regrouped/rearranged wherever necessary.

For Goodricke Group Limited



A.N. Singh

Managing Director &amp; CEO

Place : Kolkata  
Date : 27th February, 2012

