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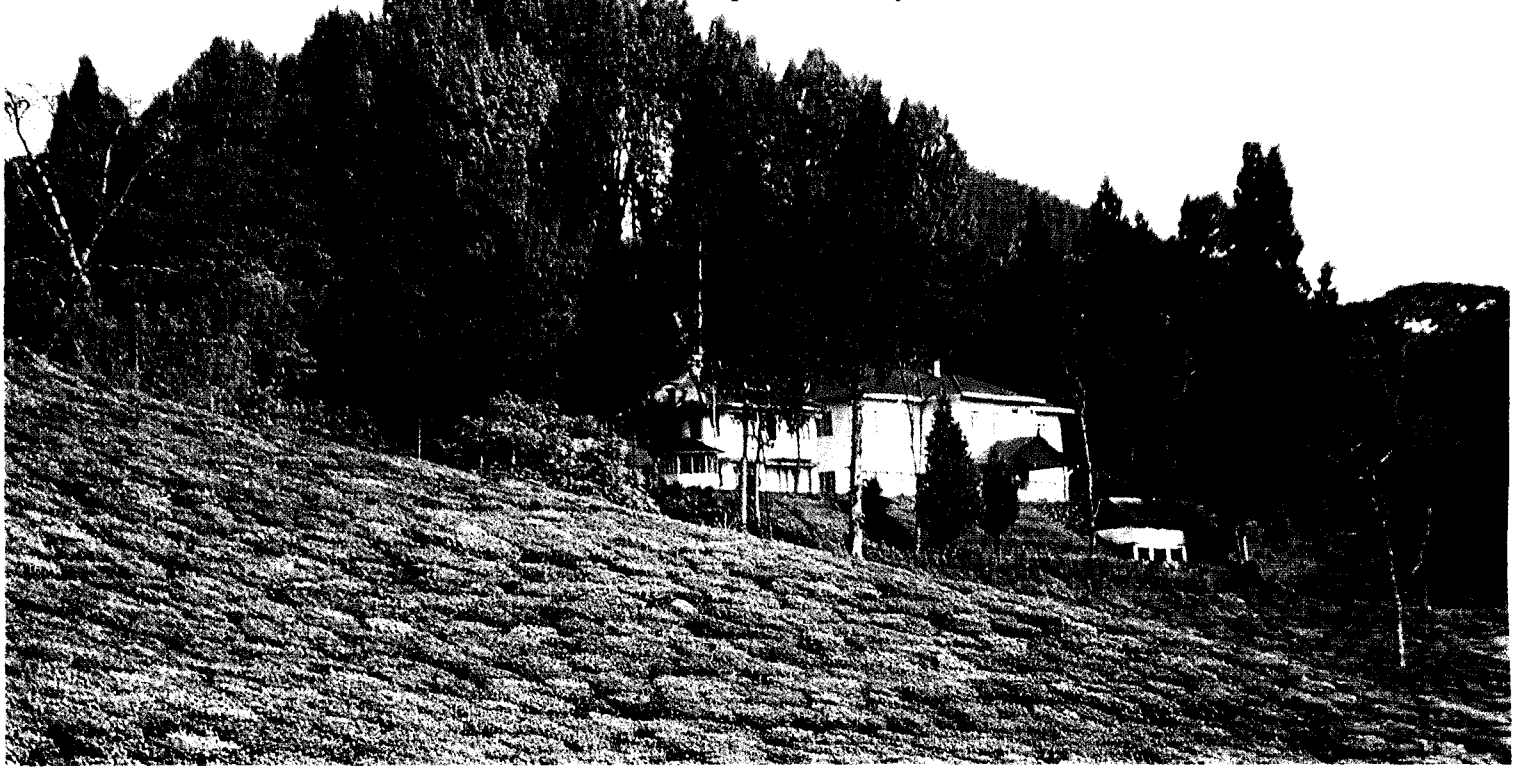


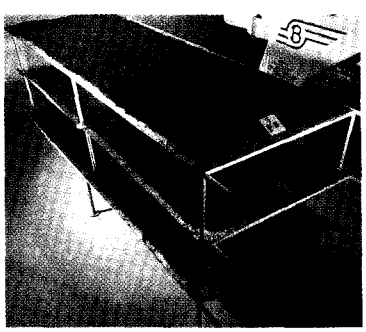
A view of Thurbo Tea garden, Darjeeling

Chulsa factory in Dooars, North Bengal

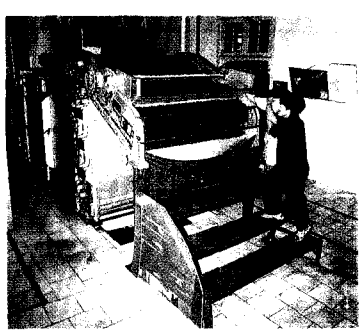
Typical processes for making Darjeeling tea

Withering

Rolling



Fermenting



Drying

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GOODRICKE GROUP LTD

CONTENTS

Notice of Annual General Meeting	4
Directors' Report	15
Auditors' Report	36
Balance Sheet	40
Profit & Loss Account	41
Schedules to the Accounts	42
Cash flow	58
Financial, Production and other Statistics	59

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BOARD OF DIRECTORS

P. A. Leggatt, M.B.E. – *Chairman*
M. C. Perkins
A. N. Singh – *Managing Director (Operations) & C.E.O.*
B. N. Ghosh – *Managing Director (Finance & Corporate Affairs) & C.F.O.*
K. S. David – *Managing Director (Diversification)*
A. K. Mathur
Dr. S. Kaul
K. Sinha
P. K. Sen
K. Palchoudhuri

SR. GENERAL MANAGER & SECRETARY

D. P. Chakravarti

BANKERS

The Hongkong & Shanghai Banking Corporation Ltd.
HDFC Bank Ltd.
UTI Bank Ltd.
Centurion Bank of Punjab Ltd.
Canara Bank

AUDITORS

Lovelock & Lewes

REGISTRARS & SHARE TRANSFER AGENTS

C. B. Management Services Pvt. Ltd.
P-22, Bondel Road, Kolkata 700 019

REGISTERED OFFICE

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

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GOODRICKE GROUP LTD

NOTICE

NOTICE is hereby given that the Thirty-first Annual General Meeting of the Members of Goodricke Group Limited will be held at Science City, Mini Auditorium, JBS Haldane Avenue, Kolkata 700 046 on Saturday, the 7th April, 2007 at 10.00 a.m. to transact the following business:-

Ordinary Business

1. To consider and adopt the Profit & Loss Account of the Company for the year ended 31st December 2006 and the Balance Sheet as at that date and the Reports of Directors and Auditors thereon.

2. To declare a Dividend for the year ended 31st December, 2006.

3. To appoint a Director in place of Mr. P. A. Leggatt who retires by rotation and being eligible offers himself for reappointment.

4. To appoint a Director in place of Dr. S. Kaul who retires by rotation and being eligible offers herself for reappointment.

5. To appoint Auditors and to authorise the Board of Directors to fix their remuneration.

Special Business

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6. To consider and if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution:

   "Resolved that the Company hereby accords its approval under Sections 198, 269, 309 of the Companies Act, 1956 to the appointment of Mr. Arun Narain Singh as Managing Director (Operations) & Chief Executive Officer of the Company and payment of remuneration to him effective from 1st August, 2006 till 31st December, 2008 as per terms and conditions of appointment, circulated earlier on 14th August 2006 and as laid down in the Explanatory Statement accompanying this Notice."

7. To consider and if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution:

   "Resolved that the Company hereby accords its approval under Sections 198, 269, 309 of the Companies Act, 1956 to the revision in the terms of appointment of Mr. Bhaskar Nath Ghosh effective 1st August, 2006 as Managing Director (Finance & Corporate Affairs) & Chief Financial Officer of the Company and re-appointment effective 1st January, 2007, as per revised terms circulated earlier on 14th August 2006 and as laid down in the Explanatory Statement accompanying this Notice."

8. To consider and if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution:

   "Resolved that the Company hereby accords its approval under Sections 198, 269, 309 of the Companies Act, 1956 to the revisions in the terms of appointment of Mr. Krupakaran Satish David effective 1st August, 2006 as Managing Director (Diversification) of the Company and terms of remuneration effective 1st January 2007, as per revised terms circulated earlier on 14th August & 29th December 2006 and as laid down in the Explanatory Statement accompanying this Notice."

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

   "Resolved that Mr. Kalyanbrata Palchoudhuri, appointed as Additional Director effective 1st May, 2006 and who holds office upto the date of the Annual General Meeting and in respect of whom the Company has received a notice from a member u/s 257 of the Companies Act, 1956, be and is hereby appointed a Director of the Company retiring by rotation."

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

    "Resolved that Mr. Malcolm Courtney Perkins, appointed as Additional Director effective 31st July, 2006 and who holds office upto the date of the Annual General Meeting and in respect of whom the Company has received a notice from a member u/s 257 of the Companies Act, 1956, be and is hereby appointed a Director of the Company retiring by rotation."

The Register of Members and Share Transfer books of the Company shall remain closed from Friday, the 30th March to Saturday, the 7th April 2007, both days inclusive.

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By Order of the Board

Kolkata
28th February, 2007

D. P. Chakravarti
Sr. General Manager & Secretary

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NOTES & INFORMATION TO SHAREHOLDERS

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company. Proxies, in order to be effective, must be received at the Company's Registered Office not less than forty-eight hours before the Meeting.**

2. Dividend that may be declared by the Company will be paid on and from 12th April, 2007 to those members whose names appear on the Company's Register of Members on the date of the Annual General Meeting or to their mandatees, subject however, to the provisions of Section 206A of the Companies Act, 1956 (Act).

3. Members are requested to:

   (i) Quote their Registered Folio number in all correspondence with the Company or its Registrars.

   Notify the Company or its Registrars immediately of change, if any, in their registered address or of their mandatees. Members holding shares in dematerialised form to advice respective depository participants about change of address. Intimation of change of address must state the Pin Code for proper delivery.

   (ii) **Members who have not so far encashed their Dividend Warrants for the Accounting years ended 31st December 1999, 2000, 2001, 2002, 2004 and 2005 may immediately approach the Registrars for revalidation of unclaimed Dividend Warrants.**

   Members are hereby informed that pursuant to the provisions of the Act, the Company is obliged to transfer any money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from the date of such transfer, to the unpaid Dividend Account, to the credit of Investor Education and Protection Fund ("the Fund") established by the Central Government. Unpaid Dividend for the year ended 31st December 1998 has been deposited accordingly on 17th May, 2006. In accordance with Section 205B of the Act, no claim shall lie against the Company or the Fund in respect of individual amounts of dividends remaining unclaimed and unpaid for a period of seven years from the dates they first became due for payment and no payment shall be made in respect of any such claims. Accordingly, the money lying in the unpaid Dividend Account for the year ended 31st December 1999, will fall due for deposit on 9th May, 2007.

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

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

5. As per the provisions of the Act, facility for making nominations is available for shareholders in respect of Equity shares held by them. Nomination forms (Form 2B) can be obtained from the Registrars of the Company for physical shares. In respect of nomination for dematerialised shares, the concerned Depository Participant of the members should be approached.

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6. **Details of Directors**

Particulars	Directors retiring by rotation and seeking re-appointment	
Name	**Mr. P. A. Leggatt**	**Dr. S. Kaul**
Date of Birth	20th September 1942	19th April 1945
Date of Appointment	1st April, 1988	1st September, 2000
Qualification / Recognition	MBE	Ph.D. from Manchester Metropolitan University, U. K.
Experience	Director, Camellia Plc., U. K. Indepth experience in the field of Tea Company management and Director of other Companies in diverse areas of activities ranging from plantations, banking, engineering, warehousing & horticulture.	An eminent Administrator and Social worker. She has been associated with a number of National and International Institutions in the field of cerebral palsy and has a number of books and other publications to her credit.
Directorship of other Companies (Excluding foreign Companies and Private Limited Companies)	Stewart Holl (India) Ltd. Amgoorie India Ltd. Tiru Tea Ltd. Elgin Investments & Trading Co. Ltd. Goodricke Technical & Management Services Ltd.	Trustee & Vice-Chairperson, Indian Institute of Cerebral Palsy (Formerly Spastics Society of Eastern India).
Chairman / Member of Committee of the Boards of Companies	—	Chairman, Investor Grievance and Share Transfer Committee & Member, Remuneration Committee of Goodricke Group Ltd.
Shareholding in the Company (Nos.)	NIL	NIL

Particulars	Seeking appointment as Directors	
Name	**Mr. K. Palchoudhuri**	**Mr. M. C. Perkins**
Date of Birth	15th December, 1947	28th February, 1945
Date of Appointment	1st May, 2006	31st July, 2006
Qualification / Recognition	B.A.	Chartered Accountant - Fellow, Institute of Chartered Accountants of England & Wales.
Experience	A Senior Planter with 35 years experience in the areas of tea gardens and factories. He has done several specialised courses from Tea Research Association, Tocklai and has been active in Dooars Branch of Indian Tea Association and Tea Research Association, Nagrakata.	Chairman, Camellia Plc. U. K., Director of large number of Companies which operate globally in the areas of plantations, horticulture, banking, pharma and others.
Directorship of other Companies (Excluding foreign Companies and Private Limited Companies)	—	Stewart Holl (India) Ltd. Amgoorie India Ltd.
Chairman / Member of Committee of the Boards of Companies	—	Member, Remuneration Committee of Goodricke Group Ltd.
Shareholding in the Company (Nos.)	NIL	NIL

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Particulars	Appointment	Revision in terms and re-appointment	Revision in terms of appointment
Name	**Mr. A. N. Singh**	**Mr. B. N. Ghosh**	**Mr. K. S. David**
Designation	Managing Director (Operations) & Chief Executive Officer (CEO)	Managing Director (Finance & Corporate Affairs) & Chief Financial Officer (CFO)	Managing Director (Diversification)
Date of Appointment/ Revision	1st August, 2006	- Revision w.e.f. 1.8.2006 - Re-appointment w.e.f. 1st January 2007	Revisions w.e.f. 1st August, 2006 and 1st January 2007
Date of Birth	1st July, 1953	31st January, 1946	10th October, 1947
Qualification / Recognition	M. Sc.	F.C.A. (Fellow, Institute of Chartered Accountants of India)	B. Sc.
Experience	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). The Board appointed Mr. Singh as Managing Director (Operations) in charge of the tea Gardens and other operations of the Company effective 1st August, 2006.	Has been with the Company since its inception in Finance & Accounts. He has wide and in-depth experience in the areas of Tea Garden Operation particularly in the areas of Finance, Accounts and General Administration.	Indepth experience in tea Garden management. Initially at the Gardens and thereafter at the Head Office Operations Department. Appointed as Wholetime Director (Operations) effective 1st August, 1994 and thereafter as Managing Director from 1st January, 1999. Re-designated as Managing Director (Diversification) w.e.f. 1st August 2006.
Directorship of other Companies (Excluding foreign Companies and Private limited Companies).	Stewart Holl (India) Ltd. Amgoorie India Ltd. Elgin Investments & Trading Co. Ltd. Tiru Tea Ltd. Goodricke Technical & Management Services Ltd.	Stewart Holl (India) Ltd. Amgoorie India Ltd. Elgin Investments & Trading Co. Ltd. Tiru Tea Ltd. Goodricke Technical & Management Services Ltd.	Stewart Holl (India) Ltd. Elgin Investments & Trading Co. Ltd. Goodricke Technical & Management Services Ltd.
Chairman / Member of Committee of the Boards of Companies	—	—	Member, Investor Grievance and Share Transfer Committee of Goodricke Group Ltd.
Shareholding in the Company (Nos.)	180	2670	—

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