Golden Tobacco Limited

(Estd. 1930 • Founder : Late Narsee Monjee • Incorporated 1955)

Manufacturers of Quality Cigarettes / Cigars

September 26, 2015 **GTL/SEC/2015-16**

To,

The Manager,
Corporate Relationship Department,
Bombay Stock Exchange,
25th Floor,P.J. Towers,Dalal Street Fort,
Mumbai-400001

Scrip Code: 500151

To,
The Secretary,
National Stock Exchange,
"Exchange Plaza",Bandra Kurla Complex,
Bandra (East),
Mumbai-400051

Scrip Code : 5251:0

To,
Vice President,
Central Depository Services (India) Limited
16th & 17th Floor, P.J. Towers, Dalal Street Fort,
Mumbai-400001

Dear Sir,

Sub: Scrutinizer Report on e-voting and Report under Clause 35–A of the Listing Agreement:

In continuation of our letter dated September 25, 2015 regarding proceedings/outcome of 59th Annual General Meeting held on September 25, 2015, we enclose herewith the followings:

1. Scrutinizers Report on e-voting as well as combined Report on e-voting and Poll as received from CS Devesh A. Pathak (FCS 4559) Partner Devesh Vimal & Company well in respect of all shareholders resolutions passed at the 59th Annual General Meeting pursuant to Clause 35-B of the Listing Agreement read with the provisions of Section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rule, 2014.

2. Report under Clause 35 A of the Listing Agreement.

Kindly take the same on record and acknowledge receipt the same.

Thanking You,

For Golden Tobacco Limited

Manoj Kumar Srivastava
Company Secretary

Encl : a/a

Registered Office & Works : At. Darjipura, Post-Amaliyara, Vadodara - 390 022. (Gujarat).
Phone : +91 0265 2540597, 2540281 **Fax :** +91 0265 2541700, **Toll Free No. :** 1800 223 951
website : www.goldentobacco.in **Email :** share@goldentobacco.in **CIN :** L16000GJ1955PLC067605

New Delhi Office : Golden Tobacco Limited, 1303-1304, Vijaya Building, 17, Barakhamba Road, New Delhi-110 001.
Phone : +91 011 23711531 **Fax :** +91 011 23314457

Mumbai Office : Golden Tobacco Limited, Tobacco House, S. V. Road, Vile Parle (W), Mumbai-400 056.
Phone : +91 022 26713951 **Fax :** +91 022 26715481

CS Devesh A. Pathak
B.Com., LL.B., F.C.S.
CS Vimal Betai
B.Com., A.C.S.

DEVESH VIMAL & CO
PRACTISING COMPANY SECRETARIES

PHONE : 0265-2362962 TEL/FAX : 0265-2362718
E-mail : maildeveshpathak@rediffmail.com
maildpathak@yahoo.co.in

204/5, GARDEN VIEW, NEAR KAMATI BAUG CIRCLE
SAYAJIGUNJ, VADODARA-390 020
REGD. TRADEMARK AGENT

25th September, 2015

To
Company Secretary
GOLDEN TOBACCO LIMITED
DARJIPURA, POST - AMALIYARA
VADODARA,
GUJARAT- 390022

Dear Sir/Madam,

Sub: Scrutinizers Report on e-voting conducted in respect of all shareholders' resolutions to be passed at the 59th Annual General Meeting pursuant to Clause 35-B of the Listing Agreement read with the provisions of Section 108 of the Companies Act, 2013 ("the Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rules').

(1) I, Devesh A. Pathak, Practising Company Secretary, has been appointed as the scrutinizers by the Board of Directors of **GOLDEN TOBACCO LIMITED** to conduct the electronic voting process in respect of all shareholders' resolution bearing serial no. 1 to 6 to be passed at the Annual General meeting of the Company to be held on 25th September, 2015 as set out in the Notice dated 25th may, 2015 with statement setting out materials facts under Section 102 of the Act sent to the Shareholders in respect of the subject matters of the resolutions as appearing in Clause no. 6 of this Report pursuant to Clause 35- B of the Listing Agreement read with Section 108 of the Act and Rule 20 of the Rules.

(2) The management of the Company is responsible to ensure the compliance with the requirements of Clause 35-B of the Listing Agreement read with the Act and the rules framed thereunder for providing e-voting facility to its shareholders in respect of the aforesaid resolutions. My responsibility as a Scrutinizer for conducting e-voting process is restricted to report on the votes cast 'in favour' or 'against' the aforesaid resolutions based on the reports generated from the e-voting system provided by Central Depository

DEVESH VIMAL & CO.

Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities engaged by the Company.

(3) The e-voting facility remained open from 22nd September, 2015 at 9.00 a.m. to 24th September, 2015 at 5.00 p.m.

(4) The members of the Company as on the cut off date i.e. 18th September, 2015 were entitled to vote on the aforesaid resolutions.

(5) The votes cast were then unblocked on 25th September, 2015 at 1.10 p.m.. in presence of two witnesses viz. Mr. Vimal Betai and Ms. Shruti Goyal who are not in the employment of the Company and who have signed at the end of the report in token of the same.

(6) Thereafter, the details, inter alia, containing list of Equity Shareholders who e-voted for/ against each of the resolutions were generated from e-voting system provided by NSDL. A summary of the result in respect of each of the aforesaid resolution is as follows:

ORDINARY BUSINESS

Resolution: 1

Adoption of the audited Financial Statement for the year ended on 31st March, 2015 and the reports of the Board of Directors ('the Board') and of Auditors thereon (Ordinary Resolution)

Sr. No.	Particulars	Electronic Votes (including ballots)			
		No. of Members	No. of E-Votes	Total	Total (%)
1	VOTES CAST	64	7152383	7152383	100
2	LESS: INVALID VOTES	0	0	0	0
3	VALID VOTES	64	7152383	7152383	**100**
4	VOTES IN FAVOUR	56	5457613	5457613	**76.30**
5	VOTES IN AGAINST	**8**	**1694770**	**1694770**	**23.70**
	TOTAL VALID E- VOTES	64	7152383	7152383	**100**



Resolution: 2

Appointment of Director in place of Mr. A K Joshi, who retires by rotation and, being eligible, seeks re-appointment. (Ordinary Resolution).

Sr. No.	Particulars	Electronic Votes (including ballots)			
		No. of Members	No. of E-Votes	Total	Total (%)
1	VOTES CAST	64	7152383	7152383	100
2	LESS: INVALID VOTES	0	0	0	0
3	VALID VOTES	64	7152383	7152383	**100**
4	VOTES IN FAVOUR	54	5457533	5457533	**76.30**
5	VOTES IN AGAINST	**10**	**1694850**	**1694850**	**23.70**
	TOTAL VALID E- VOTES	64	7152383	7152383	**100**

Resolution: 3

Ratification of appointment of M/s. Lodha & Co., Chartered Accountants as Statutory Auditors of the Company to hold office until the conclusion of the 61st Annual General Meeting and to authorize the Board to fix their remuneration. (Ordinary Resolution)

Sr. No.	Particulars	Electronic Votes (including ballots)			
		No. of Members	No. of E-Votes	Total	Total (%)
1	VOTES CAST	64	7152383	7152383	100
2	LESS: INVALID VOTES	0	0	0	0
3	VALID VOTES	64	7152383	7152383	**100**
4	VOTES IN FAVOUR	56	5457613	5457613	**76.30**
5	VOTES IN AGAINST	**8**	**1694770**	**1694770**	**23.70**
	TOTAL VALID BALLOTS	64	7152383	7152383	**100**



SPECIAL BUSINESS

Resolution: 4

Appointment of Ms. Kokila Panchal (DIN: 07144653) as Director of the Company pursuant to the Companies Act, 2013. (Ordinary Resolution

Sr. No.	Particulars	Electronic Votes (including ballots)			
		No. of Members	No. of E-Votes	Total	Total (%)
1	VOTES CAST	64	7152383	7152383	100
2	LESS: INVALID VOTES	0	0	0	0
3	VALID VOTES	64	7152383	7152383	**100**
4	VOTES IN FAVOUR	56	5457586	5457586	**76.30**
5	VOTES IN AGAINST	**8**	**1694797**	**1694797**	**23.70**
	TOTAL VALID BALLOTS	64	7152383	7152383	**100**

Resolution: 5

Appointment of Ms. Kokila Panchal (DIN: 07144653) as Independent Director of the Company pursuant to the Companies Act, 2013. (Ordinary Resolution)

Sr. No.	Particulars	Electronic Votes (including ballots)			
		No. of Members	No. of E-Votes	Total	Total (%)
1	VOTES CAST	64	7152383	7152383	100
2	LESS: INVALID VOTES	0	0	0	0
3	VALID VOTES	64	7152383	7152383	**100**
4	VOTES IN FAVOUR	56	5457586	5457586	**76.30**
5	VOTES IN AGAINST	**8**	**1694797**	**1694797**	**23.70**
	TOTAL VALID BALLOTS	64	7152383	7152383	**100**

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Resolution: 6

Reappointment of Shri A. K. Joshi (DIN: 07144653) as Managing Director of the Company and to fix his remuneration (Special Resolution)

Sr. No.	Particulars	Electronic Votes (including ballots)			
		No. of Members	No. of E-Votes	Total	Total (%)
1	VOTES CAST	64	7152383	7152383	100
2	LESS: INVALID VOTES	0	0	0	0
3	VALID VOTES	64	7152383	7152383	**100**
4	VOTES IN FAVOUR	54	5457533	5457533	**76.30**
5	VOTES IN AGAINST	**10**	**1694850**	**1694850**	**23.70**
	TOTAL VALID BALLOTS	64	7152383	7152383	**100**

(7) I have handed over related papers/ registers and records for safe custody to Mr.Manoj Srivastava, Company Secretary Compliance Officer of the Company authorized by the Board to supervise the process.

(8) You may accordingly declare the result of voting.

Thanking you,

DEVESH VIMAL & Co.

CS Devesh A. Pathak
(FCS No. 4559)
At Vadodara, 25th day of September, 2015
Witnesses to unblocking of e-votes cast

(Vimal Betai)

(Alpesh Makwana)

CS Devesh A. Pathak
B.Com., LL.B., F.C.S.
CS Vimal Betai
B.Com., A.C.S.

DEVESH VIMAL & CO
PRACTISING COMPANY SECRETARIES

PHONE : 0265-2362962 TEL/FAX : 0265-2362718
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maildpathak@yahoo.co.in

204/5, GARDEN VIEW, NEAR KAMATI BAUG CIRCLE
SAYAJIGUNJ, VADODARA-390 020
REGD. TRADEMARK AGENT

To
Company Secretary,
GOLDEN TOBACCO LIMITED
DARJIPURA, POST - AMALIYARA
VADODARA,
GUJARAT- 390022

Dear Sir,

1. I, Devesh A. Pathak, Practising Company secretary in Practice, have been appointed as scrutinizer by

   (i) the Board of Directors of **GOLDEN TOBACCO LIMITED** at its meeting held on 25th May, 2015 for the purpose of conducting the e-voting process in respect of all shareholders' resolutions to be passed at the 59th Annual General Meeting (AGM) pursuant to Clause 35-B of the Listing Agreement read with the provisions of Section 108 of the Companies Act, 2013 ('the Act') and Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rules') and

   (ii) the Chairman of the AGM held on 25th September, 2015 to conduct a poll under the provisions of Section 109 and other applicable provisions, if any, of the Act read with Rule 21 of the Rules, in respect of the resolutions to be passed at the AGM of the members of the Company, held at the Regd. Office of the Company at **DARJIPURA, POST – AMALIYARA, VADODARA, GUJARAT- 390022.**

2. The management of the Company is responsible to ensure the compliance with the requirements of Clause 35- B of the Listing Agreement read with the Act and Rules relating to e-voting and poll in respect of the aforesaid resolutions. My responsibility as a scrutinizer for the e-voting process and for poll at AGM is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency

DEVESH VIMAL & Co.

engaged by the Company to provide e-voting facilities for e-voting and also at the time of poll at the AGM.

3. I have issued separate Scrutinizer's Report dated 25th September, 2015 on the e-voting (including ballots) & separate report on the poll dtd. 25th September, 2015 on the aforesaid resolutions. I submit combined report for e-voting (including ballots) and poll pursuant to Rule 20 of the Rules in respect of aforesaid resolutions as follows:

Sr. No.	Particulars	Resolution-1 (Ordinary Resolution)						
	Ballots/E-Votes	No. of Ballots in poll /Electronic Votes (including ballot)			No. of Votes			%
		No. of Ballots in poll	No. of E-Votes	Total	Physical	Electronic	Total	Total
1	BALLOTS RECEIVED	121	64	185	894922	7152383	8047305	100
2	LESS: INVALID BALLOTS	0	0	0	0	0	0	0
3	VALID BALLOTS	121	64	185	894922	7152383	8047305	**100**
4	BALLOTS IN FAVOUR	121	56	177	894922	5457613	6352535	**78.94**
5	BALLOTS AGAINST	**0**	**8**	**8**	0	**1694770**	1694770	**21.06**
	TOTAL VALID BALLOTS	121	64	185	894922	7152383	**8047305**	**100**

Sr. No.	Particulars	Resolution-2 (Ordinary Resolution)						
	Ballots/E-Votes	No. of Ballots in poll/Electronic Votes (including ballot)			No. of Votes			%
		No. of Ballots in poll	No. of E-Votes	Total	Physical	Electronic	Total	Total
1	BALLOTS RECEIVED	121	64	185	894922	7152383	8047305	100
2	LESS: INVALID BALLOTS	0	0	0	0	0	0	0
3	VALID BALLOTS	121	64	185	894922	7152383	8047305	**100**
4	BALLOTS IN FAVOUR	121	54	175	894922	5457533	6352455	**78.94**
5	BALLOTS AGAINST	**0**	**10**	**10**	0	**1694850**	1694850	**21.06**
	TOTAL VALID BALLOTS	121	64	185	894922	7152383	**8047305**	**100**

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Sr. No.	Particulars	Resolution-3 (Ordinary Resolution)						
	Ballots/E-Votes	No. of Ballots in poll /Electronic Votes (including ballot)			No. of Votes			%
		No. of Ballots in poll	No. of E-Votes	Total	Physical	Electronic	Total	Total
1	BALLOTS RECEIVED	121	64	185	894922	7152383	8047305	100
2	LESS: INVALID BALLOTS	0	0	0	0	0	0	0
3	VALID BALLOTS	121	64	185	894922	7152383	8047305	**100**
4	BALLOTS IN FAVOUR	121	56	177	894922	5457613	6352535	**78.94**
5	BALLOTS AGAINST	**0**	**8**	**8**	0	**1694770**	1694770	**21.06**
	TOTAL VALID BALLOTS	121	64	185	894922	7152383	**8047305**	**100**

Sr. No.	Particulars	Resolution-4 (Ordinary Resolution)						
	Ballots/E-Votes	No. of Ballots in poll /Electronic Votes (including ballot)			No. of Votes			%
		No. of Ballots in poll	No. of E-Votes	Total	Physical	Electronic	Total	Total
1	BALLOTS RECEIVED	121	64	185	894922	7152383	8047305	100
2	LESS: INVALID BALLOTS	0	0	0	0	0	0	0
3	VALID BALLOTS	121	64	185	894922	7152383	8047305	**100**
4	BALLOTS IN FAVOUR	121	56	177	894922	5457586	6352508	**78.94**
5	BALLOTS AGAINST	**0**	**8**	**8**	0	**1694797**	1694797	**21.06**
	TOTAL VALID BALLOTS	121	64	185	894922	7152383	**8047305**	**100**

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Sr. No.	Particulars	Resolution-5 (Ordinary Resolution)						
	Ballots/E-Votes	No. of Ballots in poll /Electronic Votes (including ballot)			No. of Votes			%
		No. of Ballots in poll	No. of E-Votes	Total	Physical	Electronic	Total	Total
1	BALLOTS RECEIVED	121	64	185	894922	7152383	8047305	100
2	LESS: INVALID BALLOTS	0	0	0	0	0	0	0
3	VALID BALLOTS	121	64	185	894922	7152383	8047305	**100**
4	BALLOTS IN FAVOUR	121	56	177	894922	5457586	6352508	**78.94**
5	BALLOTS AGAINST	**0**	**8**	**8**	0	**1694797**	1694797	**21.06**
	TOTAL VALID BALLOTS	121	64	185	894922	7152383	**8047305**	**100**

Sr. No.	Particulars	Resolution-6 (Special Resolution)						
	Ballots/E-Votes	No. of Ballots in poll /Electronic Votes (including ballot)			No. of Votes			%
		No. of Ballots in poll	No. of E-Votes	Total	Physical	Electronic	Total	Total
1	BALLOTS RECEIVED	121	64	185	894922	7152383	8047305	100
2	LESS: INVALID BALLOTS	0	0	0	0	0	0	0
3	VALID BALLOTS	121	64	185	894922	7152383	8047305	**100**
4	BALLOTS IN FAVOUR	121	54	175	894922	5457533	6352455	**78.94**
5	BALLOTS AGAINST	**0**	**10**	**10**	0	**1694850**	1694850	**21.06**
	TOTAL VALID BALLOTS	121	64	185	894922	7152383	**8047305**	**100**

(4) I have handed over related papers/ registers and records for safe custody to Mr. Manoj Srivastava, Company Secretary of the Company authorized by the Board to supervise the process.

(5) You may accordingly declare the result of voting.

DEVESH VIMAL & Co.

Thanking You,

Yours faithfully,

DEVESH VIMAL & Co.

CS DEVESH A. PATHAK
Practising Company Secretary
Membership no. 4559

Place: Vadodara
Date: 25th September, 2015