



NOTICE

NOTICE is hereby given that the SIXTY-FIRST ANNUAL GENERAL MEETING of the Members of GOLDEN TOBACCO LIMITED will be held on Tuesday, the July 18, 2017 at 12.15 P.M. at the Registered Office of the Company at Darjipura, Post-Amaliyara, Vadodara -390022, Gujarat to transact the following business as ORDINARY BUSINESS:

- To receive, consider and adopt :**
 - the Audited Financial Statements of the Company for the financial year ended March 31, 2017 together with the Reports of the Board of Directors' and the Auditors' thereon and
 - the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017 together with Reports of the Auditors' thereon.
- To appoint a Director in place of Shri A. K. Joshi (DIN:00379820) who retires by rotation and, being eligible, offers himself for re-appointment.**
- To appoint Statutory Auditors of the Company and fix their remuneration :**

To Consider and, if thought fit to pass the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, M/s Bagaria & Co. LLP Chartered Accountants (Firm Registration No. 113447W/W-100019), be and are, hereby appointed as Statutory Auditors of the Company in place of the retiring Auditors M/s Lodha & Co. Chartered Accountants (Firm Registration No. 301051E) to hold office from the conclusion of this Annual General Meeting (“AGM”) to conclusion of the sixty-six AGM to be held in the calendar year 2022, subject to ratification of their appointment at every AGM, if so required under the Act at such remuneration ,as may be mutually agreed between the Board of Directors of the Company and Auditors.”

**By order of the Board,
For GOLDEN TOBACCO LIMITED,**

**Manoj Kumar Srivastava
Company Secretary**

**Place : Mumbai
Date : May 29, 2017**

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ('AGM') MAY APPOINT A PROXY TO ATTEND AND VOTE ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY AT DARJIPURA, POST-AMALIYARA, VADODARA – 390022, GUJARAT, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE AGM I.E. BY 12:15 A.M. ON 18TH JULY, 2017. 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 PAID-UP CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER SHAREHOLDERS.

- Corporate Members are required to send to Registered Office a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
- Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to Item No. 3 of the Notice to be transacted at this Annual General Meeting is annexed.
- In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rule, 2014, the Resolutions proposed at this Annual General Meeting will be transacted through remote e-voting (facility to cast vote from a place other than the venue of the AGM) and also voting through ballot at the AGM. For remote e-voting the Company has engaged the services of Central Depository Services Ltd.(CDSL). The Board of Directors of the Company has appointed Shri CS Devesh A. Pathak (FCS No.4559) Practicing Company Secretary or failing him Shri CS Vimal N. Betai (ACS No.26007), Practicing Company Secretary as the Scrutinizer for the purpose.
- Voting rights will be reckoned on the paid-up value of share registered in the name of the Members as on Wednesday, the July 12, 2017 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or

in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or voting at the Annual General Meeting.

6. The facility for voting by ballot will be available at the AGM venue for those Members who do not cast their votes by remote e-voting prior to the Annual General Meeting. Members, who cast their votes by remote e-voting prior to the Annual General Meeting, may attend the meeting but will not be entitled to cast their votes once again.
7. Members can opt for only one mode of voting i.e. either by ballot form or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through ballot form shall be treated as invalid.
8. Shri A. K. Joshi (DIN:0079820) Managing Director retires by rotation as a Director at the AGM and being eligible, offers himself for reappointment as a retiring director. Brief resume of Director proposed to be re-appointed, nature of his expertise in specific functional areas, names of Companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationship between directors inter-se as stipulated under the Listing Regulations as provided in the corporate governance report forming part of the Annual Report.
9. Members are required to bring their admission/attendance slips to the AGM. Duplicate admission slips and / or copies of the Annual Report will not be provided at the AGM venue.
10. In case of Joint Holders attending the Meeting, only such Joint Holder who is higher in the order of names will be entitled to vote.
11. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays, during business hours up to the date of the AGM.
12. The Company has notified closure of Register of Members and Share Transfer Books from, **Thursday, July 13, to Tuesday, July 18, 2017** (both days inclusive).
13. Members may note that all unpaid/unclaimed dividend up to 1993-94 declared by the Company has been transferred to the General Revenue Account of the Central Government. In accordance with the Scheme approved by BIFR the unpaid/unclaimed dividend for the year 1994-95 was to be paid by 31st March, 2011 and the unpaid/unclaimed dividend, if any, will be transferred to Investor Education & Protection Fund in due course.
14. Members, holding shares in dematerialization form are requested to intimate all changes pertaining to their address, bank details, nominations, power of attorneys, change of name, email address, contact numbers etc. to their Depository Participants (DP). Changes intimated to the DP will then be automatically reflected in the Company's record which will help the Company and Company's RTA, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company and / or Company's RTA M/s Link Intime India Pvt. Ltd.
15. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website www.goldentobacco.in under the section Investor Relations.
16. Members holding shares in physical form are requested to consider converting their holding to dematerialization form to eliminate all risks associated with physicals and to ease of portfolio management. Members can contact the Company or RTA for assistance in this regard.
17. The physical copies of the Notice of AGM along with Annual Report of 2016-17 is being sent to all the Members of the Company by the permitted mode, and also by electronic mode to those Members whose email addresses are registered with the Company / RTA / DP.
18. To support the "Green Initiative", the Members who have not registered their email address are requested to register the same with the Company's RTA/ DP for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
19. Members, who wish to obtain information on the Company or view the Financial Statements, may visit the Company's website www.goldentobacco.in or send their queries at least ten days before AGM to the Company Secretary at the Registered Office of the Company.
20. Any person, who acquires Shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off of the date i.e. July 12, 2017 may obtain the login ID and password by sending a request to



CDSL at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.

21. The e-voting period commences on Saturday, July 15, 2017 (9.00 a.m. IST) and ends on Monday, July 17, 2017 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, the July 12, 2017 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by Central Depository Services Ltd (CDSL) for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
22. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Managing Director /Company Secretary or a person authorized by the Company.
23. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.goldentobacco.in and on the website of Central Depository Services Ltd (CDSL) www.evotingindia.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the shares of the Company are listed.

PROCEDURE FOR E- VOTING

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The Sequence Number/default PAN is printed on Address Slip of Annual Report. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter

their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through Central Depository Services Ltd (CDSL) platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the Electronic Voting Sequence Number (EVSN) of Golden Tobacco Limited on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call Toll Free No. 1800223951. You may also send your queries to the share@goldentobacco.in



ANNEXURE TO NOTICE

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 :

The following Statement sets out all material facts relating to the Ordinary Business mentioned in the accompanying Notice.

ITEM NO. 3

The Board of Directors has, based on the recommendation of the Audit Committee at its meeting held on May 29, 2017 proposed the appointment of M/s Bagaria & Co LLP (formerly Bagaria & Co.), as the statutory Auditors of the Company for a period of five years, to hold office from the conclusion of this AGM to conclusion of the sixty-six AGM in place of M/s. Lodha & Co., Chartered Accountants who retire from the conclusion of this AGM pursuant to the Companies Act read with Listing Regulations.

M/s Bagaria & Co. is established in the year 1985 as a Chartered Accountancy firm in Mumbai and has evolved into one of India's premier firms in the fields of assurance, consulting, taxation, and financial advisory services. M/s Bagaria & Co., LLP have consented to their appointment as Statutory Auditors and have confirmed that, if appointed, their appointment will be accordance with Section 139 read with Section 141 of the Companies Act, 2103. The Board commends the Ordinary Resolution as set out at item no.3 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested in the resolution set out at item No. 3 of the Notice financially or otherwise.

Details of Director seeking Appointment /Reappointment at the Annual General Meeting :

Name	Shri A. K. Joshi
Date of Birth & Age	01.01.1958 (59 Years)
Date of Appointment	21.10.2003
Qualifications	B.Com., F.C.A.
Expertise in specific functional area	Wide experience in the field of corporate banking finance and accounts.
Directorship held in other listed entities (excluding foreign companies and section 8 companies)	NIL
Membership /Chairmanships of Committees (only Audit committee and Stakeholders Relationship Committee). in other listed entities	NIL
DIN	00379820
PAN	AAGPJ4277Q
No. of Shares held in the Company	NIL
Disclosure of relationships between directors inter-se	NIL

By order of the Board,
For GOLDEN TOBACCO LIMITED,

Manoj Kumar Srivastava
Company Secretary

Place : Mumbai
Date : May 29, 2017
Registered Office:
At Darjipura, Post-Amaliyara,
Vadodara,Gujarat- 390022,