



Golden Tobacco Limited

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

Manufacturers of Quality Cigarettes / Cigars



July 19, 2017

GTL/SE/SEC/2017-18

To, The Manager, Corporate Relations Deptt. Bombay Stock Exchange Ltd. P.J. Towers, Dalal Street, Mumbai-400001 Scrip Code:151	To, The Secretary, National Stock Exchange of India Ltd. Exchange Plaza Bandra Kurla Complex, Bandra (East) Mumbai-400051 Scrip Code:5251
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Sub: Scrutinizer Report under Regulation 44 (3) of the SEBI (LODR) Regulations 2015 / Disclosure of Voting Results of the 61st AGM of the Company/ :

Pursuant to Regulation 30 and 44 (3) of the SEBI (LODR) Regulations, 2015 and in continuation to our letter dated July 18, 2017 regarding proceedings / outcome of 61st Annual General Meeting of the Company held on July 18, 2017, we enclose herewith the Scrutinizers Report pursuant to Regulation 44(3) of SEBI (LODR) Regulations, 2015, received on e-voting and Poll conducted in respect of all Resolutions passed at the 61st Annual General Meeting of the Company.

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

Thanking You,
For Golden Tobacco Limited

Manoj Kumar Srivastava
Company Secretary



Copy To :

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

Encl : Scrutinizer Report / Voting Results.

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 **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

Details of Voting Results of 61st Annual General Meeting of Golden Tobacco Limited

(Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

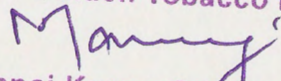
1.	Date of Annual General Meeting	18.07.2017
2.	Total No. of Shareholders on Record Date	27968
3.	Number of Shareholders present in the meeting either in person or through proxy	95
(i)	Promoters and Promoters Group :	30
(ii)	Public :	65
4.	No. of Shareholders attended meeting through Video conferencing :	No Video Conferencing was held
(i)	Promoters and Promoters Group :	
(ii)	Public :	

For Golden Tobacco Limited
Manoj
Manoj Kumar Srivastava
Company Secretary



Golden Tobacco Limited

Resolution Required:(Ordinary/Special): Ordinary			1. Adoption of the standalone and Consolidated Financial Statements for the year ended on March 31, 2017 together with the Board's Report and Auditors Report thereon.					
Whether promoter/ promoter group are interested in the agenda/resolution			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes In favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4581725	4434187	96.7799	4434187	-	100.0000	-
	Poll		147538	3.2201	147538	-	100.0000	-
	Postal Ballot (if		N/A	N/A	N/A	N/A	N/A	N/A
	Total		4581725	100.0000	4581725	---	100.0000	-
Public-Institutions	E-Voting	17167	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if		N/A	N/A	N/A	N/A	N/A	N/A
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	13009910	982910	7.5551	982910	-	100.0000	-
	Poll		350013	2.6904	350012	-	99.9997	-
	Postal Ballot (if		N/A	N/A	N/A	N/A	N/A	N/A
	Total		1332923	10.2454	1332922	0000	99.9999	-
Total		17608802	5914648	33.5892	5914647	0000	100.0000	0000

For Golden Tobacco Limited

 Manoj Kumar Srivastava
 Company Secretary



Golden Tobacco Limited

Resolution required:(Ordinary/Special):		2. Re-Appointment of Shri A. K. Joshi as retiring Director by rotation						
Whether promoter/ promoter group are interested in the agenda/resolution		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes In favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4581725	4434187	96.7799	4434187	-	100.0000	-
	Poll		147538	3.2201	147538	-	100.0000	-
	Postal Ballot (if		N/A	N/A	N/A	N/A	N/A	N/A
	Total		4581725	100.0000	4581725	---	100.0000	-
Public-Institutions	E-Voting	17167	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if		N/A	N/A	N/A	N/A	N/A	N/A
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	13009910	982910	7.5551	982910	-	100.0000	-
	Poll		350013	2.6904	350012	-	99.9997	-
	Postal Ballot (if		N/A	N/A	N/A	N/A	N/A	N/A
	Total		1332923	10.2454	1332922	0000	99.9999	-
Total		17608802	5914648	33.5892	5914647	0000	100.0000	0000

For Golden Tobacco Limited

Manoj
Manoj Kumar Srivastava
Company Secretary



Golden Tobacco Limited

Resolution required:(Ordinary/Special): Ordinary			3. Appointment of M/s Bagaria & Co.LLP, Chartered Accountants, Mumbai as the Statutory Auditors of the Company in place of M/s Lodha & Co. Chartered Accountants , Mumbai to hold office from the conclusion of 61st AGM to conclusion of 66th AGM and authorized to the Board to fix their remuneration.					
Whether promoter/ promoter group are interested in the agenda/resolution			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes In favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4581725	4434187	96.7799	4434187	-	100.0000	-
	Poll		147538	3.2201	147538	-	100.0000	-
	Postal Ballot (if		N/A	N/A	N/A	N/A	N/A	N/A
	Total		4581725	100.0000	4581725	---	100.0000	-
Public-Institutions	E-Voting	17167	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if		N/A	N/A	N/A	N/A	N/A	N/A
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	13009910	982910	7.5551	982910	-	100.0000	-
	Poll		350013	2.6904	350012	-	99.9997	-
	Postal Ballot (if		N/A	N/A	N/A	N/A	N/A	N/A
	Total		1332923	10.2454	1332922	0000	99.9999	-
Total		17608802	5914648	33.5892	5914647	0000	100.0000	0000

For Golden Tobacco Limited

Manoj Kumar Srivastava
Company Secretary





CS Devesh A. Pathak

B.Com., LL.B., F.C.S.

CS Vimal Bhai

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

FORM NO.MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21 (2) of the Companies (Management and Administration) Rules, 2014]

TO
BOARD OF DIRECTORS,
GOLDEN TOBACCO LIMITED
Darjipura, Post Amaliyara,
Vadodara -390022,
Gujarat

Annual General Meeting of the Equity Shareholders of GOLDEN TOBACCO LIMITED held on Tuesday, 18th July, 2017 at 12.15 p.m. at Registered Office of Company at Darjipura, Post Amaliyara, Vadodara -390022, Gujarat.

Dear Sir,

I, CS Devesh A. Pathak, Practising Company Secretary appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, for the 61st Annual General Meeting of the Equity Shareholders of GOLDEN TOBACCO LIMITED held on Tuesday, 18th July, 2017 at 12.15 p.m. at the Registered Office of Company at Darjipura, Post Amaliyara, Vadodara -390022, Gujarat, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, 1 (one) ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:





(1) Resolution No. 1

To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2017 and the Profit and Loss Account for the year ended on that date together with Board's Report and the Auditors' thereon as also the consolidated financial statements of the Company for the financial year ended March 31, 2017 together with report of the Auditor's thereon.
(Ordinary Resolution)

(I) Voted **in favour** of the resolution:

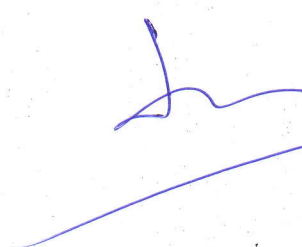
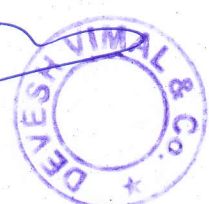
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
56	4,97,550	100%

(II) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast.
NIL	NIL	NIL

(III) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
1	1



(2) Resolution No. 2

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.
(Ordinary Resolution)

(I) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
56	4,97,550	100%

(II) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
1	1



(3) Resolution No. 3

To appoint M/s Bagaria & Co. LLP, Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the sixty six Annual General Meeting and to authorize the Board to fix their remuneration.

(Ordinary Resolution)

(I) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
56	4,97,550	100%

(II) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(III) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
1	1



5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Chairman authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

CS Devesh A. Pathak
FCS 4559

Place: Vadodara
Dated: 19/07/2017



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

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maildpathak@yahoo.co:in

204/5, GARDEN VIEW, NEAR KAMATI BAUG CIRCLE

SAYAJIGUNJ, VADODARA-390 020

REGD. TRADEMARK AGENT

TO
THE BOARD OF DIRECTORS,
GOLDEN TOBACCO LIMITED

Darjipura, Post Amaliyara,
Vadodara -390022,
Gujarat

Dear Sir,

Sub: Scrutinizers Report on e-voting. conducted in respect of all shareholders' resolutions to be passed at the 61st Annual General Meeting pursuant to Clause 44 of SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ('LODR') 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 scrutinizer by the Board of Directors of GOLDEN TOBACCO LIMITED to conduct the electronic voting process in respect of all shareholders' resolutions bearing serial no. 1 to 3 to be passed at the 61st Annual General meeting of the Company to be held on Tuesday, 18th July, 2017 as set out in the Notice dated 29th May, 2017 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 44 LODR 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 44 of LODR 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 Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities engaged by the Company.








- (3) The e-voting facility remained open from Saturday, 15th July, 2017 at 9.00 a.m. to Monday, 17th July, 2017 at 5.00 p.m.
- (4) The members of the Company as on the cut off date i.e. 12th July, 2017 were entitled to vote on the aforesaid resolutions.
- (5) The votes cast were then unblocked on 18th June, 2017 at 2:08 p.m. in presence of two witnesses viz. Ms. Reshma Pillai and Ms. Yamini Arora 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 CDSL. A summary of the result in respect of each of the aforesaid resolution is as follows:

ORDINARY BUSINESS

Resolution: 1

To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2017 and the Profit and Loss Account for the year ended on that date together with Board's Report and the Auditors' thereon as also the consolidated financial statements of the Company for the financial year ended March 31, 2017 together with report of the Auditor's thereon. (Ordinary Resolution)

Sr. No.	Particulars	Electronic Votes			
		No. of Members	No. of E-Votes	Total	Total (%)
1	VOTES CAST	45	54,17,097	54,17,097	
2	LESS: INVALID VOTES	0	0	0	
3	VALID VOTES	45	54,17,097	54,17,097	100%
4	VOTES IN FAVOUR	45	54,17,097	54,17,097	100%
5	VOTES AGAINST	0	0	0	0%
	TOTAL VALID E- VOTES	45	54,17,097	54,17,097	100%



Resolution: 2

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. (Ordinary Resolution)

Sr. No.	Particulars	Electronic Votes			
		No. of Members	No. of E-Votes	Total	Total (%)
1	VOTES CAST	45	54,17,097	54,17,097	
2	LESS: INVALID VOTES	0	0	0	
3	VALID VOTES	45	54,17,097	54,17,097	100%
4	VOTES IN FAVOUR	45	54,17,097	54,17,097	100%
5	VOTES AGAINST	0	0	0	0%
	TOTAL VALID E- VOTES	45	54,17,097	54,17,097	100%

Resolution: 3

To appoint of M/s Bagaria & Co. LLP, Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the sixty six Annual General Meeting and to authorize the Board to fix their remuneration. (Ordinary Resolution)

Sr. No.	Particulars	Electronic Votes			
		No. of Members	No. of E-Votes	Total	Total (%)
1	VOTES CAST	45	54,17,097	54,17,097	
2	LESS: INVALID VOTES	0	0	0	
3	VALID VOTES	45	54,17,097	54,17,097	100%
4	VOTES IN FAVOUR	45	54,17,097	54,17,097	100%
5	VOTES AGAINST	0	0	0	0%
	TOTAL VALID BALLOTS	45	54,17,097	54,17,097	100%

3





- (7) 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.
- (8) You may accordingly declare the result of voting.

Thanking you,



CS Devesh A. Pathak
(FCS No. 4559)

At Vadodara, 19th day of July, 2017

Witnesses to unblocking of e-votes cast

(Reshma Pillai)

(Yamini Arora)



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

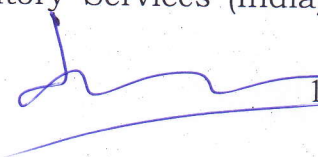
Date: 19th July, 2017.

**TO
BOARD OF DIRECTORS,
GOLDEN TOBACCO LIMITED**

Darjipura, PostAmaliyara,
Vadodara -390022,
Gujarat

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 29th May, 2017 for the purpose of conducting the e-voting process in respect of all shareholders' resolutions to be passed at the 61st Annual General Meeting (AGM) pursuant to Clause 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR') 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')
 - (ii) The Chairman of the 61st Annual General Meeting held on 18th July, 2017 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 Registered Office of the Company at Darjipura, PostAmaliyara, Vadodara -390022, Gujarat.
2. The Management of the Company is responsible to ensure the compliance with the requirements of Clause 44 of LODR 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)


1

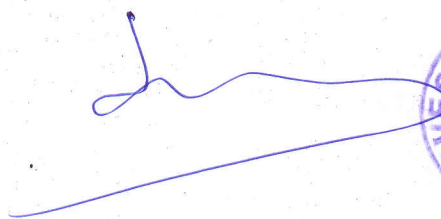





Limited (CDSL), the authorized agency engaged by the Company to provide e-voting facilities for e-voting and also at the time of poll at the AGM.

3. I have issued separate Scrutinizer's Report dtd 19th July, 2017 on the e-voting (including ballots) separate report on the Poll dtd. 19th July, 2017 on the poll on the aforesaid resolutions. As requested by the management, I submit combined report for e-voting (including ballots) and poll in respect of aforesaid resolutions as follows:

Sr. No.	Particulars	Resolution-1 (Ordinary Resolution)						
		To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2017 and the Profit and Loss Account for the year ended on that date together with Board's Report and the Auditors' thereon as also the consolidated financial statements of the Company for the financial year ended March 31, 2017 together with report of the Auditor's thereon.						
		No. of Ballots in poll /Electronic Votes (including ballot)			No. of Votes			%
	Ballots/E-Votes	No. of Ballots in poll	No. of E-Voter	Total	Physical	Electronic	Total	Total
1	BALLOTS/E-VOTES RECEIVED	57	45	102	4,97,551	54,17,097	59,14,648	
2	LESS: INVALID BALLOTS/E-VOTES	1	0	1	1	0	1	
3	VALID BALLOTS/E-VOTES	56	45	101	4,97,550	54,17,097	59,14,647	100%
4	BALLOTS/E-VOTES IN FAVOUR	56	45	101	4,97,550	54,17,097	59,14,647	100%
5	BALLOTS/E-VOTES AGAINST	0	0	0	0	0	0	0%
	TOTAL VALID BALLOTS/E-VOTES	56	45	101	4,97,550	54,17,097	59,14,647	100%



Sr. No.	Particulars	Resolution-2 (Ordinary Resolution)						
		No. of Ballots in poll / Electronic Votes (including ballot)			No. of Votes			%
		No. of Ballots in poll	No. of E-Voter	Total	Physical	Electronic	Total	Total
1	BALLOTS/E-VOTES RECEIVED	57	45	102	4,97,551	54,17,097	59,14,648	
2	LESS: INVALID BALLOTS/E-VOTES	1	0	1	1	0	1	
3	VALID BALLOTS/E-VOTES	56	45	101	4,97,550	54,17,097	59,14,647	100%
4	BALLOTS/E-VOTES IN FAVOUR	56	45	101	4,97,550	54,17,097	59,14,647	100%
5	BALLOTS/E-VOTES AGAINST	0	0	0	0	0	0	0%
	TOTAL VALID BALLOTS/E-VOTES	56	45	101	4,97,550	54,17,097	59,14,647	100%

Sr. No.	Particulars	Resolution-3 (Ordinary Resolution)						
		No. of Ballots in poll / Electronic Votes (including ballot)			No. of Votes			%
		No. of Ballots in poll	No. of E-Voter	Total	Physical	Electronic	Total	Total
1	BALLOTS/E-VOTES RECEIVED	57	45	102	4,97,551	54,17,097	59,14,648	
2	LESS: INVALID BALLOTS/E-VOTES	1	0	1	1	0	1	
3	VALID BALLOTS/E-VOTES	56	45	101	4,97,550	54,17,097	59,14,647	100%
4	BALLOTS/E-VOTES IN FAVOUR	56	45	101	4,97,550	54,17,097	59,14,647	100%
5	BALLOTS/E-VOTES AGAINST	0	0	0	0	0	0	0%
	TOTAL VALID BALLOTS/E-VOTES	56	45	101	4,97,550	54,17,097	59,14,647	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.

Thanking You,

Yours faithfully,



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

Place: Vadodara
Date: 19/07/2017