



Golden Tobacco Limited

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

Manufacturers of Quality Cigarettes / Cigars



July 18, 2017

GTL/SE/SEC/2017-18

To,

<p>The Manager, Corporate Relations Deptt. Bombay Stock Exchange Ltd. P.J. Towers, Dalal Street, Mumbai-400001 Scrip Code:151</p>	<p>To, The Secretary, National Stock Exchange of India Ltd. Exchange Plaza Bandra Kurla Complex, Bandra (East) Mumbai-400051 Scrip Code:5251</p>
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Dear Sir,

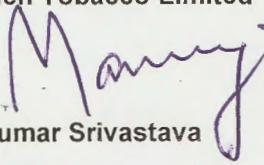
Sub: Outcome/ Proceeding of 61st Annual General Meeting of the Company held on July 18, 2017 under Reg.44(3) of the SEBI (LODR) Regulations, 2015 :

Pursuant to Regulation 30 and 44 of SEBI (LODR) Regulations 2015, we would like to state that the 61st Annual General Meeting of the Members of the Company was held on today i.e. July 18, 2017 at the Registered Office of the Company to transact the business mentioned in the Notice of the AGM dated May 29, 2017. We enclose herewith outcome/ proceedings of the 61st Annual General Meeting of the Company.

You are requested to kindly take the same on record and do the needful.

Thanking You,

For Golden Tobacco Limited



Manoj Kumar Srivastava
Company Secretary
(M.No. FCS-7460)



Encl: Proceeding of the AGM.

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.
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PROCEEDINGS OF THE 61ST ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY, HELD ON TUESDAY , THE JULY 18, 2017 AT 12.15 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT DARJIPURA, POST –AMALIYARA, DIST-VADODARA,GUJARAT -390022

The Followings were present in the meeting:

Directors Present:

1. Shri V.K. Bhandari – Independent Director, Chairman of the Audit Committee, member of Nomination and Remuneration Committee as also Stakeholders' Relationship Committee of the Board.
2. Ms. Kokila Panchal- Independent Director
3. Shri A. K. Joshi- Managing Director
4. Shri Jaskaran S. Khurana - Executive Director

Other Invitee:

1. Shri N. K. Bafna- Senior Partner – M/s Lodha & Co. the Statutory Auditors.
 2. Shri Pawan Kumar Malsaria Chief Financial Officer
 3. Shri Manoj Kumar Srivastava- Company Secretary
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1. Members were informed that Shri Bharat B. Merchant, Independent Director could not remain present in the meeting due to his sickness.
 2. With unanimous consent of Directors present Shri V.K. Bhandari occupied the Chair and welcomed all those present in 61st Annual General Meeting of the Company. Thereafter he introduced all the directors and others present and sitting on the dias.
 3. The necessary quorum was present throughout the meeting. The Chairman took up the business before the Annual General Meeting as per Notice dated May 29, 2017.

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4. The Company Secretary informed to the Shareholders that there was neither qualification nor adverse remarks by the Statutory Auditors and Secretarial Auditors in their report.
5. Notice of 61st Annual General Meeting dated May 29, 2017 with explanatory statement, Report & Accounts for the financial year ended March 31, 2017 circulated to the Members were taken as read with the consent of the Members present in the meeting.
6. The Chairman delivered his speech to the shareholders, wherein, he dealt with the year in retrospect and future outlook.
7. The Following documents, Registers of the Company remained open and assessable for inspection during the continuous period of AGM :
 - (i) Financial Statements, standalone and consolidated, the Board's Report and Auditors Report thereon for the financial year ended March 31, 2017.
 - (ii) The Register of Directors and Key Managerial Personnel and their shareholding.
 - (iii) The Register of Contract and shareholding in which Directors are Interested.
8. The Chairman took up the items on the Agenda of the meeting as follows and replied the questions raised by the members during the meeting :
 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. **(by Ordinary Resolution)**
 2. Re-Appointment of Shri A. K. Joshi as retiring Director **(by Ordinary Resolution)**
 3. Appointment of M/s Bagaria & Co. LLP Chartered Accountants, Mumbai as the Statutory Auditors of the Company in place of retiring Auditors M/s Lodha & Co. Chartered Accountants, Mumbai to hold office for five years from conclusion of 61st Annual General

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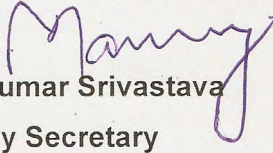


Meeting to the conclusion of 66th Annual General Meeting to be held in the calendar year 2022 subject to ratification of their appointment at every Annual General Meeting , if so required under the Act, and the Board was authorized to fix their remuneration. **(by Ordinary Resolution)**

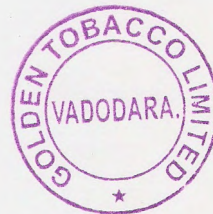
9. The chairman drew attention of the members that the Company, pursuant to the Companies Act, 2013 had provided the facility of remote e-voting on all the resolutions forming part of the Agenda of the Annual General Meeting. The period of remote e-voting commenced on July 15, 2017 and ended on July 17, 2017. Further the Chairman advised those members who had not been able to cast their votes by remote e-voting , may avail the facility of ballot voting which was provided at the fag- end of Annual General Meeting . He also informed that Mr .Devesh A. Pathak of M/s Devesh Vimal & CO., Practising Company Secretaries was appointed as Scrutinizer to oversee the e-voting and poll process fair and transparent manner.

10. The meeting concluded at 2.05 P.M with the vote of thanks.

For Golden Tobacco Limited


Manoj Kumar Srivastava
Company Secretary

(Membership No. FCS-7460)



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