



NOTICE

NOTICE is hereby given that the **SIXTY-SECOND ANNUAL GENERAL MEETING** of the Members of **GOLDEN TOBACCO LIMITED** will be held on **Thursday, December 27, 2018 at 10.30 A.M.** at the Registered Office of the Company at Darjipura, Post-Amaliyara, Vadodara - 390022, Gujarat to transact the following business as:

ORDINARY BUSINESS:

1. **Adoption of :**
 - a. the Audited Financial Statements of the Company for the financial year ended March 31, 2018 together with the Reports of the Board of Directors' and the Auditors' thereon and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 together with Reports of the Auditors' thereon.
2. To appoint a Director in place of Shri Jaskaran S. Khurana (DIN:03034960) who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To appoint Shri Vinod Bhatia (DIN: 08235705) as an Independent Director:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and Clause 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Vinod Bhatia (DIN : 08235705), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, who has appointed as an additional director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company w.e.f. September 23, 2018 up to September 22, 2023.

4. **To Re- appoint Shri A.K. Joshi as Managing Director of the Company and to fix his remuneration:**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to approval of the Members and other requisite authorities including Central Government, **approval**, be and is, hereby accorded to the re appointment of Shri A. K. Joshi as Managing Director of the Company for a period of three years with effect from September 28, 2018 to September 27, 2021 upon the terms and conditions of appointment including remuneration payable as set out in the explanatory statement in the annexed here to with liberty to the Board of Directors to alter and/ or to vary the terms and conditions of the same including the terms of remuneration as may be agreed to between the Board of Directors and Shri A. K. Joshi.

RESOLVED FURTHER THAT in the event of absence of or inadequacy of profit in any Financial Year during the tenure of the office of Managing Director the remuneration shall be governed as provided under Section II of Part II of Schedule V to the Companies Act, 2013, subject to approval of Bankers.

RESOLVED FURTHER THAT Shri A. K. Joshi shall not be paid any sitting fees for attending meetings of the Board of Directors or its Committees and his appointment shall be liable to retire by rotation “

By order of the Board,
For GOLDEN TOBACCO LIMITED,

Jaymeen Patel
Company Secretary

Place : Mumbai
Date : December 1, 2018

NOTES:

1. **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 10:30 A.M. ON 27TH DECEMBER, 2018. 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.

2. 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.
3. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this Annual General Meeting is annexed.
4. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rule, 2014, the Resolution 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 as the Scrutinizer for the purpose.
5. Voting rights will be reckoned on the paid-up value of share registered in the name of the Members as on Thursday, the December 20, 2018 (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. However Shri Jaskaran S. Khurana (DIN:03034960) Executive Director retires by rotation at the AGM and being eligible, offering 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 hold directorships and memberships/chairmanships of Board Committees, shareholding and relationship between directors inter-se as stipulated under 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 Sunday, 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 **Monday, December 24, 2018 to Thursday, December 27, 2018** (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, 2023 and the unpaid/unclaimed dividend, if any, will be transferred to Investor Education & Protection Fund accordingly.



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 to 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 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 2017-18 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. December 20, 2018 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 Monday, December 24, 2018 (9.00 a.m. IST) and ends on Wednesday, December 26, 2018 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Thursday, December 20, 2018 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 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 filed. 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 the enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth Details 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

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

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

ITEM NO. 3

The Board of Directors, in terms of the recommendation of Nomination and Remuneration Committee approved the appointment of Shri Vinod Bhatia at its meeting held on September 23, 2018 w.e.f. September 23, 2018, for the period of five years as a Non-Executive Independent Director

The brief resume of Shri Vinod Bhatia together with other details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 are provided in the Annexure to this notice. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as a Non-Executive Independent Director of the Company and is independent of the management. The copy of the draft letter for his appointment as a Non-Executive Independent Director would be available for inspection by the members at the Registered Office of the Company between 2.00 P.M. to 4.00 P.M. on any working day, excluding Saturdays, Sundays and Public Holidays upto the date of the Annual General Meeting.

The Board considers his association would be of immense benefit to the Company and it is desirable to avail his services as a Non-Executive Independent Director. Accordingly, the Board recommends the resolutions in respect of his appointment as a Non-Executive Independent Director, for the approval. The Company has received the proposal for appointment as a Director as per applicable rules and regulations.

Shri Vinod Bhatia does not hold any Equity Shares of the Company.

None of the other Directors, Key Managerial Personnel(s) and their relatives, except Shri Vinod Bhatia have any concern or interest, financial or otherwise, in the resolutions set out at Item no. 3 of the Notice.

ITEM NO. 4

By keeping in view, valuable services being rendered and onerous responsibilities being shouldered by Shri A.K. Joshi, as a Managing Director of the Company and on recommendation of Nomination and Remuneration Committee (NRC) and Board meeting held on September 23, 2018 recommended the re appointment of Shri A. K. Joshi as Managing Director for three years w.e.f. September 28, 2018 to September 27, 2021 on the following major terms and conditions of remuneration :

I. Basic Salary (PM)

₹ 2,32,490 (in the grade of ₹ 2,32,490 - ₹ 1,20,000 - to - ₹ 6,50,000)

II. Perquisites & Allowances: (PM)

HRA @ 60% of Basic, Servant Allowance @ 15% of Basic, Gas & Electricity @ 8.33% of Basic, Home Maintenance Allowance @ 8.33% of Basic, Children Education Allowance: ₹ 1,500, Books and Periodicals: up to ₹ 3,000, Business Promotion: upto ₹ 3,000, Special Pay: upto ₹ 1,50,000, Car Scheme: ₹ 30,000, Personal Pay Allowance up to ₹ 58,044.

III. Other Perquisites & Allowances:

- (i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- (ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and Encashment of leave at the end of the tenure;

- (iii) Provision of the Company's maintained Car and driver's salary for use of the Company's business and telephone at residence shall not be considered as perquisites;
- (iv) Reimbursement of entertainment, traveling and all other actual expenses properly incurred for the purpose of the Company's business shall not be considered as remuneration;
- (v) No sitting fees to be paid for attending Meeting of the Board of Directors or any of its Committee;
- (vi) Personal accident and medical insurance as per Company policy;
- (vii) Use of car for Company's business and telephone at residence;
- (viii) Medical expenses incurred for self and all dependent family members subject to a ceiling of one month's basic salary per year;
- (ix) Leave Travel Concession (LTC) once in a year from the place of residence to anywhere in the world by air (business class) or by train (AC first class) for self and all dependent family members, subject to a ceiling of one month's basic salary;
- (x) Hospitalization reimbursement in accordance with the scheme and rules of the Company;
- (xi) Variable Performance Pay (VPP) as per the Company's Policy;

IV. MINIMUM REMUNERATION

Notwithstanding anything to the contrary herein contained, wherein in any financial year, during the currency of the tenure of the appointment, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified above, within the limits as may be allowable in Schedule V of the Companies Act, 2013 from time to time or as approved by the Central Government as the case may be.

V. TERMINATION

The aforesaid reappointment may be terminated by either party giving at least six months' notice in writing in that behalf or notice pay in lieu thereof at the end of which period, termination of the contract shall take effect. Keeping in view of his vast expertise and knowledge, re appointment of Shri A. K. Joshi as a managing Director would be in the best interest of the Company

Documents referred in the resolution will be available to the shareholders for inspection between 11 a.m. to 1 p.m. on all working days (except Saturdays and Sundays) at the registered office of the Company up to the date of the AGM.

Your Directors seek your approval to the resolutions as set out in the item no 4 of the accompanying notice by way of Special Resolution.

ADDITIONAL INFORMATION REQUIRED AS PER SCHEDULE V TO THE COMPANIES ACT, 2013:

I. GENERAL INFORMATION :

(1) Nature of Industry :

The Company's products are classified under Tobacco Industry.

(2) Commencement of Commercial Production :

The Company's plant for manufacturing Tobacco Products (Licensed Capacity of 14500 Million and installed Capacity of 10950 Million) is already in operation.

(3) FINANCIAL PERFORMANCE:

(` in Lacs)

Particulars	Financial Year	
	2017-18	2016-17
Effective Capital	(20775.01)	(20004.39)
Total Income	9297.38	5257.20
Profit /(Loss) (Before Tax)	(356.43)	(2970.69)



(4) Export performance and Net Foreign Exchange Earning:

Particulars	Financial Year	
	2017-18	2016-17
Export (FOB) Value	1315.03	2299.39
Net Foreign Exchange Earned (FOB) Value	1315.03	2299.39

(5) The Company has neither made any foreign investment nor any foreign collaboration during the year.

II. INFORMATION ABOUT THE APPOINTEE :

Background details of the Managerial Personnel:

Shri A. K. Joshi is a fellow member (Membership No.082185) of the Institute of the Chartered Accountants of India. He has a bright academic career and rich experience of about 36 years in the field of Corporate, Banking, Finance and Accounts to his credit. On the recommendation of the Nomination and Remuneration Committee your Directors recommend and seek your approval by way of Special Resolution for his reappointment for three years as Managing Director w.e.f. September 27 2018. The remuneration will be as per section 197 read with schedule V of the Companies Act, 2013 and in accordance with the approval of requisite authorities, if any including Central Government.

(1) Past Remuneration : Per Annum:

(Amount in `)

Particulars	Past Salary	Proposed Salary
	(F.Y.2017-18)	(F.Y.2018-19)
Salary & Perquisites	81,70,046*	81,70,046*

*plus other perquisite and retrial benefits as per Company's Policy and as provided in explanatory statement

(2) Recognition or awards:

The Company has no information to offer.

(3) Job Profile and suitability:

Shri A. K. Joshi is a Managing Director of the Company and vested with, substantial power of the management of the Company subject to the superintendence, direction and control of the Board of Directors. Having regard to the academic and professional background and vast experience of Shri A. K. Joshi, Managing Director your Directors are of the opinion that Shri A. K. Joshi is suitable to hold the position of the Managing Director of the Company.

Neither any of the Directors/ Key Managerial Personnel nor their relatives except Shri A. K. Joshi shall be deemed to be concerned or interested, financially or otherwise, in this resolution. Your Directors recommend and seek your approval to the resolution as set out in item No.4 of the accompanying Notice by way of Special Resolution.

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

**Jaymeen Patel
Company Secretary**

Place : Mumbai

Date : December 1, 2018

Registered Office:

At Darjipura, Post-Amaliyara,
Vadodara – 390022, Gujarat.

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

Name	Shri Jaskaran S. Khurana	Shri A.K. Joshi	Shri Vinod Bhatia
Date of Birth & Age	22.09.1972 (46 Years)	01.01.1958 (60 Years)	10.09.1947 (71 Years)
Date of Appointment	23.05.2016	25.05.2015	23.09.2018
Qualifications	B.Com.(H), MBA	B.Com.F.C.A.	LLB
Expertise in specific functional area	Wide experience in the field of finance, production and strategy, planning and international business.	Wide experience in the field of corporate banking and finance and accounts.	Wide experience in the field of Legal Matters.
Directorship held in other Public Companies (excluding foreign companies and section 8 companies)	NIL	NIL	NIL
Membership /Chairmanships of Committees other than public companies (including only Audit committee and Stakeholders Relationship committee.)	NIL	NIL	NIL
DIN	03034960	00379820	08235705
PAN	AAEPK6100F	AAGPJ4277Q	AAIPB0981H
No. of Shares held in the Company	NIL	NIL	NIL
Disclosure of relationships between	NIL	NIL	NIL