



Golden Tobacco Limited

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

Manufacturers of Quality Cigarettes / Cigars



January 22, 2015

GT/SE/SEC 2014-15

To,

✓ The Manager,
Corporate Relations Department,
Bombay Stock Exchange,
14th Floor, P.J. Towers,
Dalal Street,
MUMBAI-400001

Scrip Code:151

The Secretary,
National Stock Exchange of India Ltd
'Exchange Plaza'
Bandra Kurla Complex, Bandra (East)
MUMBAI - 400 051

Scrip Code : 5251

VADODARA HD <390001>
RG589257247IM
Counter No:3,OP-Code:JPK
To:CORPORATE RELATIONS,
Mumbai G.P.O., PIN:400001
From:MANOJKUMAR SRIVASTAVA, AMALIYARA, VDR-22
Wt:16grams.
Amt:28.00 (LFee:Rs.3.00), 22/01/2015 18:24
<<Track on www.indiapost.gov.in>>



Dear Sir,

Sub: Submission of Quarterly Compliance Report on Corporate Governance :
Ref : our letter dated 12.01.2015 your email dated 21.01.2015

We enclose herewith Quarterly compliance report on Corporate Governance for the quarter ended December 31, 2014, pursuant to revised Clause 49 of the Listing Agreement vide SEBI circular dated September 15, 2014 and time to time .

Kindly take the same on record and acknowledge the receipt. Further any queries/explanation required please confirm.

Thanking You,
For GOLDEN TOBACCO LIMITED


MANOJ KUMAR SRIVASTAVA
COMPLIANCE OFFICER AND 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

Annexure – XI to the Listing Agreement

Format of Quarterly Compliance Report on Corporate Governance

Name of the Company: GOLDEN TOBACCO LIMITED

Quarter ending : DECEMBER 31, 2014

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
II Board of Directors	49 (II)	Yes	
(A) Composition of Board	49 (IIA)	Yes	-
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' Compensation & Disclosures	49 (IIC)	Yes	-
(D) Other Provisions as to Board and Committees	49 (IID)	Yes	-
(E) Code of Conduct	49 (IIE)	Yes	-
(F) Whistle Blower Policy	49 (IIF)	Yes	
III. Audit Committee	49 (III)	Yes	
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	-
(B) Meeting of Audit Committee	49 (IIIB)	Yes	-
(C) Powers of Audit Committee	49 (IIIC)	Yes	-
(D) Role of Audit Committee	49 (IIID)	Yes	-
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	-
IV. Nomination and Remuneration Committee	49 (IV)	Yes	
V. Subsidiary Companies	49 (V)	Yes	
VI. Risk Management	49 (VI)	Yes	
VII. Related Party Transactions	49 (VII)	N.A	
VIII. Disclosures	49 (VIII)	Yes	-
(A) Related Party Transactions	49 (VIII A)	Yes	-
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	-
(C) Remuneration of Directors	49 (VIII C)	Yes	-
(D) Management	49 (VIII D)	Yes	-
(E) Shareholders	49 (VIII E)	Yes	-
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	N/A	-
IX. CEO/CFO Certification	49 (IX)	Yes	-
X. Report on Corporate Governance	49 (X)	Yes	-
XI. Compliance	49 (XI)	Yes	-

For GOLDEN TOBACCO LIMITED



**MANOJ KUMAR SRIVASTAVA
COMPLIANCE OFFICER AND COMPANY SECRETARY**

