



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

19th September, 2014

To
The Managing Director
Golden Tobacco Limited
Darjipura,
Post – Amaliya,
Vadodara
Gujarat-390022

Dear Sir/Madam,

Sub: Scrutinizers Report on e-voting conducted in respect of all shareholders' resolutions to be passed at the 58th Annual General Meeting pursuant to Clause 35-B of the Listing Agreement 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 scrutinizers 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 5 to be passed at the 58th Annual General meeting of the Company to be held on 22nd September, 2014 as set out in the Notice dated 14th August, 2014 with statement setting out material 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 35- B of the Listing Agreement 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 35-B of the Listing Agreement 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 16th September, 2014 at 9.00 a.m. to 18th September, 2014 at 6.00 p.m.
- (4) The members of the Company as on the cut off date i.e. 15th August, 2014 were entitled to vote on the aforesaid resolutions.
- (5) The votes cast were then unblocked on 19th September, 2014 at 4.00 p.m. in presence of two witnesses viz. Mr. Vimal Betai and Ms. Heena Shah 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 at March 31, 2014, the Profit and Loss Account for the year ended on that date, together with the Reports of the Board of Directors' and the Auditors' thereon. (Ordinary Resolution)

Sr. No.	Particulars	Electronic Votes			
		No. of Members	No. of E-Votes	Total	Total (%)
1	VOTES CAST	59	5599989	5599989	
2	LESS: INVALID VOTES	0	0	0	
3	VALID VOTES	59	5599989	5599989	100
4	VOTES IN FAVOUR OF	56	5599957	5599957	100
5	VOTES AGAINST	3	32	32	0*
	TOTAL VALID E- VOTES	59	5599989	5599989	100

* negligible





Resolution: 2

To appoint M/s. Lodha & Co; Chartered Accountants, as Statutory (Registration No. 301051E) Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 61st 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	59	5599989	5599989	
2	LESS: INVALID VOTES	0	0	0	
3	VALID VOTES	59	5599989	5599989	100
4	VOTES IN FAVOUR OF	55	5574957	5574957	99.55
5	VOTES AGAINST	4	25032	25032	0.45
	TOTAL VALID E- VOTES	59	5599989	5599989	100

SPECIAL BUSINESS

Resolution: 3

To Appoint Shri Bharat B. Merchant (Din: 00300384) As An Independent Director Pursuant To The Companies Act, 2013. (Ordinary Resolution)

Sr. No.	Particulars	Electronic Votes			
		No. of Members	No. of E-Votes	Total	Total (%)
1	VOTES CAST	59	5599989	5599989	
2	LESS: INVALID VOTES	0	0	0	
3	VALID VOTES	59	5599989	5599989	100
4	VOTES IN FAVOUR OF	55	5574957	5574957	99.55
5	VOTES AGAINST	4	25032	25032	0.45
	TOTAL VALID E- VOTES	59	5599989	5599989	100





Resolution: 4

To Appoint Shri V. K. Bhandari (Din: 00052716) As an Independent Director Pursuant To the Companies Act, 2013 (Ordinary Resolution)

Sr. No.	Particulars	Electronic Votes			Total (%)
		No. of Members	No. of E-Votes	Total	
1	VOTES CAST	59	5599989	5599989	
2	LESS: INVALID VOTES	0	0	0	
3	VALID VOTES	59	5599989	5599989	100
4	VOTES IN FAVOUR OF	55	5574957	5574957	99.55
5	VOTES AGAINST	4	25032	25032	0.45
	TOTAL VALID BALLOTS	59	5599989	5599989	100

Resolution: 5

To authorize the Board of directors to borrow upto Rs. 500 Crores pursuant to Section 180 (1)(c) of the Companies Act, 2013. (Special Resolution)

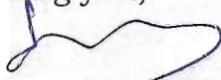
Sr. No.	Particulars	Electronic Votes			Total (%)
		No. of Members	No. of E-Votes	Total	
1	VOTES CAST	59	5599989	5599989	
2	LESS: INVALID VOTES	0	0	0	
3	VALID VOTES	59	5599989	5599989	100
4	VOTES IN FAVOUR OF	52	5561957	5561957	99.32
5	VOTES AGAINST	7	38032	38032	0.68
	TOTAL VALID BALLOTS	59	5599989	5599989	100





- (7) I have handed over related papers/ registers and records for safe custody to Mr. Manoj Kumar Srivastava Company Secretary of the Company authorized by the Board to supervise the process.
- (8) You may accordingly declare the result of voting.

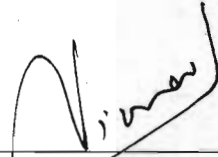
Thanking you,


CS Devesh A. Pathak
(FCS No. 4559)

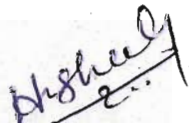
At Vadodara, 19th day of September, 2014



Witnesses to unblocking of e-votes cast



(Vimal Betail)



(Heena Shah)