

**QUARTERLY COMPLIANCE REPORT ON
CORPORATE GOVERNANCE**

Name of the Company: Golden Tobacco Limited
Quarter Ending : 31st March, 2011

	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
I. Board of Directors	49 (I)		-
a. Composition of Board	49 (IA)	Yes	-
b. Non Executive Directors' Compensation and Disclosures	49 (IB)	Yes	-
c. Other Provisions as to Board and Committees	49 (IC)	Yes	-
d. Code of Conduct	49 (ID)	Yes	-
II. Audit Committee	49 (II)		-
a. Qualified and Independent Audit Committee	49 (IIA)	Yes	-
b. Meeting of Audit Committee	49 (IIB)	Yes	-
c. Power of Audit Committee	49 (IIC)	Yes	-
d. Role of Audit Committee	49 (IID)	Yes	-
e. Review of Information by Audit Committee	49 (IIE)	Yes	-
III. Subsidiary Companies	49 (III)	Yes	-
IV. Disclosures	49 (IV)		-
a. Basis of related party transaction	49 (IV A)	Yes	-
b. Board Disclosures	49 (IV B)	Yes	-
c. Proceeds from Public issue, Right issue, Preferential issue etc.	49 (IV C)	N.A.	-
d. Remuneration of Directors	49(IV D)	Yes	-
e. Management	49(IV E)	Yes	-
f. Shareholders	49(IV F)	Yes	-
V. CEO/CFO Certification	49 (V)	Yes	-
VI. Report on corporate Governance	49 (VI)	Yes	-
VII. Compliance	49 (VII)	Yes	-