



Golden Tobacco Limited

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

Manufacturers of Quality Cigarettes / Cigars



May 30, 2019

GTL/SE/SEC/2019-20

To,
The Manager,
Corporate Relations Deptt.
Bombay Stock Exchange Ltd.
P.J. Towers,
Dalal Street,
MUMBAI-400001

Scrip Code:151

To,
The Secretary,
National Stock Exchange of India Ltd'
Exchange Plaza'
Bandra Kurla Complex,
Bandra (East)
MUMBAI - 400051

Scrip Code: 5251

Dear Sir / Madam,

Sub: Annual Secretarial Compliance Report for the ended March 31, 2019

In terms of Clause 3(b)(iii) of SEBI Circular No.CIR/CFD/CMDI/27/2019 dated February 8, 2019, we enclosed herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2019 issued by Devesh Pathak and Associates, Practicing Company Secretary, on May 29, 2019.

Kindly take the above in your records.

Thanking You,
Yours Faithfully,
For GOLDEN TOBACCO LIMITED


Jaymeen Patel
Company Secretary and Compliance Officer
(M. No. ACS – 38601)



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, Barakamba 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



CS Devesh A. Pathak
B.Com., LL.B., F.C.S.

DEVESH PATHAK & ASSOCIATES

PRACTISING COMPANY SECRETARIES

REGD. INSOLVENCY PROFESSIONAL

REGD. TRADE MARKS AGENT

PHONE : (0265) 2562158 / 75 MOBILE : 98240 92589
E-mail : maildeveshpathak@rediffmail.com
maildpathak@yahoo.co.in

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NEAR AYURVEDIC COLLEGE, OUTSIDE PANIGATE,
VADODARA-390 019

Secretarial Compliance Report of Golden Tobacco Limited for the year ended 31st March, 2019

To,
Golden Tobacco Limited
Darjipura, Post – Amaliya,
Vadodara - 390022

We, M/s. Devesh Pathak & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by Golden Tobacco Limited (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification

for the year ended 31st March, 2019 in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;





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- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

and based on the above examination, We hereby report that, during the Review Period:

i. The Company has not issued any securities and accordingly

- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

were not applicable.

ii. The Company has neither got delisted Equity Shares nor bought back any security of the Company and accordingly

- The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and
- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018

were not applicable.

iii. Pursuant to the public announcement dtd 12th November, 2009 the detailed public statement dtd.1st January, 2018, the corrigendum of detailed public statement published on 26th April, 2018 and the letter of offer dtd 18th April, 2018, M/s. J P Financial Services Pvt. Ltd. Has acquired 44,02,201 Equity shares of Rs. 10/- each (25%) of the paid up share capital of the Company.

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-





Sr. No	Compliance (Regulations/ guidelines including specific clause)	Requirement circulars /	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	NA		NA	NA

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from my/our examination of those records;
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
	Hon'ble Supreme Court vide its order dtd. 11.04.2018 reduced penalty form Rs.1 Cr. To Rs. 25 Lakhs each to the then Directors	The Company petition before the Hon'ble Supreme Court by the Company against the appeal of SAT order dtd. 06.08.2016 for penalty of Rs. one crore each to the then Directors of the Company	As informed by the Company to us fine of Rs. 25 Lakhs each by the then Director have paid the same.	As informed by the Company to us the compliance is made.





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(d) The listed entity has taken the following actions to comply with the observations made in previous reports

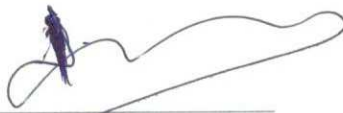
Sr. No.	Observations of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...(The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
	NA	NA	NA	NA

Place: Vadodara
Date: 29th May, 2019



For Devesh Pathak & Associates

Signature: _____


CS Devesh A. Pathak
FCS No.: 4559
CP No.: 2306