



# Golden Tobacco Limited

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

Manufacturers of Quality Cigarettes / Cigars



June 30, 2021

GT/SE/SEC/2021-22

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 - 400 051 Scrip Code: GOLDENTOBC
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Dear Sir,

**Sub: Annual Secretarial Compliance Report for the year ended March 31, 2021. :**

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, 2021 issued by Devesh Pathak & Associates, Practicing Company Secretary on June 29, 2021.

Kindly take the same on record and acknowledge the receipt.

Thanking You,  
For GOLDEN TOBACCO LIMITED

  
Harish Punwani  
Company Secretary and Compliance Officer  
(ACS- 50950)



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



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

# DEVESH PATHAK & ASSOCIATES

PRACTISING COMPANY SECRETARIES

REGD. INSOLVENCY PROFESSIONAL

REGD. TRADE MARKS AGENT

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FIRST FLOOR, 51, UDYOGNAGAR SOCIETY,

NEAR AYURVEDIC COLLEGE, OUTSIDE PANIGATE,

VADODARA-390 019

## Secretarial Compliance Report of Golden Tobacco Limited for the year ended 31<sup>st</sup> March, 2021

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 electronically only in view of COVID-19 advisories and explanation provided by GOLDEN TOBACCO LIMITED (“the listed entity”), and
- (b) explanation provided by Golden Tobacco Limited (“the listed entity”),
- (c) the filings/ submissions made by the listed entity to the stock exchanges,
- (d) website of the listed entity,
- (e) any other document/ filing, as may be relevant, which has been relied upon to make this certification

for the year ended 31<sup>st</sup> March, 2021 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;
- (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 its 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.

- (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:-

<b>Sr. No</b>	<b>Compliance Requirement (Regulations/ circulars /guidelines including specific clause)</b>	<b>Deviations</b>	<b>Observations/ Remarks of the Practicing Company Secretary</b>
1.	Regulation 17(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Non-fulfilment of criteria of minimum 6 directors.	The Company has complied with the regulation by appointing Mr. Pawan Kumar Malsaria as Executive Director

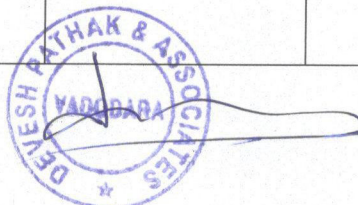




			w.e.f. 1 <sup>st</sup> September, 2020, Mr. Raj Kamal Gupta as Executive Director w.e.f. 1 <sup>st</sup> September, 2020 and Mr. Jignesh Engineer as Non-executive Director w.e.f. 11 <sup>th</sup> September, 2020.
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- (b) The listed entity has maintained 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.
1.	NSE/BSE	Non-compliance with the Corporate Governance Requirements pertaining to Regulation 17(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 30 <sup>th</sup> June, 2020 and 30 <sup>th</sup> September, 2020.	Total penalty of Rs. 7,65,000/- each (exclusive of GST) was imposed by both the Stock Exchanges.	The Company has applied for waiver of penalty to: i. BSE Ltd. vide their letter dtd. 13 <sup>th</sup> November, 2020 and 20 <sup>th</sup> November, 2020; and ii. National Stock Exchange of India Ltd. vide their letters dtd. 19 <sup>th</sup> November, 2020 and 14 <sup>th</sup> December, 2020





				<p>Reply from the Stock Exchanges is still awaited.</p> <p>However, the Company has complied with the regulation by appointing Mr. Pawan Kumar Malsaria as Executive Director w.e.f. 1<sup>st</sup> September, 2020, Mr. Raj Kamal Gupta as Executive Director w.e.f. 1<sup>st</sup> September, 2020 and Mr. Jignesh Engineer as Non-executive Director w.e.f. 11<sup>th</sup> September, 2020.</p>
2.	NSE/BSE	Non-compliance with Corporate Governance Requirements pertaining to Regulation 19(1)/(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 31 <sup>st</sup> March, 2020.	Total penalty of Rs. 16,000/- (exclusive of GST) each was imposed by both of the Stock Exchanges.	<p>The Company has applied for waiver of penalty vide their letter dtd. 6<sup>th</sup> July, 2020. Reply from the Stock Exchanges is still awaited.</p> <p>However, the Company has adequately complied with the regulations with induction of Mr. Rajnikant H. Patel as a member of NRC with effect from 9<sup>th</sup> January, 2020.</p>



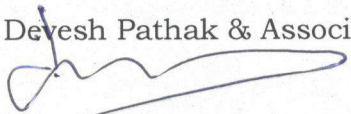


(d) The listed entity has taken the following actions to comply with the observations made in previous reports

<b>Sr. No.</b>	<b>Observations of the Practicing Company Secretary in the previous reports</b>	<b>Observations made in the secretarial compliance report for the year ended 31<sup>st</sup> March, 2020</b>	<b>Actions taken by the listed entity, if any</b>	<b>Comments of the Practicing Company Secretary on the actions taken by the listed entity</b>
1	-	Consequent to the resignation of Mr. Bharat Merchant, there were only two members in the Nomination and Remuneration Committee ('NRC') for the Quarter ended on 30 <sup>th</sup> September, 2020 and 30 <sup>th</sup> December, 2020	For the quarter ended on 30 <sup>th</sup> September, 2019 a penalty of Rs. 49,560 was imposed on 1 <sup>st</sup> November, 2019, which is already paid.  For the quarter ended on 31 <sup>st</sup> December, 2019 Penalty of Rs. 2,17,120 was imposed on 3 <sup>rd</sup> February, 2020, which is already paid.	The Company has adequately complied with the regulations with induction of Mr. Rajnikant H. Patel as a member of NRC with effect from 9 <sup>th</sup> January, 2020.

Place: Vadodara  
Date: 29<sup>th</sup> June, 2021

For Devesh Pathak & Associates

  
CS Devesh A. Pathak  
FCS No.: 4559  
CP No.: 2306  
UDIN: F004559C000542131

