



Golden Tobacco Limited

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

Manufacturers of Quality Cigarettes / Cigars



May 31, 2022

GT/SE/SEC/2022-23

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, 2022. :

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, 2022 issued by Devesh Pathak & Associates, Practicing Company Secretary on May 30, 2022.

Kindly take the same on record and acknowledge the receipt.

Thanking You,
For GOLDEN TOBACCO LIMITED

Sunil Dhandhania
Executive Director & CFO



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

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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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NEAR AYURVEDIC COLLEGE, OUTSIDE PANIGATE,
VADODARA-390 019

SECRETARIAL COMPLIANCE REPORT OF GOLDEN TOBACCO LIMITED FOR THE YEAR ENDED 31ST MARCH, 2022

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

- all the documents and records made available to us and explanation provided by GOLDEN TOBACCO LIMITED ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification.

for the year ended 31st March, 2022 ('Review period') in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- 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:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; [Presently: Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity Regulation, 2021)]
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; [Repealed]





- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; [Repealed]
- (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 and Sweat Equity) Regulations, 2021
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulation, 2021

were not applicable.

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

- Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 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:-

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



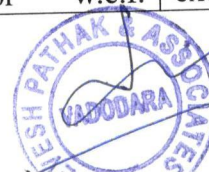


- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from my/our examination of those records;
- (c) The following are the details of actions taken against the listed entity/ its promoters/ 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.
1.	N.A.	N.A.	N.A.	N.A.

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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March, 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	-	Non-fulfilment of criteria of minimum 6 directors. [Regulation 17(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]	The Company complied with the regulation by appointing Mr. Pawan Kumar Malsaria as Executive Director w.e.f. 1 st September, 2020, Mr. Raj Kamal Gupta as Executive Director w.e.f. 1 st September, 2020 and Mr. Jignesh Engineer as Non-executive Director w.e.f.	BSE Ltd. & NSE Ltd. vide their notices dtd. 20 th August, 2020 and 17 th November, 2020 had Imposed penalty of Rs. 5,36,900/- and Rs. 3,65,800/- each respectively In response to the said notice the Company had filed an application to waive penalty before the exchanges on 20 th





DEVESH PATHAK & ASSOCIATES

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Continuation Sheet.....

Sr. No.	Observations of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March, 2020	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
			11 th September, 2020.	November, 2020 While NSE Ltd. had rejected the waiver application vide its letter dtd. 02 nd September, 2021, BSE Ltd. did not reply to the same. Ultimately, the Company has also made payment of respective penalties to the stock exchange on 30 th March, 2022.

Place: Vadodara

Date : 30th May, 2022



For Devesh Pathak & Associates
Practising Company Secretaries


Devesh A. Pathak

Sole Proprietor

Membership No.: FCS 4559

CoP No. : 2306

UDIN: F004559D000425298